

Nonprofit Corporation

SUMMIT COUNTY FAMILY RESOURCE CENTER
BYLAWS

ARTICLE I
OFFICES

Sections 1.1 PRINCIPAL OFFICE. The principal office of the Summit County Family Resource Center, doing business as the Family Intercultural & Resource Center (the "Corporation") in the State of Colorado shall be located at 103 Main Street, Dillon, CO 80435. The Corporation may have such other offices, either within or outside of the State of Colorado, as the Board of Directors may designate, or as the business of the Corporation may require.

Section 1.2 REGISTERED OFFICE. The registered office of the Corporation, required by the Colorado Revised Nonprofit Corporation Act (the "Act") to be maintained in the State of Colorado, may be, but need not be, identical with principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
MEMBERS

Section 2.1 MEMBERS. The Corporation shall not have members.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 GENERAL POWERS. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 3.2 PERFORMANCE OF DUTIES. A Director of the Corporation shall perform his/her duties as a director, including his/her duties as a member of any committee of the board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of the Corporation, and which such judgment as an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, a director shall be entitled to rely on information, opinions, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups whom the director reasonably believes. However, he/she shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause reliance on information to be unwarranted. A person who so performs his/her duties shall not have any liability by reason of being or having been a Director of the Corporation.

Section 3.3 NUMBER, TENURE AND QUALIFICATIONS. The number of Directors of the Corporation shall initially be five (5) and shall thereafter be not less than five (5) and not more than thirteen (13). Each Director may hold office for two consecutive terms of four years. Individual terms will begin on the date of the Director's appointment by the Board of Directors.

Section 3.4 REGULAR MEETINGS. The Board of Directors shall provide notice of the time and place for the holding of regular meetings. The President or Vice President of the Board shall preside at all meetings of the Board of Directors.

Section 3.5 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any three directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them.

Section 3.6 NOTICE. Notice of any special meeting of Directors shall be given by mail, e-mail or fax to each Director at his/her business or home address at least five days prior to the meeting; or verbally face to face or via telephone at least five days prior to the meeting.

Section 3.7 ABSENCE FROM MEETINGS. In the event a Director is unable to attend a meeting of the Board of Directors, he/she is required to notify the agency of his/her absence at least 24 hours prior to the start of the meeting.

Section 3.8 QUORUM. One third of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of those Directors present may adjourn the meeting.

Section 3.9 MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Unless otherwise directed by the President of the Board, all meetings of the Board of Directors shall be governed by the procedural rules set forth in the most recent edition of Robert's Rules of Order.

Section 3.10 INFORMAL ACTION BY DIRECTORS. Any action required or permitted to be taken by the Board of Directors or by a designated committee may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all of the Directors or all of the committee members entitled to vote with respect to the subject matter concerned.

Section 3.11 VACANCIES. Any vacancy occurring in the Board of Directors may be filled by appointment by the remaining Board of Directors. A Director appointed to fill a vacancy shall begin his/her four year term on that date.

Section 3.12 RESIGNATION. Any Director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Board. The resignation of any Director shall take effect upon receipt of notice or at a later time as might be specified in the notice; and, unless otherwise specified, the acceptance of the resignation shall not be necessary to make it effective.

Section 3.13 REMOVAL. A Director may be removed from the Board if he/she is absent from two Board of Directors meetings during a six month period or two fiscal quarters. Additionally, any Director or Directors of the Corporation may be removed at any time, with or without cause; in the manner provided in the Act.

Section 3.14 COMMITTEES. By resolution adopted by a majority of the Board of Directors, the Directors may designate two or more Directors to constitute a committee, any of which shall have such authority in the management of the Corporation as the Board of Directors shall designate and as prescribed by the Act.

Section 3.15 COMPENSATION. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors expenses associated with attendance at related corporate meetings outside of Summit County may be paid for by the Corporation.

Section 3.16 PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting.

Section 3.17 ADVISORY BOARD. An Advisory Board will be initiated for Board members who have reached their term limit and other interested community members. The Advisory Board is established to give guidance and council to FIRC Board members on issues which may arise or confront the FIRC over the course of FIRC Board meetings. Advisory Board members may attend Board meetings, but do not hold the same legal responsibility as FIRC Board members and as a result do not vote at Board meetings. All Advisory Board members are asked to participate in fundraising, portfolio review and strategic planning.

ARTICLE IV OFFICERS

Section 4.1 NUMBER. The offices of the Corporation shall be President, Vice President, Secretary and Treasurer who shall be members of the Board of Directors. Such other officers who may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 4.2 ELECTION AND TERM OF OFFICE. All officers of the Corporation shall be elected by the Board of Directors each year at the first meeting held after the end of the fiscal year. If the elections of officers are not held at such meetings, such elections shall be held as soon as practicable. Each officer shall hold office for one year until his/her successor has been elected or until his/her death or until he/she resigns or has been removed.

Section 4.3 REMOVAL. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served, but removal shall be without prejudice to the contract rights, if any, of the person removed. Election nor appointment of an officer or agent shall not of itself create contract rights.

Section 4.4 VACANCIES. A vacancy in any office may be filled by the Board of Directors.

Section 4.5 PRESIDENT. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors. He or she shall in general supervise and control all of the business and affairs of the Corporation. He or she shall, when present, preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and other duties as may be prescribed by the Board of Directors.

Section 4.6 VICE PRESIDENT. The Vice President shall, in the absence of the President or in the event of his/her death, inability or refusal to act, perform all 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 such other duties may be assigned to him/her by the President or by the Board of Directors.

Section 4.7 SECRETARY. The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notice are given in accordance with the provisions of these

Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is authorized; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by each member; and (e) in general perform all duties incident to the office of Secretary and such other duties as may be assigned to him/ her by the President or by the Board of Directors.

Section 4.8 TREASURER. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) in general perform all of the duties incident to the office of Treasurer and such other duties as may be assigned to him/her by the President or by the Board of Directors.

Section 4.9 The IMMEDIATE PAST PRESIDENT shall (a) be a member in good standing of the executive committee for the purposes of giving support and guidance to the new PRESIDENT.

Section 4.10 SALARIES. The officers shall serve without salary.

ARTICLE V CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 5.1 CONTRACTS. The Executive Committee shall approve of all contracts entered into in the name of the Corporation requiring an expenditure of \$10,000.00 or more. The Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Notwithstanding anything stated to the contrary herein, contracts involving expenditures of \$10,000.00 or more, as well as all grant contracts and agreements, may be executed by the Executive Director without Executive Committee approval.

Section 5.2 LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5.3 CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors.

Section 5.4 DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5.5 GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of or for any special purposes of the Corporation.

ARTICLE VI NONDISCRIMINATION

The officers, directors, committee members, employees and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual expression.

ARTICLE VII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of September in each calendar year.

ARTICLE IX WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Act, or otherwise, a waiver in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstances requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE X AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two thirds majority of the Directors present at any meeting of the Board of Directors at which a quorum is present, if the notice of the proposed alteration, amendment or repealing of and any proposed new bylaw has been provided with notice of such meeting.

ARTICLE XI EXECUTIVE COMMITTEE

Section 11.1 APPOINTMENT. The Board of Directors by resolution adopted by a majority of the Board may designate three or more of its members to constitute an Executive Committee. The designation of such Committee and the delegation of authority shall not operate to relieve the Board of Directors, or any Director, of any responsibility imposed by law.

Section 11.2 AUTHORITY. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending to the members the sale, lease or other disposition of all or substantially all of the property and assets of the Corporation other than in the usual and regular course of its business, recommending a voluntary dissolution of the Corporation or a revocation thereof, or amending the Bylaws of the Corporation.

Section 11.3 TENURE AND QUALIFICATIONS. Each member of the Executive Committee shall hold office until the next regular annual meeting (annual meeting being defined as the first meeting after the end of the fiscal year) of the Board of Directors following his/her designation and until his/her successor is designated as a member of the Executive Committee and is elected and qualified.

Section 11.4 MEETINGS. Regular meetings of the Executive Committee may be held without notice at such time and places as the Executive Committee may determine. Meetings of the Executive Committee may be called by any member thereof not less than one day's notice stating the place, date and hour of the meeting. Notice may be written or oral. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

Section 11.5 QUORUM. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section 11.6 INFORMAL ACTION BY EXECUTIVE COMMITTEE. Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter.

Section 11.7 VACANCIES. Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Section 11.8 RESIGNATIONS AND REMOVAL. Any member of the Executive Committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11.9 PROCEDURE. The Executive Committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting held next after the proceeding shall have been taken.

Section 11.10 OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be members of the Board of Directors and the President of the Corporation shall appoint the members. Any member may be removed by the person or persons authorized to appoint the member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Signed:

Secretary, Board of Directors

Date