

BY-LAWS

(composite 08-05-2012 as amended)

Health Care for All Colorado Foundation (HCACF)

ARTICLE I: Name, Office and Structure

Section 1.1 Name

The name of this organization shall be the Health Care for All Colorado Foundation, herein referred to in these bylaws as the “Foundation.”

Section 1.2 Principal Office

The principal office and place of business of the Foundation shall be in the City and County of Denver, or at such other place as the Board of Directors shall determine. The current mailing address for the Foundation is: P.O. Box 280767, Lakewood, CO 80228-0767.

Section 1.3 Structure

The Foundation is organized and shall be operated exclusively for those educational, charitable, civic, scientific and research purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. The Foundation shall not carry on propaganda or intervene in any political campaign on behalf of any candidate or party for public office.

ARTICLE II: Purpose and Policy

Section 2.1 Purpose

The mission of the Foundation is to provide education and research regarding a single-payer, comprehensive health care system for all Coloradans.

Section 2.2 Objectives

The objectives of the Foundation are to:

1. Research alternative models of single-payer health care programs which can be used in Colorado;
2. Research financing mechanisms and study single-payer health care systems which would provide comprehensive health care services for all Coloradans;
3. Provide education to the general public about the characteristics of a single-payer, comprehensive health care system; and
4. Generate and receive charitable gifts and grants to provide education and research regarding a single-payer, comprehensive health care system for all Coloradans.

Article III: Membership

Section 3.1 Definition of Membership

The Board of Directors, herein referred to as the “Board,” shall constitute the Foundation’s membership. Individuals may act in the name of the Foundation only when authorized to do so by the Board.

Section 3.2 Length of membership

Membership shall terminate at the end of the Director’s term as established by the Board and may not otherwise be terminated or suspended other than for conduct inconsistent with the mission and objectives of the Foundation, as determined by a two-thirds vote of the total number of current Directors of the Board. In such cases, the Director is given not less than 10 days written notice and the reasons for termination and whereby the Director is given the opportunity to be heard orally or in writing. A terminated or suspended Director may be reinstated by action of a two-thirds vote of the Board. Membership in the Foundation is not transferable or assignable.

Article IV: Powers and duties

Section 4.1 Powers and Duties defined

Subject to the powers and limitations contained in the provisions of the Colorado Non-profit Corporation Act, and except as otherwise expressly provided for in these Bylaws, all the lawful powers of the Foundation shall be vested in and exercised by and under the authority of the Board of Directors, and the business and affairs of the Foundation shall be conducted by such Board. The Board shall delegate, to the extent that it considers necessary, any portion of its authority to manage, control, and conduct the current business of the Foundation to any standing or special committee of the Foundation, or to any Officer or Agent of the Foundation. Notwithstanding any delegation of authority that the Board may make hereunder, it shall exercise general supervision over the Officers and Agents of the Foundation and shall be responsible for the proper performance of their respective duties.

The Board of Directors shall have full charge of the property and business of the Foundation with full power and authority to manage and conduct the same within the stated mission and goals of the Foundation. It shall promote the acquisition of financial and organizational resources needed to pursue the stated mission and objectives the Foundation.

Article V: Board of Directors

Section 5.1 Number, Tenure, Qualifications, and Vacancies

Officers and Directors of the Foundation shall consist of both:

- A. Selected Members of the current Board of Directors of Health Care for All Colorado, Inc., hereinafter referred to as HCAC, elected or appointed in accordance with HCAC Bylaws, and;
- B. At-large Directors not concurrently serving as Members of the Board of Directors of HCAC.

There shall be a minimum of five (5) Directors and a maximum of sixteen (16) Directors. The Board of Directors of the Foundation shall consist of no more than 75% of those individuals who concurrently serve as Directors of the Board of HCAC. The Officers designated as President and Vice-President of the Foundation shall be individuals who are not concurrently serving as Officers of the Board of HCAC. The terms of office and duties of Directors of the Foundation shall coincide with their terms and duties as Directors of HCAC, if applicable. Otherwise, Directors shall be approved for a two-year term by a two-thirds (2/3) vote of the total number of current Directors of the Board of the Foundation. The Board may elect Directors to fill vacancies on the Board as they deem necessary to carry on the work of the Foundation. There is no limit to the number of terms a Director can serve.

Officers shall be approved for a one-year term by a two-thirds (2/3) vote of the total number of current Directors of the Board. There is no time limit to the number of terms an Officer can serve. In the event that a two-thirds (2/3) vote cannot be achieved among multiple candidates, Officers shall be approved by a simple majority vote of the total number of current Directors of the Board.

The Officers of the Foundation shall be a President, Vice-President, Secretary, and a Treasurer. An Officer or Director may resign by giving written notice to the President or the Secretary. A resignation need not be accepted in order to be effective. Upon the death, resignation, removal, or inability to serve of any Officer or Director, a successor may be appointed by the Foundation for the unexpired term by a two-thirds (2/3) vote of the total number of current Directors of the Board of the Foundation.

Section 5.2 Voting Rights of the Board of Directors

The right to vote on any matter affecting the Foundation, unless otherwise specified, is reserved exclusively to the Board. Each Director of the Board shall have one vote on all matters that come before the Foundation. Directors must be present in order to vote, except in those specific instances where a majority of the Board determines that Directors may vote in absentia on clearly defined issues. In such instances, Directors may vote in absentia by submitting their vote in writing or through email to an Officer of the Board prior to the established voting deadline.

Section 5.3 Regular Meetings

There shall be at least two (2) regular meetings of the Board of Directors annually, one of which shall be an annual meeting held in June. The President, or Secretary if so designated by the President, shall notify each member of the Board of Directors, in writing or by email, of all regular meetings at least five (5) days before any such meeting, giving the time and place of the meeting. Board meetings may be held in person or by conference call accessible to all Board members. The annual June meeting will be held in person and requires thirty (30) days notice to all Directors. The annual June meeting will include a review and approval of a budget for the following fiscal year, as well as a review of financial summaries for the year-to-date and the election of officers.

Section 5.4 Special Meetings

The President may call special meetings of the Board of Directors, and shall call a special meeting upon the written request of five (5) members of the Board. Members of the Board shall be notified of the time and place of special meetings at least (7) days prior to such meeting, unless more immediate action is necessary as determined by the President. In such circumstances, personal notice to each member of the Board by the President or other Officer of the Board satisfies the notice requirements under this section.

Section 5.5 Quorum

A majority of the total number of current Directors of the Board shall constitute a quorum for the transaction of business. Unless otherwise indicated, the act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 5.6 Compensation

No compensation shall be paid to Officers or Directors of the Foundation for serving in such capacity. No dividends shall be paid and no part of the money, property or other assets of the Foundation shall be distributed to its officers or directors. With Board approval, the Foundation may reimburse any Officer or Director for any reasonable expenses incurred by such individual in connection with services rendered to or for the Foundation.

Section 5.7 Loans to Directors or Officers

No loans shall be made by the Foundation its Directors or Officers. Any Director or Officer who assents to or participates in the making of such loan shall be liable to the Foundation for the amount of such loan until the repayment thereof.

Section 5.8 Action Without a Meeting

Any action required by law to be taken at a meeting of the Board or Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Any such consent shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State under the Colorado Revised Nonprofit Corporation Act.

Section 5.9 Removal of Director

Any Officer or Director of the Board may be removed by a two-thirds (2/3) vote of the total number of current Directors of the Board whenever in its judgment such removal will serve the best interests of the Foundation.

Article VI - A. Duties of Officers

Section 6.1 Enumeration and Elections of Officers.

The Officers of HCACF shall be a President, Vice-President, Secretary, and a Treasurer. They shall hold office for a one-year term. There shall be no limit to the number of terms a person may serve. The Officers of HCACF shall be elected by a majority vote of the Members of HCACF during the annual meeting.

Section 6.2 Vacancies

A vacancy in the office of President shall be filled by the Vice-President, and the vacancy then becomes in the office of the Vice-President. Remaining vacancies for Officers shall be filled by

the Board of Directors by a majority vote, and the selected Officer shall hold the office until the next annual meeting and election.

Section 6.3 Duties of Officers

The President shall preside at all general meetings of HCACF and of the Board of Directors, unless the President designates another person to preside. The President may sign or endorse checks, drafts and notes, as well as sign all documents that the Board has authorized to be executed. The President shall be, ex-officio, a member of all committees except the Nominating committee and shall have such usual powers of supervision and management as may pertain to the office and perform such other duties as may be designated by the Board. The President shall assure that the Treasurer and Secretary receive in a timely manner copies of all contracts and agreements signed or endorsed by the President.

The Vice-President in the event of absence, resignation, disability, or death of the President, possesses all the powers and performs all the duties of the President. The Vice-President will also perform such other duties as may be assigned by the Board.

The Secretary shall keep minutes of general HCACF meetings, annual meetings and meetings of the Board of Directors. The Secretary shall perform such other functions as may be incident to the office.

The Treasurer shall be the principal financial officer of HCACF and shall have the care and custody of all funds and other personal property of HCACF.

1. The Treasurer is responsible for supervising and managing the financial records maintained by employees and officers; collecting and receiving funds; maintaining custody of funds; and dispersing funds according to the directives of the President and the Board.

2. Upon approval by the Board, signatories on the checking account shall include the Treasurer and Assistant Treasurers.

3. As the President is authorized to sign contracts, if the President requests to be a signatory, the President shall be one of the authorized signatories on the bank account.

4. The Treasurer shall present an annual budget at the beginning of the fiscal year for discussion, modification, and approval by the Board; and as appropriate throughout the year, the treasurer shall present modified budgets for discussion, modification, and approval by the Board.

5. The accounting records and bank accounts of HCACF may be reviewed by any Board member upon request. The Finance Committee shall examine financial records and supporting documentation annually and report the results of the examination to the Board. Finance Committee or any Board Member may request that the Board vote to obtain a professional audit.

6. The Treasurer shall give the Board a report at each meeting regarding current income and expenses and suggest appropriate budget modifications for the approval of the Board. If any major budget category exceeds an approved budget by more than 15%, Board approval shall be required.

B. EXECUTIVE COMMITTEE

Section 6.4 Membership

The Executive Committee shall consist of the Officers and at the discretion of the President, others that may include Past Presidents, Committee Chairs, Board Members, volunteers, and/or employees.

Section 6.5 Powers

The Executive Committee shall have no powers other than advisory to the President and/or Board for the purpose of assisting in the management functions of HCACF.

Section 6.6 Meetings

Executive Committee meetings shall be called by the President as needed. Reports of committee meetings shall be presented at the next meeting of the Board.

Article VII: Fiscal Policy and Records

Section 7.1 Fiscal Year

The fiscal year of the Foundation shall conform to that of HCAC, commencing on the first (1st) day of July of each year and ending on the thirtieth (30) day of June of the following year.

Section 7.2 Financial procedure

(Section deleted 01.03.11)

Section 7.3 Records

The Foundation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors. At each annual meeting in June, the Treasurer and selected Directors appointed to a Finance Committee by the President shall submit a financial summary for the year-to-date.

Section 7.4 Separation

In no event shall any funds or property of the Foundation be used for the general purposes of HCAC or be intermingled with HCAC's general funds nor with the Directors' personal funds.

Section 7.5 Inspection of Records

Directors shall have the right, upon written request, at a reasonable time and for any purpose, to review the financial statements of the Foundation as well as the minutes of all proceedings of the Board.

Article VIII: Parliamentary Authority

Section 8.1 Parliamentary Authority

The rules contained in Robert's Rules of Order shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

Article IX: Distribution of Funds on Dissolution

Section 9.1 Decision of dissolution

The Foundation may be dissolved with the unanimous assent given in writing and signed by the Directors. Written notice of the election to dissolve the Foundation must be given to all Directors not less than fourteen (14) days before the execution of the articles of dissolution.

Section 9.2 Payment of Obligations

The Foundation shall pay or make provision for payment of all liabilities and obligations.

Section 9.3 Distribution of Assets

After payment of all liabilities and obligations, the Foundation's remaining assets shall be transferred by the Foundation to such other organization, as may be selected by the Board, which is exempt under the provisions of Section 501 (c) (3) of the Internal Revenue Code or the corresponding provisions of any federal tax law then in effect.

ARTICLE X. INDEMNIFICATION

Section 10.1 Indemnification

The Foundation shall, to the full extent permitted by Colorado law, indemnify 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, and whether formal or informal, by reason of the fact that he or she is or was a Director or Officer of the Foundation. The right of indemnification shall inure to the benefit of the heirs and personal representatives of the Director or Officer.

Section 10.2 Liability

The Directors, Officers and employees of the Foundation shall not, as such, be liable on its obligations.

Section 10.3 Severability

The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and, in such event, these bylaws shall be construed in all respects as if such invalid provision was omitted.

Article XI: Amendments to Bylaws

Section 11.1 Amendments

These bylaws may be amended by a two-thirds (2/3) vote of the total number of current Directors of the Board at any regularly scheduled or special meeting of the Board. Proposals for change shall be submitted in writing or email notice to all Directors for review at least 3 days prior to a

vote on a proposed change. Directors may vote in person or in absentia by submitting their vote in writing or through email to an Officer of the Board prior to the voting procedure. The Bylaws may contain any provision for the regulation and management of the affairs of the Foundation not inconsistent with the law and provided that no amendment may be made which would disqualify the Foundation for federal income tax exemption under Section 501 (c)(3) of the Internal Revenue Code.

HCAC Foundation Bylaws Adopted 9/11/03

Amended 01/2008

Amended 07/27/09; Changes also adopted 7/27/09 for HCACF Articles of Incorporation.

Amended 08/30/10 – revised mission statement and added Executive Committee statement

Amended 01/03/11 – adopted revisions by Treasurer Ivan Miller in document titled

‘12/31/10 Revision’ with approved amendments as noted in Board minutes 01.03.11

Amended 08/05/2012 – The mission of the Foundation is to provide education and research regarding a single-payer, comprehensive health care system for all Coloradans.

JJV: 04.22.11

AM: 08-.05.12