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## BYLAWS OF

### EASTERN COLORADO SERVICES FOR THE DEVELOPMENTALLY DISABLED, INC.

#### I.

##### NAME

The name of the corporation shall be Eastern Colorado Services for the Developmentally Disabled, Inc.

#### II.

##### PURPOSE

The purpose of this corporation shall be the same as those enumerated in the Articles of Incorporation. This agency shall be under the control and direction of a Board of Directors of a not-for-profit corporation.

#### III.

##### MEMBERSHIP

Membership of the Board shall consist of those persons in the ten county catchment area who are interested in the objectives and purposes of the corporation and shall represent the various public and private agencies who are providers of human services, direct consumers of services or the parents, guardians or family members of consumers of services, and interested persons representing the community at large. This corporation has no membership.

IV.

BOARD OF DIRECTORS AND DUTIES

- A. The Board of Directors shall be composed of not more than 11 members including direct consumers of services, parents, guardians, family members of consumers of services, county commissioners, interested citizens, mental health, department of social services, and local educational units. Under Rule 16.21OB1 pursuant to C.R.S. 10.5-105(s) there must be one or more persons from each of the following categories: (I) Interested persons representing the community at large; (II) Family members of persons with developmental disabilities who are receiving services and supports; and (III) Persons with developmental disabilities who are receiving services and supports. Members shall include one representative to be nominated by the Boards of County Commissioners from each of Cheyenne, Elbert, Kit Carson, Lincoln, Logan, Morgan, Phillips, Sedgwick, Washington and Yuma Counties. Each County shall have at least one representative unless County Commissioners decline representation.
- B. Board of Directors term of office shall begin **January 1** of the year appointed. Reappointment to the Board shall then be contingent upon meeting criteria outlined in IV.A of these by laws.
- C. Board of Directors shall control and manage the affairs and business of Eastern Colorado Services for the Developmentally Disabled, Inc.
- D. All members may serve consecutive three-year terms but must be reappointed at the annual meeting.
- E. A vacancy on the Board shall be declared by the Secretary to the Board when:
1. The Board member is no longer affiliated with the agency which that member represented.
  2. The Board member fails to attend three consecutive Board meetings without a reasonable excuse.
  3. The Board member resigns, dies, or declines a consecutive term.
  4. There has been a breach in code of conduct including confidentiality or conflict of interest.
  5. The Board needs reconfiguration to comply with State requirements for CCB designation.

The declaration of an existing vacancy may be appealed to the entire Board at the first regularly scheduled Board meeting following such a declaration of vacancy.

Notification to the nominating body will occur sixty (60) days prior to the vacancy, to include response within forty-five (45) days. The Secretary to the Board shall declare when an opening occurs and notify the County(ies) involved, stating the representation they may use to select the replacement. (Refer to IV.A)

- F. The Board of Directors shall employ an executive director who shall serve at the pleasure of the Board and shall be charged with the executive and administrative management of the affairs of the corporation subject to review and modification by the Board of Directors and in accordance with policies and the executive director's job description.
- G. A majority of the Board of Directors may declare a vacancy on the Board when it has determined that a Board member has violated any duty imposed upon board members by these bylaws, any agency policy, or law binding upon the agency, including duties of confidentiality. A Board member whose office is declared vacant pursuant to this provision shall not be eligible for reappointment for a period of six years thereafter.

V.

OFFICERS AND THEIR ELECTION

The officers of the Board of Directors shall consist of President, Vice President and Secretary.

The officers of the Board of Directors shall be nominated and elected from and by the membership of the Board of Directors at the **January** meeting annually.

Vacancies occurring in any office shall be filled for the unexpired term by the Board of Directors by a majority of members present and voting.

VI.

DUTIES OF OFFICERS

The President of the Board of Directors shall preside at all meetings of the Board of Directors and shall be a member ex-officio of all committees.

The Vice President shall act as an aid to the President and in the absence of the President shall have all the powers and perform all the duties of the President. In the event of the absence of both, a temporary President shall be selected by the majority of the member in attendance to perform the duties of the President.

The Secretary shall be responsible for: 1) recording and acknowledgement of the minutes of all meetings of the Board of Directors; 2) receiving and handling all correspondence of the Board of Directors; 3) sending notices of meetings as necessary; 4) maintaining such records of the corporation as are necessary; and 5) cause the assigned duties relating to vacancies of membership on the Board as outlined in Section IV.E. to be performed.

The Secretary may delegate the responsibility of any of the above duties to an administrative assistant employed by ECSDD.

## VII.

### MEETINGS OF THE BOARD

Regular meetings of the Board of Directors shall be held monthly except when deleted through Board action and approval. Special meetings may be called by the President of the Board of Directors upon written notice five days in advance.

Board members may appear by telephone conference call at any regular, special or committee meeting. Any member so appearing has the same rights as though appearing in person, including the right to vote. Any members so appearing shall be counted in the determination of a quorum.

The Board of Directors by resolution adopted by a majority of the directors in office may designate and appoint an executive committee, consisting of the President, Vice President, and Secretary. The remainder of the directors shall serve as alternates. This committee shall have all the authority of the board of directors, except the authority to amend, alter, or repeal the bylaws; to elect, appoint or remove any member of the committee, or any officer or director of the corporation; to amend the articles of incorporation; to restate the article of incorporation; to adopt a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of any, all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. In the event such committee is designated and appointed by the Board, it shall meet not less than monthly except when a meeting is postponed or rescheduled by action of the committee due to an emergency. Special meetings of the committee may be called by its chair upon written, telephonic, telefax, or other electronic notice furnished not less than three days in advance. In the event any of the members of the committee are unable to meet at the appointed time, one or more of the alternates shall be contacted by the committee chair in order that the meeting may have a quorum. In no other event may an

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alternate member of the executive committee vote at any meeting of that committee.

An annual meeting shall be held in **January** at which time there will be re-appointment of Board members whose terms expire, along with other elections of officers and other appointments.

Audited financial reports shall be presented at a fall meeting, reviewing financials for the fiscal year ending the previous June 30.

Written minutes of all public Board meetings shall be filed as a matter of agency record. Once approved, the minutes shall be available to the public upon request, and posted on the website, [easterncoloradoservices.org](http://easterncoloradoservices.org).

Board meetings not regarding legal or personnel matters shall be open to the public.

### VIII.

#### COMMITTEES

The President of the Board shall appoint any standing or ad hoc committees as he/she deems appropriate.

The President of the Board of Directors may be directed by the majority of members attending and voting, providing a quorum is present, to appoint such other committees as are deemed advisable by the Board of Directors. Such committees shall serve as long as their assignment requires and at the discretion of the Board.

### IX.

#### AMENDMENTS

The By Laws may be amended at any meeting of the Board of Directors by a vote of not less than two thirds of the members present and voting, providing a quorum is present, and, further, providing notice of such meeting is mailed to each member no less than ten days nor more than thirty days prior to the date of such meeting.

### X.

#### DEBT ACQUISITION LIMITATIONS

No officer, committee member or employee of this corporation or other persons shall contract or encourage debt on its behalf or in any way render it liable or bind the corporation in any manner except as may be authorized by the Board of Directors.

XI.

FISCAL YEAR

The fiscal year of the corporation shall be July 1 through June 30.

XII.

PARLIAMENTARY PROCEDURE

Except as otherwise provided in these By Laws, Robert's Rules of Order shall prevail on matters related to parliamentary procedure.

XIII.

CONFLICT OF INTEREST

No member of the immediate family of a Board member shall be employed by the agency. Staff members of Eastern Colorado Services for the Developmentally Disabled, Inc. shall not serve on the agency Board of Directors. Any issue of conflict of interest shall be brought to the entire Board for resolution through majority vote of a quorum. No Board member shall benefit financially by serving on the Board or receive payment for services rendered on items purchased which cause profit. Any member of the Board of Directors who has a personal gain shall refrain from voting on the issue and shall ask that the record show that the Board member refrained from voting on the issue.

XIV.

QUORUM AND NOTIFICATION

A quorum shall exist when one-half of the Board members are present at a regularly scheduled or special meeting of the Board. No business may be officially transacted without a quorum present. A Board decision that is based on a vote conducted by email or telephone shall be subject to ratification at the next regular Board meeting. Voting by proxy will not be allowed.

Adequate notification of scheduled Board meetings shall be provided to Board members. Such notices shall be made available for posting in all Eastern Colorado Services for the Developmentally Disabled, Inc. facilities and shall be made available upon request, and posted on the website, [easterncoloradoservices.org](http://easterncoloradoservices.org).

XV.

BOARD REIMBURSEMENT

Mileage will be reimbursed at the current rate as set by agency policy. If travel exceeds one and a half hours driving time, a member may obtain a night's lodging at agency expense. Reimbursement for said lodging will be at the current rate as set by agency policy.