



BYLAWS... Approved Revision 3 16 2020

ARTICLE I: NAME AND LOCATION

- Section 1. NAME: The name of the corporation shall be Centennial Area Health Education Center (CAHEC).
- Section 2. OFFICE: The principal office of CAHEC will be at 2105 Clubhouse Dr, Suite A, Greeley, Weld County, Colorado 80634-3225, or at such other place within the State of Colorado as may be fixed and determined by the Board of Directors.
- Section 3. OTHER OFFICES: The Corporation may have offices at such places either within or outside the State of Colorado as the Board of Directors may determine.

ARTICLE II: POWERS, MISSION, PURPOSES, SERVICE AREA, and MEMBERS

- Section 1. POWERS: The powers of CAHEC shall be as stated in its Articles of Incorporation, as amended from time to time, and as provided by the laws of Colorado under which the Corporation was organized.
- Section 2. MISSION: The mission of the Centennial Area Health Education Center is to address health workforce shortages and health disparities in the CAHEC region, through education and local collaboration.
- Section 3. PURPOSE: CAHEC is an independent, not-for-profit corporation under the laws of the State of Colorado. CAHEC serves nurses, nurse practitioners, physicians, medical records personnel, dentists and dental hygienists, emergency medical personnel, physician assistants, physical and occupational therapists, behavioral health providers, and many other health care professionals, students, agencies and institutions.

CAHEC operates under the direction of a volunteer board of directors from local communities and professional constituent organizations in northeast Colorado.

CAHEC works in partnership with five other Area Health Education Centers and the University of Colorado at Denver and Health Sciences Center, as well as other state agencies and institutions.

Section 4. SERVICE AREA: The service area (“Service Area”) for CAHEC is Northeast Colorado, including the counties of Elbert, Larimer, Weld, Morgan, Logan, Phillips, Sedgwick, Washington, Yuma, Kit Carson, and Lincoln.

Section 5: MEMBERS: The Corporation has no members.

ARTICLE III: FISCAL YEAR

Section 1. FISCAL YEAR: The fiscal year of the Corporation shall begin the first day of July in each year and terminate on the last day of June in each year.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. GENERAL POWERS: The property, affairs and business of the corporation shall be managed by the Board of Directors. The Executive Director shall see that orders and resolutions of the Board of Directors are carried into effect and shall be responsible for the day-to-day operation of the corporation. The Executive Director shall operate the corporation in accordance with policies as established and amended from time to time by the Board of Directors.

Section 2. NUMBER OF DIRECTORS: There shall be no less than seven (7) and no more than eleven (11) voting Directors. The Board of Directors shall exercise all the powers of the Corporation.

Section 3. COMPOSITION OF THE BOARD:

- A. The Directors shall be representatives of the CAHEC Service Area with a broad range of skills, expertise, and perspectives. Such areas include but are not limited to: finance, legal affairs, business, health, education, policy, and social services. Board members will represent the demographic composition of the region.
- B. No Director may be an employee of CAHEC or the spouse, child, parent or sibling, by blood, marriage, or adoption of an employee.
- C. No Director shall receive any compensation for their services as a Director for the corporation. This does not prohibit reimbursement of a Director for reasonable expenses associated with attending the meetings and serving on the Board of Directors when consistent with Board policy.
- D. The Executive Director shall receive notice of and attend all Board meetings, but shall not be considered a Director.

Section 4. TERMS:

- A. Staggered Terms: Board members are elected for two-year terms at the annual meeting. Every effort will be made to assure continuity of board membership from one year to the next. Members may be appointed pending election between annual meetings and shall be elected at the next annual meeting after their appointment to serve a full two-year term. Time served shall not be counted as part of a term. Appointed board members have full rights and responsibilities as defined in Article IV, Section 6
- B. Vacancies: A Director appointed to fill a vacancy shall serve the unexpired term of the prior Director. Serving more than one-half of a term shall be considered as a full term.
- C. Term Limits: Board members may serve an unlimited number of two-year terms. Members must indicate to the board prior to opening annual nominations if they wish to seek another term.

Section 5. NOMINATION AND APPOINTMENT OF DIRECTORS:

- A. Nomination of Directors: Names of perspective Directors shall be provided to the Executive/Finance Committee. The Executive Director shall be a non-voting ex officio member of this committee. The committee shall oversee nominations and candidates to fill the vacancies on the board. Directors shall be elected to fill expired terms at any regular meeting or special meeting called for such purpose. Additional nominations may be made from the floor.
- B. Appointment of Directors: Appointments will be made by a simple majority vote of the Board of Directors.

Section 6. DUTIES OF THE BOARD OF DIRECTORS:

- A. The Board of Directors shall:
 - (1) Set forth policies of the Corporation consistent with the objectives and purposes of the Corporation as set out in the Articles of Incorporation, and these Bylaws.
 - (2) Honor their fiduciary duty to CAHEC by assuring their actions are in the best interests of CAHEC.
 - (3) Assure received CAHEC information and data is treated as confidential and proprietary.
 - (4) Disclose conflicts of interest or potential conflicts and recuse him or herself from participating in the selection, award or administration of any contract or other benefit involving such conflict.
 - (5) Assure CAHEC is operating in compliance with applicable Federal, State, and local laws and regulations.
 - (6) Have specific responsibility for the employment, annual evaluation, and dismissal of the Executive Director. The Executive Director is an agent of the Board and is accountable to the Board.
 - (7) Approve the annual organizational strategic plan and budget.
 - (8) Approve grant applications outside of those included in the annual budget to ensure mission alignment and be aware of fiscal and programmatic

obligations being made by organization according to the policy entitled CAHEC Grant Process and Authority.

- (9) Select an independent auditor and officially adopt the annual audit report.
 - (10) Develop, adopt and annually update the personnel and fiscal policies.
 - (11) Evaluate the following CAHEC activities at least annually:
 - a. Project achievements and using the knowledge gained from such review, revise CAHEC's mission, goals, objectives, plans, and budgets as may be appropriate and necessary.
- B. Individual Directors shall not:
- (1) Act as a Director except when participating in a meeting with the full Board or as designated by the Board.
 - (2) Speak on behalf of the Board unless designated to do so by the Board of Directors.
 - (3) Take any action or carry on any activity by or on behalf of CAHEC not permitted to be taken or carried on by a tax exempt organization, including the participation in, or intervention in (including the publishing or distributing of statements) any political candidate's campaign.

Section 7. RESIGNATION, REMOVAL OF DIRECTORS, AND VACANCIES:

- A. Attendance: Directors are expected to attend all scheduled board meetings.
- B. Removal: Directors may be removed, either with or without cause, by a two-thirds (2/3) majority vote of the Board of Directors at any meeting of the Board if the matter of removal was included in the notice of the meeting as provided in Article IV for any of the following reasons:
 - (1) Failure to attend in person or via technology three (3) regular board meetings without cause in one (1) calendar year;
 - (2) Failure to maintain freedom of conflict of interests and violation of CAHEC Standards of Conduct as defined in CAHEC's Board approved Standards of Conduct Policy. Annual review and signature indicating receipt of Standards of Conduct will be required from all Directors;
 - (3) Breach of the fiduciary obligation of the Director to the Corporation;
 - (4) Conduct which is detrimental to the welfare and benefit of the Corporation;
 - (5) Suspension or debarment from participation in Federal Programs.
- C. Resignation: A Director may voluntarily resign his or her position upon thirty (30) day's written notice to the Board President and Executive Director.
- D. Filling Vacancies: If the position of a Director becomes vacant before the expiration of such Director's term, the Board of Directors shall appoint a successor to complete the unexpired term in accordance with the provisions set forth in Section 4 of this Article at any regular meeting or special meeting called for such purpose.

Section 8. MEETINGS:

- A. Regular Meetings: The Board of Directors will hold regular meetings and may fix the time and place of such regular meetings. Notice of such regular meetings

- shall be provided to each Board member in writing and/or email notification at least seven (7) days in advance before the meeting.
- B. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or Vice-President or by two or more of the Directors. Notice of such special meetings identifying the specific purpose or purposes for which the meeting is called shall be sent to each Board member in writing and/or email not less than three (3) days before the date of the meeting.
 - C. Annual Meetings: f Annual Meeting: An annual meeting of the Board of Directors shall be held at such place as is decided by the Board of Directors each September for the purpose of installing officers, receiving the Annual Report, reviewing the past year, setting goals and priorities for the coming year, and conducting the business of the corporation. Notice of each annual meeting of the Board of Directors shall be provided to each Board member in writing and/or email at least thirty (30) days before the meeting.
 - D. Waiver of Notice. Any Director may waive notice of any meetings. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted and the purpose of any regular or special meeting of the Board should be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.
 - E. Minutes: All meetings of the Board of Directors shall be evidenced by the taking of minutes. Copies of said minutes shall be distributed to all Directors, with the originals being retained on file at the principal office of CAHEC.
 - F. Conduct of Meetings: Robert's rules of Order, most current Edition shall govern the conduct of all meetings.
 - G. Executive Session: The board may meet in closed executive session for a discussion of matters which, in the best interests of the corporation, should not be discussed in public at that time. The Board shall meet in closed executive session upon the vote of 2/3 of the Directors present at a meeting. The board shall not take formal action in executive session. All actions of the Board shall be taken in open public meeting.
 - H. Action without a meeting: Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a majority of the Board consents in writing or via email, setting forth the action so taken. This consent may also be given via the telephone and / or email, followed by written memorandum, initialed by Director, evidencing said action to be incorporated into the minutes of the next board meeting.

Section 9. QUORUM: The presence of more than 50% of the Board of Directors designated in Article IV, Section 2 of these Bylaws in attendance by person, telephone, or World Wide Web, at a duly assembled meeting shall constitute a quorum for the transaction of business. Each Board member can hold one (1) proxy of a current fellow Board member if that proxy is provided in advance of the meeting via email or written letter. If less than a quorum of the Directors is present at the time and place of any meeting, the Directors present may adjourn the meeting until a quorum is present. The Directors may discuss informal business but may not vote nor take formal action without a quorum being present.

Section 10. VOTING: Except as otherwise expressly provided by statute, or by the Articles of Incorporation of the corporation, or by these Bylaws, the action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors. Approval of Board action requires a simple majority with the exception of bylaw amendments which require approval by two-thirds (2/3) majority of all of the Directors entitled to vote.

Section 11. OFFICERS OF THE BOARD AND DUTIES:

- A. Officers: The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer and such other officers as may be elected by the Board of Directors. Officers shall be members of the Board of Directors.
- B. Election and Term of Office: The Officers shall be elected at the annual meeting by a majority vote of the Board of Directors. Officers shall assume their responsibilities at the first meeting following the annual meeting and shall serve until the next Annual Meeting after election or until a successor has been elected and qualified. Officers may be eligible for re-election. The Executive Committee will present candidates for office. There are no limits on the number of consecutive terms an Officer may serve. Officers must be in compliance with Article 4 Section 3c regarding Board member term limits. No officer may serve more than two consecutive terms in the same position.
- C. Duties and Responsibilities:
 - (1) The President shall preside at all Board meetings when in attendance; appoint the chairperson and all members of any special ad hoc committees (with Board approval); serve as an ex officio member of all committees; and perform such other duties as may be assigned by the Board of Directors. The President or his/her designee shall have the authority granted by the Board to speak on behalf of the organization should the need arise. The President shall have signatory authority with the Vice President and Treasurer.
 - (2) The Vice President, in the absence of the 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 also perform such other duties as may be assigned by the President or the Board of Directors. The Vice President shall have signatory authority with the President and Treasurer.
 - (3) The Secretary shall keep, or cause to be kept, the books, records, and papers of the Corporation, the minutes of the Board of Directors' meetings; and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Duties of the Secretary may be delegated to staff.
 - (4) The Treasurer shall supervise the maintenance of records for all funds, securities, deposits and disbursement; shall ensure that the proper accounting procedures are followed; and shall render an accounting showing all funds received and expended for presentation at finance committee meetings. The Treasurer shall have signatory powers with the President and Vice President and

such other duties as may be assigned by the President or the Board of Directors. Duties of the Treasurer may be delegated to staff. The Treasurer shall preside at any special meeting called for the purpose of discussing budget and finances.

- D. Delegating Duties of Officers: In case of the absence of any officer of the Corporation for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Director for the time being, provided a majority of the Board of Directors concurs.
- E. Vacancies: Vacancies or new offices may be filled at any meeting of the Board of Directors. The Board of Directors shall elect a successor who shall hold office for the unexpired portion of the term of his/her predecessor.
- F. Removal From Office: Board officers may be removed, either with or without cause, by a two-thirds (2/3) majority vote of the Board of Directors at any meeting of the Board if the matter of removal was included in the notice of the meeting as provided in Article IV.
- G. Resignation of Officers: An officer may voluntarily resign his or her position upon thirty (30) day's written notice to the Board President and Executive Director.

Section 12. COMMITTEES:

- A. General: Committees of the Board of Directors shall be standing and special. The chairperson and all of the Directors of each committee shall be appointed by the President with Board approval for one (1) year terms. Directors may be re-appointed with Board approval for consecutive terms.
- B. Advisory Members: The President, with Board approval, can select ex-officio members (non-voting) to serve on committees. But in all committees, the chairperson of the committee shall be a Director. Employees of the Corporation may be appointed to committees in an advisory capacity.
- C. Meetings: All committees of the Board shall meet at such time and place as designated by the chairperson of the committee and as often as necessary to accomplish their duties. They shall report orally or in writing to the full Board as necessary.; minutes shall be kept for all committee meetings and submitted to the full Board.
- D. Limited Authority. No committee shall have the authority of the Board of Directors in reference to: amending, restating, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any officer or director of the corporation; amending the articles of incorporation; restating the articles of incorporation; adopting a plan or merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange mortgage, pledge or other disposition of all or substantially all of the property or assets of the corporation; authorizing the voluntary dissolution liquidation, bankruptcy, or reorganization under the bankruptcy laws of the corporation or revoking proceeding therefore adopting a plan for the distribution of the assets of the corporation; amending, altering or repealing any resolution of the Board of Directors; or taking any other action which may hereafter be prohibited to committees directors by law. This section shall be automatically amended to be consistent with the Colorado Nonprofit Corporation Act's provisions relating to the authority of committees of boards of directors, as those provisions may exist from time to time. The designation and appointment of any such committee and the

delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon him/her by law.

E. Executive/Finance Committee:

- (1) Responsibilities: The Executive/Finance Committee recommends actions for approval by the full Board and acts for the Board between meetings only as necessary; Executive/Finance Committee actions must be ratified by the full Board at the next Board meeting. The Executive/Finance Committee is the only Board Committee authorized to act on behalf of the full Board, consistent with Board policy and direction.

The Executive/Finance Committee coordinates the Board's oversight responsibilities for Personnel/Human Resources; Strategic Planning, and Corporate Compliance.

The Executive/Finance Committee coordinates the Board's financial oversight responsibility by recommending policy to the Board, interpreting it for the staff, and monitoring its implementation. The Executive/Finance Committee shall act as financial advisor to the Board in all financial affairs of CAHEC including, but not limited to:

- (a) The annual operating budget which will include all anticipated income and expenses related to items that under generally accepted accounting principles be considered income and expense items;
- (b) All matters of financial interest with respect to which the Board may request its consideration and advice.

- (2) Membership: The Executive/Finance Committee will consist of the President, Vice President, Secretary, Treasurer, and the Executive Director who shall be a non-voting ex-officio member.

F. Special Committees: The President, with Board approval, may appoint special committees comprised of Board Directors and non-Board members for such special tasks as shall be needful or desirable for the endeavors of CAHEC. These committees shall limit their activities to the accomplishments of those tasks for which it was appointed and shall have no powers except specifically conferred by action of the President with approval of the Board of Directors. The committee shall periodically inform the Board regarding progress and shall report completion of the special task and any recommendations resulting.

ARTICLE V: CONTRACTS and GRANTS, DRAFTS, DEPOSITS AND GIFTS

Section 1. CONTRACTS and GRANTS: The President or Executive Director is authorized to sign contracts and grants or execute and deliver any instrument in the name of and on behalf of the Corporation, provided that approval of the Board shall be required before the Executive Director of the Corporation executes any contract or binding obligation which will require CAHEC to spend in excess of Twenty Five Thousand & 00/100 Dollars

(\$25,000) This does not apply to contracts and grants approved in the annual operating budgeting process.

- Section 2. **CHECKS, DRAFTS, AND THE LIKE:** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation for amounts of Twenty Five Thousand & 00/100 Dollars (\$25,000) or under shall be signed by the Executive Director or board members with signature authority as described in Article 4, Section 11c. For amounts over Twenty-Five Thousand & 00/100 Dollars (\$25,000) and not approved by the Board of Directors via the annual operating budget approval process, two signatures will be required from the following: Executive Director or Board members with signature authority as described in Article 4, Section 11c.
- Section 3. **DEPOSITING:** All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- Section 4. **GIFTS:** The Board or its designee may accept on behalf of the Corporation any contributions, gifts, or bequests for the good of the Corporation.

ARTICLE VI: BOOKS, RECORDS, AND AUDITS

- Section 1. **BOOKS AND RECORDS:** The Board shall assure that books, records of accounts, and minutes of its Board proceedings and meetings of committees authorized by these Bylaws or the Board of Directors are accurate and complete.
- Section 2. **AUDITS:** The Corporation shall cause an audit to be made by certified public accountants at least once a year. A special audit may be ordered by two-thirds (2/3) vote of the Board of Directors but any special audit shall not financially burden the Agency.

ARTICLE VII: CORPORATE SEAL

- Section 1. The Corporate seal shall be in such form as approved by the Board of Directors.

ARTICLE VIII: INDEMNIFICATION AND LIABILITY

- Section 1. Subject to the Articles of Incorporation and the other sections of this Article, the Corporation will indemnify, to the fullest extent permitted by the laws of the State of Colorado, any person who was or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether criminal, civil, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation, or is serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, association, or other enterprise ("Indemnified Party"), against expenses (including attorney's fees), judgment, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding

("Proceedings"), An Indemnified Party shall not be indemnified in relation to such party's breach of the duty of loyalty to the Corporation, acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or any transaction from the which the party directly or indirectly derived an improper personal benefit.

- Section 2. Any indemnification requested by any person under Section 1 of this Article must be made no later than forty-five (45) days after receipt of the written request of such person unless a determination is made within said forty-five (45) day period: (i) by a majority vote of the Directors who are not parties to such Proceedings, or (ii) in the event a quorum of non-involved Directors is not obtainable, at the election of the Corporation, by independent legal counsel in a written opinion, that such person is not entitled to indemnification hereunder.
- Section 3. The termination of any Proceeding or of any claim, issue or matter therein, by judgment, order, settlement, conviction or upon a conviction of *nolo contendere* or its equivalent, shall not of itself create a presumption that the Indemnified Party did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or with respect to any criminal Proceeding, that such person had reasonable cause to believe that his or her conduct was unlawful. was unlawful.
- Section 4. Notwithstanding any other provision of these Bylaws, no person will be entitled to indemnification under these Bylaws with respect to any Proceeding brought by such person, unless the bringing of such Proceeding or making of such claim will have been approved by the Board of Directors.
- Section 5. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, against any liability asserted against such person and incurred by such person as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VIII.
- Section 6. The liability of any director of the Corporation, for actions or non-actions in connection with service as a director, shall be limited or eliminated to the maximum extent permitted by law.

ARTICLE IX: AMENDMENT TO BYLAWS

- Section 1. These Bylaws will be reviewed annually by the Board of Directors and may be amended by a two-thirds (2/3) vote of all of the Board of Directors entitled to vote taken at any regular or special meeting of the Board of Directors, provided that notice of the proposed amendment is provided thirty (30) days in advance of the meeting at which the amendment is to be voted on and the proposed amendments are offered ten (10) days in advance of the meeting at which the amendment is to be voted on.

ARTICLE X: DISSOLUTION AND NEGATION OF PECUNIARY GAIN

- Section 1. The Corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure

to the benefit of any member, Director, or individual. The balance, if any, of all money received by the Corporation from its operations, after the repayment in full of all debts and obligations of the Corporation of whatever kind or nature, shall be used and distributed exclusively for charitable, scientific, and educational purposes, as more specifically defined in Sections 2, 3, and 4 of this Article.

- Section 2. All assets of this Corporation shall be held in trust for the purposes herein mentioned including payments of all its liabilities.
- Section 3. Upon dissolution of this Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation. Upon discretion of the Board of Directors, such assets shall be disposed of by transferring to an organization or organizations, organized and operated exclusively for charitable, educational, or scientific purposes and shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law.
- Section 4. Any such assets so disposed of shall be disposed of by the District Court of the County in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized exclusively for such purposes.

ARTICLE XI: EMPLOYMENT OF EXECUTIVE DIRECTOR

- Section 1. Executive Director. The Board of Directors shall employ an Executive Director, who shall be the Chief Executive Officer of the corporation and, subject to the policies established in the Policy Manual and control of the Board of Directors, shall in general, exercise management and control of all of the business and affairs of the corporation. The Executive Director shall have the authority and general responsibility for all day-to-day operations of the corporation. S/he may sign, either alone if authorized, or with the secretary or any other authorized officer of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the board has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the board or these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. The Executive Director shall act as the duly authorized representative of the Board of Directors in all matters in which the board has not formally designated another person for that purpose.

Adopted: August 18, 1978

Revised: September 26, 1983; January 20, 1987; July 18, 1989; July 16, 1991; May 16, 1995; October 5, 2001; September 27, 2004; December 14, 2005; March 14, 2007; March 9, 2011; July 20, 2012; May 14, 2014.

Bylaws repealed and reinstated: September 9, 2015.

Revised: Jan 13, 2016 (Section 8-G Updated), Reviewed: May 21, 2018 (Added Elbert)
March 16, 2020 (Section 4, 8, 7,11)