

COLORADO CROSS-DISABILITY COALITION (“CCDC”) BYLAWS
(Revised and Approved by the Board of Directors August 17, 2010)

ARTICLE ONE
OFFICES

1. Offices. The principal office will be located in any location appropriate for the CCDC to carry out its mission and purpose.

ARTICLE TWO
GOVERNANCE

2-1. Board of Directors. The business of the corporation shall be managed by a board of directors, consisting of at least two and not more than fifteen members, each of whom shall be at least eighteen years of age. Each director shall be a resident of the state of Colorado and shall be an active member of the organization. The majority of the board shall be persons with disabilities.

2-2. Term of Directors. Each director shall serve a term of two years but may be elected for two successive terms by a two-thirds majority vote at the board’s last meeting of each calendar year. A director may be off the Board for one year and be re-elected to the Board. During the election of the board of directors in December, 2010, half of the board of directors will serve a term of two years while the remaining half will serve a term of one year. Except as set forth in Section 2-3, a term of office begins on January 1 and ends on December 31. Term limits are effective beginning January 1, 2011.

2-3. Vacancies. A majority of the board of directors present at a board of directors meeting shall determine whether new board members shall be added and shall determine the appointment of directors when vacancies occur. New directors shall hold office for the unexpired term of their predecessor. The process for filling vacancies shall be determined through a written nomination policy approved by the board. For convenience, this policy may be attached to these by laws.

2-4. Leave of Absence. A director who believes he or she requires a leave of absence shall resign from the board. If the director’s service to the board was in good standing prior to the leave of absence, the director shall be given priority consideration as a director after there is an open position on the board of directors.

2-5. Resignation. A director may resign at any time by giving notice to the board Secretary. A director will deem two unexcused absences from a board meeting as a resignation. A majority of the board members present at a meeting from which a director is absent shall determine if the absence is excused. Any director whose excused absence is due to their disability or promoting the mission and goals of the CCDC must contact the Executive Director in writing or verbally within 48 hours of the

board meeting the director is unable to attend in order to receive consideration for their absence. The Executive Director must communicate any excused absence due to the director's disability or promotion of the CCDC mission or goals to the Secretary in writing within 72 hours of the board meeting missed by the director.

2-6. Removal. A director may be removed at any time by a two-thirds vote of the remaining directors of the board.

2-7. Meetings. The board of directors shall hold regularly scheduled board meetings determined by the board of directors. Board meeting will be held at CCDC's headquarters or another location deemed appropriate by the board. The meeting dates and times for meetings for the upcoming year shall be determined at the first meeting of each calendar year. If the date, time or location of a meeting must be changed, as determined by the board's president, each director will be given five days written notice. A director is deemed to be "present at a board of directors meeting" if the director is communicating in person or by telephone and all directors can communicate with each other during the meeting.

2-8. Quorum of Directors. A majority of the entire board of directors in office immediately after the meeting begins shall constitute a quorum for the transaction of business.

2-9. Action of the Board of Directors. Unless otherwise specified in these bylaws, action of the board of directors will be taken during board meetings by a majority vote.

2-10. Decisions of the Board Outside of Board Meetings. When a decision of the board of directors is requested in between board meetings, the Executive Director or President shall communicate by mail or e-mail with the Executive Committee who shall be empowered to make such a decision. A notice explaining the decision reached and votes cast shall be sent via mail or e-mail by the President to all board members.

2-11. Presiding Board Member. At all meetings of the board of directors, the President of the board shall preside. In the absence of the President, the Vice President shall preside. In the event that neither the President nor Vice President are present, the board members in attendance shall determine the board member who will preside.

2-12. Executive and Other Committees. The Executive Committee will be the elected officers of the board. The board may designate special committees from its members and others with specific expertise. Each committee shall consist of two or more directors. Any committee shall serve at the pleasure of the board. Additional members of the organization, or any appropriate non-member, may be appointed as committee members as the directors believe appropriate and desirable.

2-13. Compensation. No compensation shall be paid to directors, as such, for their services. Directors must make an annual financial contribution. Directors may receive reimbursement for reasonable expenses and have been previously approved by the Board to conduct their duties as a Director.

2-14. Roberts Rules of Order. Meetings shall be conducted using a relaxed version of Roberts Rules of Order. Agendas shall be disseminated and followed.

ARTICLE THREE OFFICERS

3-1. Offices, Election, and Term of Office.

3-1-1. The board shall elect a President, Vice President, Secretary and Treasurer. Each office shall have a written description of the duties and powers in the bylaws.

3-1-2. All officers that are selected or appointed shall hold office for one year with terms that may be renewed by a majority vote of the board consistent with these bylaws. All terms for officers begin on January 1 and end on December 31. Nominations shall be submitted to the President and election of officers will be held in December each year.

3-2. Removal, Resignation and Vacancy.

3-2-1. The board may remove any officer selected or appointed by the board by the board with a two-thirds decision of the remaining board members.

3-2-2. In the event of the death, resignation, or removal of an officer, the board shall, in its discretion, select or appoint a new board member to fill the vacancy at the next meeting of the Board of Directors.

3-3. Duties of Officers.

3-3-1. President. The President of the board shall create a time sensitive agenda, preside at each meeting of the board and shall be an ex-officio member of all committees of the board. The President is responsible for convening the board to design and implement a long range plan to achieve organizational goals for disability rights. The President shall perform all such duties as may from time to time be assigned by the board of directors. The President shall be the direct supervisor of the Executive Director.

3-3-2. Vice President. In the absence of or in the event of the President's death, inability, or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform all such duties as may from time to time be assigned by the board of directors. The Vice President shall work closely

with the President on all projects and shall assist the President with all duties.

3-3-3. Secretary. The Secretary shall ensure that votes are recorded and minutes of regular board meetings are kept and shall keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner. The Secretary will be responsible for distributing minutes from each board meeting to all board members in advance of the next board meeting.

3-3-4. Treasurer. The Treasurer shall ensure that an accurate set of books and journals meeting generally accepted accounting principles for an accrual basis of accounting are produced monthly. The Treasurer shall render to the board at the regular meetings of the board, or whenever they require it, an account of all transactions and of the financial condition of the corporation. The Treasurer shall be furnished with reports and/or statements as required from the corporate officers and agents all financial transactions of the corporation. The Treasurer shall meet with accountants, auditors and/or companies reviewing the financial records and shall be present at exit interviews. The Treasurer shall participate in decision making related to hiring and/or retention of financial contractors.

ARTICLE FOUR ADDITIONAL PROCEDURES

4-1. Financial Commitments. The board of directors shall assure that fiscally sound financial management protocols are in place and are being followed.

4-2. Fiscal Year. The fiscal year of the corporation shall be the calendar year designated by the board.

4-3. Bylaw Amendments. The bylaws may be amended, repealed, or adopted by a two-thirds vote of the board at any meeting called for the express purpose of amending the bylaws, provided notice is given of the meeting not less than five days before the meeting.

4-4. Sureties and Bonds. In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum with such surety or sureties as the board may direct. The bond shall be conditioned upon the officer's or agent's faithful performance of duties to the corporation, including responsibility for negligence and for the accounting of all property, funds, or securities of the corporation which may come into the officer's or agent's hands.

4-5. Indemnification. Any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of CCDC, or by reason of the fact that he or she is or was serving on a committee carrying out CCDC's mission and purpose, shall be

indemnified by CCDC against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of CCDC and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. A director of CCDC shall not be liable for monetary damages for any action taken, or any failure to take any action, as a director except to the extent that by law a director's liability for monetary damages may not be limited.

4-6. Dissolution. In the event that the organization ceases to exist, if there are assets after all debts are paid, the assets shall be donated to a disability rights organization whose mission most closely reflects the mission of CCDC.

4-7. Profiteering. Under no circumstance may any member of the board profit from his or her activities as a board member.

4-8 Conflict of Interest. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the board to voluntarily excuse him/herself and will refrain from discussion and voting on the item before the board.