

BYLAWS  
ALL AMERICAN FAMILIES  
dba FAMILIES PLUS  
November 2018

Article I

ORGANIZATION AND PURPOSE

Section 1: The name of the organization shall be All American Families (dba Families Plus), hereinafter referred to as The Corporation.

Section 2: The primary area of activity of the Corporation shall be Delta County, Colorado, however, activities outside Delta County shall not be prohibited.

Section 3: The Corporation is a nonprofit, nonsectarian organization. It shall not have or issue shares of stock or pay dividends. It shall exist perpetually. Notwithstanding anything herein contained, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public such that it appears that the Corporation is for-profit.

Section 4: The specific purpose of the Corporation is educational and charitable and includes, but is not limited to, providing support for families to partner with the community to help children thrive and also working toward increased access to behavioral health care.

Article II

MEETINGS

Section 1. Board Meetings. The board shall meet at least six times per year to review financial reports, budgets, programs, and other activities of the organization, to hold elections for the Board of Directors, and conduct other business of the organization. Members of the Board of Directors must be 18 years of age or older.

Section 2. Notice of Meetings. No notice need be given of any regular meeting of the Board. Notice of a special meeting or ballot shall be given by email or mail service upon each Director, or in person, at least four business days prior to the special meeting or ballot deadline. Directors may waive notice, and presence at a meeting or return of special ballot shall waive any notice objection. Any acts or proceedings taken at a Directors' meeting or by special ballot not validly called or constituted may be made valid and fully effective by ratification as a subsequent Directors' meeting that is legally and validly called.

Section 3. Quorum. A quorum must be in attendance for the conduct of business meetings of the Board of Directors. A quorum shall exist if a simple majority of the members of the Board of Directors is present.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the Board.

Section 5. Special Ballots. When an urgent decision of the Board of Directors is needed, and it is not practical to call a meeting, the President may instruct that a ballot be taken by mail or electronic means. A quorum shall exist if a simple majority of the members of the Board of Directors is present by electronic means or voting by mail if balloting is by mail. Actions taken by other means shall be confirmed by minutes mailed to all members of the Corporation within five (5) days after the completion of the ballot.

Section 6. Voting. At all meetings of the Board, each Director shall have one vote. Unless otherwise stated herein, decisions of the Board at all meetings of the Board shall be by majority vote of the Directors present, subject to the quorum requirements herein. If a special ballot is issued, decisions by special ballot shall be by majority of the Directors, subject to the quorum requirements herein.

Section 7. Participation by Telephone. Any one or more Director or any committee of the Board of Directors may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### Article III

#### BOARD OF DIRECTORS

Section 1. Governance. The governance of the Corporation shall be vested in a Board of Directors that shall include the officers of the Corporation. The Board shall consist of no less than three (3) nor more than fifteen (15) Directors. All powers not delegated by the Board of Directors are reserved to it.

Section 2. Election of New Directors. Election of new Directors may occur at any of the Corporation's regular Board meetings. Directors will be elected by a majority vote.

Section 3. Term of Office. The normal term of each Director of the Corporation will be three years. However, in order to maintain a consistent rotation of Directors, the term length of each Director shall be assigned at the time of election to fit a staggered rotation such that approximately one-third of the Board seats will be expiring in any given year. Each director may serve an unlimited number of terms.

Section 4. Unexpired term. When a Director dies, resigns, or is removed, the Board of Directors may elect a director to serve for the duration of the unexpired term by a majority vote of the Board of Directors.

Section 5. Removal of Director. Any Director may be removed from the Board of Directors by an affirmative vote of 2/3 of the directors present at an official meeting of the Board. At least ten days notice of the proposed removal will be given to the involved director, who will be given an opportunity to be present and to be heard at the meeting at which removal is considered.

Section 6. Absence Considered a Resignation. Absence from three consecutive meetings of the Board of Directors without a valid reason in the judgment of the Board of Directors shall be considered a resignation constituting a vacancy to be filled by the Board.

Section 7. Compensation and Expenses. No compensation will be paid to any member of the Board of Directors for services as a member of the Board. By resolution of the Board, reasonable expenses may be allowed for attendance at regular and special meetings of the Board and for special services rendered by any Director.

#### Article IV

#### OFFICERS

Section 1: General. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2: Powers and Duties.

- (a) The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation designated by the Board of Directors, any deeds, leases, or other documents of conveyance or encumbrance of any real property owned by the Corporation. The President shall also perform all duties incident to the office of President and such other duties as may be assigned by the Board of Directors from time to time.
- (b) The Vice-president shall assist the President and shall perform such duties as may be assigned by the President or by the Board of Directors. In the absence of the President, the Vice-President shall have the powers and perform the duties of the President.
- (c) The Secretary shall keep accurate minutes of the proceedings of the members; give notices in accord with these Bylaws; retain custody of records; and such other duties as are incident to such office.
- (d) The Treasurer shall be the principal financial officer of the Corporation; shall perform all duties incident to such office and such other duties as may from time to time be assigned to such person by the President or by the Board of Directors. The Treasurer shall make an annual financial report to the Corporation of the Board of Directors.

#### Article V

#### INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, or Executive Director of the Corporation against any claim, liability or expense arising against or incurred by such person made party to a proceeding because he is or was a director, officer or executive director at the Corporation's request, unless the basis for such claim, liability, or expense was that the Director, Officer, or Executive Director's acted in bad faith or engaged in deliberate and

active fraud or dishonesty and personally benefitted from such bad faith, fraud, or dishonesty. The Corporation shall not indemnify a Director, Officer, or Executive Director (or any other employee, agent or contractor) for any unlawful or tortious acts committed personally by said person, but said person shall indemnify the Corporation for such acts. The Corporation shall further have the authority to purchase and maintain insurance providing such indemnification. A current or former Director, Officer, or Executive Director shall immediately notify the Corporation and Board of Directors of any claim made against said Director, Officer, or Executive Director which that person believes falls within this indemnification provision, and failure to so notify will terminate the Corporation's duty to indemnify herein.

## Article VI

### COMMITTEES

Section 1. Executive Committee. The Executive Committee will consist of the officers of the Corporation. This Committee will have full authority to act for the Board of Directors in managing the affairs of the corporation during the intervals between meetings of the Board. The presence of a majority of committee members shall be required to authorize action.

Section 2. Other Committees. The Board of Directors may authorize the establishment of committees. The Board of Directors shall appoint the members. Committee members need not be members of the Board of Directors.

## Article VII

### EXECUTIVE DIRECTOR AND STAFF

Appointment. The Board of Directors may appoint and dismiss an Executive Director as administrative officer of the Corporation. Such Executive Director will hold office at the will of the Board of Directors. The Executive Director shall serve as an ex-officio member of all committees, and, with approval of the Board, may appoint other staff as is deemed advisable. The Executive Director shall be authorized to open and close bank accounts, handle the Corporation's finances, engage tax and other specialists to assist in the operation of the Corporation, to sign checks or otherwise pay for goods and services necessary for the operation of the Corporation and completing the Corporation's stated educational and charitable purposes, collect donations and money, enter into contracts, hire and fire employees and contractors, supervise volunteers and take other reasonable and necessary steps to operate the Corporation. The Executive Director shall attend all Board Meetings and report upon the Corporation's operations to the Board at each meeting.

## Article VIII

### FISCAL YEAR

The fiscal year shall begin on the 1<sup>st</sup> day of October, and shall end on the 30<sup>th</sup> day of September.

## Article IX

## AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at a special meeting called for such purpose. The proposed amendment(s) shall be presented in writing to the Board at least thirty (30) days prior to the meeting, at which the vote is to be taken.

Section 2. Amendments may be proposed by any member of the Board of Directors.

Section 3. Amendments shall become effective upon the date of adoption by the Board of Directors.

## Article X

### NONDISCRIMINATION POLICY

The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

## Article XI

### MEMBERS AND SHAREHOLDERS

The Corporation shall have no members or shareholders.

## Article XII

### DISSOLUTION

In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all unobligated property and assets of the Corporation shall go to and be distributed to a lawfully established Colorado Non-Profit Corporation the purpose of which is to promote and support services for families. Under no circumstance shall any of the property and assets of this Corporation be distributed to any officer, or subsidiary of the Corporation.

### VERIFICATION

We, the undersigned, verify these Bylaws constituted the sole governing document of the Corporation on this date of April 1, 2016.

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President

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Secretary

