



## METROPOLITAN DENVER HOMELESS INITIATIVE, INC.

### BYLAWS

#### ARTICLE I

##### NAME

###### SECTION 1.1 NAME

The name of the organization shall be The Metropolitan Denver Homeless Initiative, Inc., hereinafter referred to as MDHI.

#### ARTICLE II

##### MISSION, VISION, AND ANTI-DISCRIMINATION POLICY

###### SECTION 2.1 MISSION

Leading and advancing collaboration to end homelessness in our region.

###### SECTION 2.2 VISION

Dedicated to everyone in the metro region having a safe, stable place to call home.

###### SECTION 2.3 VALUES

Committed to core values that bring people home:

- **Inclusive**. Honoring the dignity of people with personal experiences of homelessness as partners in identifying solutions to homelessness
- **Collaborative**. Harnessing the power of collaboration to achieve systemic solutions to homelessness
- **Innovative**. Fostering flexible and creative responses to the complexity of homelessness
- **Informed**. Using data to address inequity, guide decision making, allocate resources, and improve accountability
- **Bold**. Providing courageous leadership that honors our commitment to end homelessness

## SECTION 2.4 MDHI ROLE

MDHI is a regional leadership body that coordinates resources and services, identifies needs, and disseminates best practices on what works to end homelessness. In addition, MDHI and its Board of Directors are tasked with carrying out the responsibilities of a CoC as defined by HUD's Continuum of Care Program Interim Rule (24 C.F.R. § 578), which includes but is not limited to the following duties:

- Establishing and operating the coordinated entry system that provides an initial, comprehensive assessment of needs of individuals and families for housing and services.
- Establishing and consistently following fair, equitable written standards for screening, evaluating eligibility, and administering assistance for people experiencing homelessness (or at-risk) across the geographic region.
- Designating a Homeless Management Information System (HMIS) and an eligible applicant to manage the HMIS.
- Coordinating and implementing a system to meet the needs of the homeless population and subpopulations within the geographic area, including:
  - Planning for and conducting point-in-time counts of people experiencing homelessness within the geographic area;
  - Conducting an annual gaps analysis of homeless needs and services within the geographic area;
  - Consulting with state and local Emergency Solutions Grants (ESG) program recipients within the MDHI CoC on the plan for allocating ESG program funds; and
  - Reporting on and evaluating the performance of ESG and CoC program funding recipients and subrecipients.
- Designing, operating, and following a collaborative process for the development of applications, as well as approving the submission of applications, in response to a Notice of Funding Availability (NOFA) published by HUD.
- Preparing, reviewing, and coordinating CoC funding with ESG and other federal funding as well as with state, county, and local funding dedicated to homelessness or the homeless crisis response system.
- Ensuring that homeless resources are invested efficiently and effectively in programs that meet the needs of the community and are high-performing.
- Selecting a Collaborative Applicant or eligible agent to submit an application on behalf of the CoC.

## SECTION 2.5 ANTI-DISCRIMINATION POLICY

The policy and intent of MDHI is not to discriminate on the basis of race, color, religion, national origin, marital status, political affiliation, sexual orientation, gender identity or expression, status with regard to public assistance, disability, sex, age, or military status in any of its activities or

operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers, selection of vendors, and provision of services.

### **ARTICLE III OFFICES**

#### **SECTION 3.1 BUSINESS OFFICES**

The principal office of MDHI shall be located within the seven-county metro Denver region. MDHI may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the officials of MDHI may require from time to time.

#### **SECTION 3.2 REGISTERED OFFICE**

The registered office of MDHI required by the Colorado Nonprofit Corporation Act to be maintained in Colorado may be, but need not be, the same as the principal office if in Colorado, and the address of the registered office may be changed from time to time by the Board of Directors or by the officers of MDHI.

### **ARTICLE IV BOARD OF DIRECTORS**

#### **SECTION 4.1 GENERAL POWERS**

The Board of Directors shall exercise all such powers and perform all such lawful acts according to the MDHI Articles of Incorporation and these Bylaws. The Board of Directors may appoint an Executive Director to function as the Chief Executive Officer of MDHI.

The Board of Directors may, upon adoption of a Resolution, require the payment of fees for the participation in programs, to become a Member of MDHI, to serve on the Board of Directors, to submit an application for consideration for funding, or for program and project monitoring and review following an award.

#### **SECTION 4.2 NUMBER AND QUALIFICATION**

The Board of Directors shall consist of no less than fifteen (15) up to twenty-two (22) voting members. The Board of Directors should be composed of individuals having diverse personal and professional affiliations, lived experience, skills, and ethnic backgrounds. The board shall include a mix of individuals from government entities, individuals from homeless service provider organizations, and individuals not affiliated with government entities or homeless service provider

organizations. Some members may need to serve as non-voting ex-officio members. These non-voting positions will not be counted in the maximum number of board members.

A minimum of two board members shall be persons with current or past lived experience in homelessness. The composition of the Board of Directors shall, to the greatest extent possible, represent stakeholders from each of the seven counties in the metropolitan Denver area. No more than two persons with substantial involvement with a single organization or municipal department shall serve on the Board of Directors at the same time.

One seat on the Board of Directors shall be designated for a representative from the Youth Action Board. This position holds the same responsibilities, authority, terms of service, and voting privileges as other members of the Board of Directors. An important role of this designated board seat is to ensure that youth priorities are included in the CoC's strategic and operational planning.

Prospective Board Members should possess the following qualifications:

- Time availability (estimated six hours monthly, ten hours monthly for officers)
- Background knowledge of MDHI
- Ability to contribute to the development and success of MDHI
- Current or past experience with homeless issues is beneficial but not required

The Board of Directors may, by adoption of a resolution, increase or decrease the number of the Board of Directors. Such resolution shall constitute an amendment of these Bylaws affecting the number and representative constituencies of the Board of Directors.

#### SECTION 4.3 REQUIREMENTS OF BOARD MEMBERS

Board members are expected to:

- Attend meetings regularly, prepare in advance, and actively participate
- Attend a Board of Directors orientation
- As requested by the Executive Director, provide guidance and advice around operations
- Participate actively in at least one committee and/or chair a council
- As able, participate in trainings, events, and fundraising efforts
- Promote MDHI to colleagues and the community
- Contribute to a culture of equity, inclusion and diversity
- Attend at least one key stakeholder meeting per year
- Comply with the MDHI Conflict of Interest Policy

Failure to meet board member requirements may result in disciplinary action, including removal from the Board of Directors.

#### SECTION 4.4 TENURE

Each member shall serve a two-year term with an option to serve up to two consecutive terms. After serving two consecutive terms, former members may be elected again from a slate of nominees chosen by the Governance Committee after a hiatus of at least one year. Typically, Board terms should begin in either January or July. A term beginning in January ends in December of the following year. A term beginning in July ends in June of the year after the next. If a Board member begins a term in a month other than January or July, one of the member's terms may be extended by up to 6 months so that it ends in December or June.

#### SECTION 4.5 RESIGNATION AND REMOVAL

Any director may resign at any time by giving written notice to the Board Chair or the Secretary-Treasurer of MDHI. Such resignation shall take effect at the time specified in such notice or by mutual agreement by the Board member and the Board Chair. The acceptance of such resignation shall not be necessary to make it effective. The Board Chair must immediately notify the Governance Committee of a resignation.

Any director may be removed by the adoption of a Resolution by a two-thirds majority at a regularly scheduled or special meeting by the Board of Directors, whenever, in its sole judgment, the best interests of MDHI will be served thereby. Grounds for removal include, but are not limited to, poor meeting attendance, poor committee participation, noncompliance with the Conflict of Interest Policy, failure to meet requirements set forth in Section 4.3, and misconduct relating to the member's ability to effectively serve as a director.

#### SECTION 4.6 ELECTION OF NEW BOARD MEMBERS

Members of the Board of Directors shall be elected from a slate of nominees chosen by the Governance Committee. Typically, the Governance Committee should present a slate of nominees to the Board of Directors at the November and May meetings so that terms may start in January and July, respectively.

In the event of Board member resignation, a vacancy shall be filled as soon as possible if the resignation causes a discrepancy in the required minimums relating to the composition of the board as set forth in Section 4.2. Otherwise, the Board of Directors, based on the recommendation of the Governance Committee, shall fill the vacancy in the months of January or July. Vacancies communicated to the Governance Committee between April 1<sup>st</sup> and September 31<sup>st</sup> shall be filled in January and vacancies communicated to the Governance Committee between October 1<sup>st</sup> and March 31<sup>st</sup> shall be filled in July.

SECTION 4.7 REGULAR MEETINGS

The Board of Directors shall meet at least quarterly.

SECTION 4.8 SPECIAL MEETINGS

Special meetings of the Board of Directors may be held at the request of the Board Chair or by the adoption of a motion approved by a simple majority of the Board of Directors.

SECTION 4.9 SEMI-ANNUAL MEETINGS OF THE MEMBERS

Two semi-annual meetings of the members and stakeholders of the CoC (the “Semi-Annual Meetings”) shall be held for the purpose of transacting such business as is presented by the Board of Directors. Two Semi-Annual Meetings shall be held during each calendar year at such time and place, within the seven county Denver metro area, as shall be designated by the Board Chair.

SECTION 4.10 NOTICES

As an organization committed to addressing the issues of homelessness in the seven county region of metropolitan Denver, MDHI is committed to providing reasonable and timely notice of all its meetings including the Board of Directors and its committees to encourage participation and insure transparency in its operations and decision making.

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting shall be provided to the Board of Directors at least three days prior thereto by oral, written, or electronic notification.

SECTION 4.11 QUORUM AND VOTING

Fifty-one percent (51%) of the Board of Directors eligible to vote shall constitute a quorum for the transaction of business. Notwithstanding the absence of a quorum, a lesser number may adjourn a meeting to a later date.

SECTION 4.12 ACTION WITHOUT A MEETING

Any action of the Board of Directors not required by law to be taken at a meeting may be taken by written notice, email, or phone conversation that establishes a written record of votes of each of the Board of Directors. Such an action shall be initiated and supervised by the Board Chair with the prior approval of the majority of the Board of Directors. Written documentation of the results will be noted in the minutes of the subsequent Board of Directors meeting.

#### SECTION 4.13 COMPENSATION

No compensation shall be paid to directors for their services as such. Expenses incurred by a Board member when acting on behalf of the corporation, and with the prior approval of the Board Chair, may be reimbursed. Generally, expenses (e.g., transportation or parking expenses) incurred in connection with attending meetings of the Board of Directors are not eligible for reimbursement. However, the Board Chair may give prior approval for reimbursement for such expenses on a need-based basis as necessary to eliminate significant barriers to meeting attendance.

#### SECTION 4.14 TRANSPARENCY AND CONFLICT OF INTEREST

MDHI strives to conduct Continuum of Care business in open and transparent fashion, including:

- Posting of all notices and minutes of Board meetings, committee meetings and stakeholder meetings
- Adhering to the Metropolitan Denver CoC Member Conflict of Interest Policy
- Ensuring regional representation on the Board of Directors

The Metropolitan Denver CoC Member Conflict of Interest Policy applies to all CoC members, including members of the Board of Directors, council and committee members, and members voting at the annual stakeholder meeting or in any other capacity. In their activities on behalf of and in their dealings with the CoC it is the responsibility of each CoC member to avoid any actual conflict of interest and the appearance of a conflict of interest. Each person to whom the policy applies must be free of any activity, association or investment which might influence, or give the appearance of interfering with, the independent exercise of his or her judgment in conducting the CoC's activities or in dealing with the CoC.

#### SECTION 4.15 ATTENDANCE BY TELEPHONE

Any member of the Board of Directors may attend a meeting by telephone under the following conditions:

- There is a speaker phone operating at the meeting of MDHI so that the Director's(s) attending by telephone can be heard by the public, staff and any Director in attendance at the meeting; and
- Any Director(s) attending by telephone can hear all other Directors in attendance at the meeting, whether by phone or in person.

#### SECTION 4.16 ORDER OF BUSINESS

The order of business at any regular or special meeting of the Board of Directors, unless otherwise prescribed at a meeting by the Board of Directors, shall be established by the Executive Committee in conjunction with the Board Chair, and shall include, at a minimum:

- Review and Approval of Minutes
- Review of financial statement(s)
- An opportunity for public comments

Public comments will be limited to a maximum of five minutes or as allowed by approval of the Board of Directors at the meeting. The specific order of agenda items may vary from one meeting to the next as long as at least the above listed topics are included.

The Board of Directors may, as part of a regular or special meeting, hold an executive session that is closed to the public.

#### SECTION 4.17 MINUTES OF MEETINGS

The record of any action recorded in minutes of any meeting and approved by the Board of Directors at a subsequent meeting shall be valid, and all actions so recorded shall be as valid and effectual.

#### SECTION 4.18 MANNER OF VOTING

The voting on all questions coming before the Board shall be by oral vote, and the ayes and nays shall be entered upon the minutes of such meeting. The Board of Directors may act by motion or resolution. The record of the vote on all motions and resolutions shall be included in the minutes of the meeting. All resolutions shall be in writing and executed copies maintained in an appropriate master file containing a record of the proceedings of the Board.

#### SECTION 4.19 PARLIAMENTARY PROCEDURE

Any question concerning parliamentary procedure at meetings shall be determined by the Board Chair by reference to Robert's Rules of Order.

### **ARTICLE V OFFICERS AND AGENTS**

#### SECTION 5.1 OFFICERS OF THE BOARD OF DIRECTORS

The officers of the Board of Directors shall be elected from the voting members of the Board. The officers shall be a Board Chair, a Vice-Chair of Organizational Activities, a Vice-Chair of Continuum Activities, and a Secretary-Treasurer.

##### Board Chair

The Board Chair is the chief volunteer and their primary responsibility is to maintain the integrity of the board's processes. The Board Chair manages the board and ensures the board behaves in a manner consistent with its own rules and those legitimately imposed upon it from the outside of the

organization. The Board Chair is expected to maintain close communication with, offer advice to, and provide encouragement to the Executive Director and staff on behalf of the board.

#### Responsibilities:

- Holding weekly check-in calls with the Executive Director (30 minutes per week).
- Attend all board meetings.
- Working with the board, ED, staff, and community to further MDHI's mission.
- Reviewing and understanding MDHI's financial and legal situation, policies and procedures, and articles of incorporation.
- Leading the annual board retreat.
- Leading the Executive Committee monthly meeting.
- Calling special meetings if necessary.
- Appointing committee chairs and, with the chief executive, recommending who will serve on committees.
- Facilitation of monthly board meetings.
- Speaking on behalf of MDHI in the community and attending community events to maintain visibility of MDHI.
- Recruiting and orienting new board members in collaboration with the Governance Committee.
- Evaluating performance of the board and of the ED.
- Periodically consulting with board members on their roles, and helping them to assess their performance.
- Drafting agendas that focus on key strategic issues.

#### Requirements:

- Must be able and willing to commit to a one-year term.
- Must be able to commit approximately 10 hours per month to MDHI Board activities.
- This position cannot be filled by an individual directly associated with an agency that receives COC funds.

#### Vice-Chair of Organizational Activities

The Vice-Chair of Organizational Activities is primarily responsible for overseeing and leading efforts to promote best practice in governance and agency operational activities. The Vice-Chair of Organizational Activities also performs other duties as assigned by the Board of Directors and the Board Chair. In addition, the Vice-Chair of Organizational Activities works closely with the Board Chair and staff to ensure MDHI's activities are aligned with its mission. Like the Board Chair, the Vice-Chair of Organizational Activities is expected to have a deep understanding of MDHI's strategic and financial position, and is expected to lead in the recruitment and orientation of new board members. The Vice-Chair of Organizational Activities attends monthly Executive Committee meetings.

## Responsibilities:

- Attend all board meetings
- Chair the MDHI Governance Committee
- Serve on the Executive Committee
- Carry out special assignments as requested by the Board Chair
- Understand the responsibilities of the Board Chair and be able to perform these duties in the Chair's absence
- Participate as a vital part of the board leadership

## Requirements:

- Must be able and willing to commit to a one-year term.
- Must be able to commit approximately 10 hours per month to MDHI Board activities.

Vice-Chair of Continuum Activities

The Vice-Chair of Continuum Activities is primarily responsible for overseeing efforts to evaluate COC-funded programs, and to promote best practices throughout the entirety of MDHI's geographic scope. The Vice-Chair of Continuum Activities also performs other duties as assigned by the Board of Directors and the Board Chair. In the absence of the Board Chair, the Vice-Chair of Continuum Activities performs the duties of the Board Chair. In addition, the Vice-Chair of Continuum Activities works closely with the Board Chair and staff to ensure MDHI's activities are aligned with its mission. Like the Board Chair, the Vice-Chair of Continuum Activities is expected to have a deep understanding of MDHI's strategic and financial position and is expected to lead in the recruitment and orientation of new board members. The Vice-Chair of Continuum Activities attends monthly Executive Committee meetings.

## Responsibilities:

- Attend all board meetings
- Chair the Stakeholder Advisory Council
- Lead CoC efforts in evaluation and the promotion of fidelity to best practices
- Serve on the Executive Committee
- Carry out special assignments as requested by the board chair
- Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence
- Participate as a vital part of the board leadership

## Requirements:

- Must be able and willing to commit to a one-year term.
- Must be able to commit approximately 10 hours per month to MDHI Board activities.

- This position cannot be filled by an individual directly associated with an agency that receives COC funds.

### Secretary-Treasurer

The Secretary-Treasurer is MDHI's financial expert. They help the ED manage the finances of MDHI, draft an annual budget each year, and prepare for and complete the annual audit. The Secretary-Treasurer monitors the budget with the ED and Finance Committee. They also lead the monthly Finance Committee and present the budget and financial statements to the Board for its approval at monthly Board meetings.

The Secretary-Treasurer maintains all records related to the board and board meetings. In addition, the Secretary-Treasurer supervises MDHI staff in documenting minutes and approves them before they go out to the board for approval. The Secretary-Treasurer also helps keep organizational documents updated and revised and is expected to have a very solid understanding of MDHI's charter and bylaws and any other documents that may be relevant to board meetings. The Secretary-Treasurer attends monthly Executive Committee meetings and Board meetings. The Secretary-Treasurer shall take minutes for Executive Session in the absence of the MDHI staff person otherwise responsible for keeping minutes of Board meetings.

### Responsibilities:

- Attend all board meetings
- Serve on the executive committee
- Ensure the safety and accuracy of all board records
- Review board minutes
- Assume responsibilities of the chair in the absence of the board chair, chair-elect, and vice chair
- Provide notice of meetings of the board or of a committee when such notice is required
- Maintain knowledge of the organization and personal commitment to its goals and objectives
- Understand financial accounting for nonprofit organizations
- Serve as the chair of the finance committee
- Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities
- Work with the chief executive and agency financial staff members or business associates to ensure that appropriate financial reports are made available to the board on a timely basis
- Present the annual budget to the board for approval
- Review the annual audit and answer board members' questions about the audit

### Requirements:

- Must be able and willing to commit to a one-year term.

- Must be able to commit approximately 10 hours per month to MDHI Board activities.

#### SECTION 5.2 ELECTION AND TERM OF OFFICE

Officers are elected by the Board of Directors during a regular or special meeting by recommendation of the Governance Committee. Each officer shall hold office for one (1) year and until such officer's successor shall have been duly elected and shall have qualified, or until such officer's resignation, removal, or death. The Board Chair and the Vice-Chair of Continuum Activities may not be individuals that hold a direct association with COC funded entities.

#### SECTION 5.3 GENERAL DUTIES

The officers of MDHI shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board Chair, the Board of Directors or the Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law. The officer roles are defined in Section 5.1.

#### SECTION 5.4 RESIGNATION AND REMOVAL

Any officer may resign at any time by giving notice to the Board Chair or Secretary. Such resignation shall take effect at the time specified in such notice or by mutual agreement by the Board member and the Board Chair. The acceptance of such resignation shall not be necessary to make it effective. The Board Chair must immediately notify the Governance Committee of a resignation.

Any officer may be removed by the adoption of a Resolution by a two-thirds majority at a regularly scheduled or special meeting by the Board of Directors, whenever, in its sole judgment, the best interests of MDHI will be served thereby. Grounds for removal include, but are not limited to, poor meeting attendance, poor committee participation, noncompliance with the Conflict of Interest Policy, failure to meet requirements set forth in Article V, and misconduct relating to the officer's ability to effectively serve as an officer. An officer may be removed or resign from an officer position without being removed or resigning from the Board of Directors. The Board of Directors shall specify in any resolution removing an officer whether the officer being removed is being removed from the Board of Directors or remaining on the Board of Directors in a non-officer capacity.

Officer position vacancies shall be filled as soon as practical by the Board of Directors based on the recommendation of the Governance Committee.

SECTION 5.5 STAFF

The Board of Directors shall supervise and manage the Executive Director as authorized in Section 4.1. The Executive Director shall have the sole responsibility and authority to hire, review, and discharge such other administrative and professional staff as may be necessary to implement the goals and direction of the Board of Directors and as such are authorized by the annual budget.

## **ARTICLE VI COMMITTEES**

SECTION 6.1 EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Board Chair, the Vice-Chair of Organizational Activities, the Vice-Chair of Continuum Activities, and the Secretary-Treasurer. The Executive Committee may also include a previous MDHI Board Chair. This Executive Committee shall have and may exercise all authority of the Board of Directors in situations where the full Board of Directors cannot be convened, provided however that the Executive Committee shall not have the authority of the Board of Directors in reference to appointing or removing any Director; amending the articles of incorporation; amending, altering or repealing the bylaws; approving a plan of merger or consolidation; or approving a sale, lease, exchange, mortgage, or other distribution of all, or substantially all of the corporation's property; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; or amending, altering or repealing any resolution of the Board of Directors.

SECTION 6.2 GOVERNANCE COMMITTEE

The Governance Committee is responsible for:

- Soliciting and reviewing applications for Board membership and submitting recommendations for appointments to the MDHI Board of Directors.
- Soliciting and reviewing applications for Board officer positions and submitting recommendations for appointments to the MDHI Board of Directors.
- Regularly reviewing and submitting recommendations to the MDHI Board of Directors for modifications to organizational Bylaws and the Continuum of Care Governance Charter.
- Evaluating the performance of the Board of Directors
- Attending to matters of executive succession planning
- Ensuring compliance with state and federal reporting requirements regarding governance documents
- Staying abreast of, and communicating to the MDHI Board of Directors, best practices in organizational and continuum governance practices.

The Governance Committee is a standing committee that meets at least monthly and is composed of a set membership of MDHI Board Members to include the Vice-Chair of Organizational Activities, who serves as the committee chairperson. As necessary, MDHI staff members and other stakeholders may be called upon to participate in committee meetings.

### SECTION 6.3 FINANCE COMMITTEE

The Finance Committee serves as MDHI's primary fiscal oversight body, and is charged with ensuring MDHI's fiscal soundness by developing and overseeing its financial policies and procedures. The committee also supports and collaborates with MDHI's Secretary-Treasurer in an advisory role to provide guidance and direction on financial matters for the staff and board of MDHI in the following areas: annual audit, annual budgeting, long range plan planning, cash management, banking transactions, borrowing, investments, insurance, credit practices, and other designated areas of financial management.

### SECTION 6.4 OTHER COMMITTEES

The Board may form or dissolve, by the adoption of a resolution, committees who execute the business of the Board of Directors as needed, including short term or ad-hoc committees. Corporate standing committees include: Executive Committee, Governance Committee, and Finance Committee.

Continuum of Care committees will be formed and managed by the CoC Governance charter. These CoC committees should include stakeholders and individuals with lived experience in homelessness and will be supported by MDHI staff and Board members.

## **ARTICLE VII STAKEHOLDERS**

### SECTION 7.1 STAKEHOLDERS AND COC MEMBERS

Stakeholders include any person, group, business or agency that is impacted by or is interested in the issues of homelessness.

Stakeholders may be members in the CoC. Membership in the CoC ensures community-wide commitment to preventing and ending homelessness and must represent a diverse body of stakeholders from throughout the entire geographic area of the MDHI CoC. CoC Members are subject to certain requirements and may receive certain benefits as outlined in the MDHI Governance Charter.

Stakeholders and CoC members may raise issues of concern and bring them to the Board for discussion or action during the portion of the meeting of the Board of Directors allocated for general comments.

The MDHI Board Shall:

- Make an invitation for new members to join publicly available at least annually.
- Host meetings with members and stakeholders between two and four times annually at different locations in the seven-county region, including the Semi-Annual Meetings discussed above in Section 4.9. At least one meeting shall be held to solicit comments and assess community needs to establish priorities for the NOFA process. Such public meetings shall be open and noticed widely to generate as much participation and accessibility as possible.

## **ARTICLE VIII INDEMNIFICATION**

### **SECTION 8.1 INDEMNIFICATION**

To the extent permitted or required by Colorado Revised Nonprofit Corporation Act as it exists on the date this Article is adopted, and as the Colorado Revised Nonprofit Corporation Act may be thereafter amended from time to time, and any other applicable law, if any Director or officer of the corporation is made a party to or is involved in any proceeding because such person is or was a Director or officer of the corporation, the corporation (i) shall indemnify such person from and against; any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and (ii) shall advance to such person expenses incurred in such proceeding. The term "proceeding" means any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.

The Corporation may in its discretion (but is not obligated in any way to) indemnify and advance expenses to an employee or agent of the corporation to the same extent as to a Director or officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its Board of Directors, in a contract or in its articles of incorporation.

Any repeal or modification of the foregoing provisions of this article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the

objectives of the provision or part thereof as originally written to the tallest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

#### SECTION 8.2 LIMITATION

Notwithstanding any other provision of this Article, during any period that the corporation is a "private foundation" within the meaning of section 509 of the Internal Revenue Code of 1986, as amended from time to time, or any corresponding provision of any future United States tax law, the corporation shall not indemnify any person from or against or advance to any person the cost of; such expenses, judgments, fines, or amounts paid or necessarily incurred, nor shall the corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of section 4941 of the Code, to be a taxable expenditure within the meaning of section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

### **ARTICLE IX MISCELLANEOUS**

#### SECTION 9.1 AMENDMENTS

The Board of Directors shall have power to make, amend, and repeal the Bylaws of I at any regular meeting of the Board or at any special meeting called for the purpose, so long as such amendments are not inconsistent with the provisions of the Article of Incorporation and are not in any violation of State or Federal Laws or Regulations or to be in violation of any agreements which MDHI may have entered into with any third party. No change to these Bylaws shall limit or repeal the voting rights of the members unless such change is adopted by the affirmative vote of a majority of the voting members.

#### SECTION 9.2 FISCAL YEAR

The fiscal year of MDHI shall begin on July 1 and end on June 30.

#### SECTION 9.3 DESIGNATED CONTRIBUTIONS

MDHI may accept any designated contribution, grant, and bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, MDHI shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution

thereof in connection with any such special fund, purpose or use. Further, MDHI shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out MDHI's tax-exempt purposes.

SECTION 9.4 LOANS TO DIRECTORS AND OFFICERS PROHIBITED

No loans shall be made by MDHI to any of its directors or officers.

SECTION 9.5 REFERENCES TO INTERNAL REVENUE CODE

All references in the Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax law.

SECTION 9.6 SEVERABILITY

The invalidity of any provisions 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 were omitted.

SECTION 9.7 CONTRACTS

The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation if no such authority is provided for the officer or the agent elsewhere in these Bylaws. Without such authorization, no officer or agent shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable financially for any amount.

**(END)**

These Bylaws replace the bylaws approved by the Board of Directors on March 9, 2017.