

BYLAWS

COLORADO BLUESKY ENTERPRISES, INC. A NONPROFIT CORPORATION

MISSION STATEMENT

Colorado Bluesky Enterprises, Inc. believes that all persons have the right to live, learn and work in the community with the hope, dignity, choices, opportunities and responsibilities accorded all citizens.

Pursuant to C.R.S. 27-10.5-101, et seq., as amended, the purpose of the corporation is to function as a not for profit, incorporated, community centered board, which shall serve the geographic area of Pueblo and Pueblo County.

To ensure the achievement of our mission, Colorado Bluesky Enterprises, Inc. shall:

- A. Provide self-directed supports and services for persons with developmental disabilities regardless of age or degree of disability.
- B. Enable persons with developmental disabilities to increase independence, productivity and social inclusion within the community.
- C. Provide accountable and measurable supports and demonstrate the level of each individual's successes through published outcomes.
- D. Develop business ventures to perpetuate the mission of Colorado Bluesky Enterprises, Inc. to include but not be limited to the development and ownership of market-priced housing, low-income housing and very low-income housing.

ARTICLE I

OFFICES

Section 1.1 PRINCIPAL OFFICE. The principal office of Colorado Bluesky Enterprises, Inc. (the "corporation") in the State of Colorado shall be located at 115 West 2nd Street, Pueblo, Colorado. The corporation may have such other offices, either within or outside the State of Colorado as the Board of Directors may designate, or as the business of the corporation may require from time to time.

Section 1.2 REGISTERED OFFICE. The registered office of the corporation, required by the State of Colorado to be maintained in the State of Colorado, may be, but need not be, identical with the 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 or her duties as a Director, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonable believes to be in the best interests of the corporation, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b), and (c) of this Section 3.2; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being or having been a Director of the corporation. Those persons and groups on whose information, opinions, reports, and statements a Director is entitled to rely upon are:

- a. One or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- b. Counsel, public accountants, or others persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or
- c. A committee of the board upon which he or she does not serve, duly designated in accordance with the provision of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

Section 3.3 NUMBER, TERM AND QUALIFICATION.

3.3.1 Number and Election. The Board of Directors shall be self-perpetuating and shall consist of no fewer than five (5) or more than twenty-one (21) members. The exact number of Directors may be changed from time to time by the Board of Directors. The members of the Board of Directors for each ensuing year shall be

elected by the members of the Board of Directors then in office at the annual meeting of the Board of Directors.

3.3.2 Term. Directors shall be elected at the annual meeting of the Board of Directors. Their term of all Directors expire at the next annual meeting of the Board of Directors following their election. Despite the expiration of a Director's term, such Director shall continue to serve until a successor is elected and qualified or until there is a decrease in the number of Directors.

3.3.3 Qualifications. The Board of Directors shall be comprised of one or more persons from each of the following categories:

(a) Interested persons representing the community at large;

(b) Family members of persons with developmental disabilities who are receiving service or supports;

(c) Persons with developmental disabilities who are receiving services or supports; and

(d) Residents of low-income housing.

Staff members of the corporation and employees or board members of service agencies within the corporation's designated service area shall not serve on the Board of Directors.

Section 3.4 ANNUAL AND REGULAR MEETINGS. The annual meeting of the Board of Directors shall be held during the month of July of each year or on such other date as the Board of Directors may fix. The Board of Directors shall provide, by resolution, the time and place, either within or without the State of Colorado, for the holding of regular meetings without other notice than such resolution.

Section 3.5 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of a majority of the Directors or at the request of the Executive Committee. 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. Written notice of any special meeting of Directors shall be given as follows:

By mail to each Director at his or her business address at least three days prior to the meeting; or

By personal delivery or e-mail at least twenty-four (24) hours prior to the meeting to the business address, residence address of each Director, or in the event such notice is given

on a Saturday, Sunday or holiday, to the residence address of each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United State mail, so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. 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 meetings is not lawfully called or convened.

Section 3.7 QUORUM. A majority of the number of Directors fixed by or pursuant to Section 3.3 of this Article 3 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 the Directors present may adjourn the meeting from time to time without further notice.

To the extent permitted by Colorado law, a Director granting a written proxy shall be deemed present at a meeting and allowed to vote. The written proxy must be granted to another Director who is present at the meeting and must reasonably describe the particular proposal, which is the subject of the proxy.

Except as otherwise required bylaw, the Articles of Incorporation, or these Bylaws, 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.

All meetings of the Board of Directors shall be governed by the procedural rules set forth in the most recent edition of Roberts' Rules of Order.

Section 3.8 INFORMAL ACTION BY DIRECTORS. Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting 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 or all of the committee members entitled to vote with respect to the subject matter thereof.

Section 3.9 PARTICIPATION BY ELECTRONIC MEANS. Any member of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 3.10 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 serve until his or her successor is appointed for the unexpired term of his or her predecessor in office.

Section 3.11 RESIGNATION. Any Director of the corporation may resign at any time by giving written notice to the President or the Secretary of the corporation. The resignation of any Director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such

resignation shall not be necessary to make if effective. Any Director who is absent from three (3) consecutive board meetings or three (3) consecutive committee meetings without explanatory correspondence to the President shall be considered to have resigned and, upon approval by a majority vote of the Board members present and voting at any regular meeting of the Board of Directors, the former Director shall be notified of this effect.

Section 3.12 REMOVAL. Any Director or Directors of the corporation may be removed at any time, with or without cause, in the manner provided by Colorado statutes.

Section 3.13 COMMITTEES. By resolution adopted by a majority of the Board of Directors in office, the Directors may designate two (2) 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 shall be prescribed by Colorado statutes. Each Director shall be designated to serve on at least one (1) committee.

Section 3.14 COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors expenses may be paid for attendance at each meeting of the Board of Directors.

Section 3.15 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 written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by e-mail or personal delivery to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV

OFFICERS

Section 4.1 NUMBER. The officers of the corporation shall be President, Past President, Vice President, Secretary, Treasurer and Executive Director. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 4.2 ELECTION AND TERM OF OFFICE. Officers of the corporation shall be elected at the appropriate annual meeting of the Board of Directors. Officers shall have terms of one (1) year. After one year of service, each officer shall move to the position directly above in succession (i.e. Treasurer shall become the Secretary; Secretary shall become the Vice President; Vice President shall become the President; President shall become the Past President). Due to this succession, an election shall be held to fill the position of Treasurer. Should there become a vacancy in any position, an election is to be held to select a replacement for said position.

If the elections of officers are not held at such meeting, such elections shall be held as soon thereafter as practicable. Each officer shall hold office until his or her successor shall

have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

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 thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.4 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.5 PRESIDENT. The President shall, when present, preside at all meetings of the Board of Directors and Executive Committee. He or she may sign, with the Secretary or any other proper officer of the corporation thereunto 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 thereof 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 President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4.6 PAST PRESIDENT. The Past President shall be a member of the Executive Committee and shall perform duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4.7 VICE PRESIDENT. The Vice President shall, in the absence of the President or in the event of his or 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. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4.8 SECRETARY. The Secretary shall perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4.9 TREASURER. The Treasurer shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4.10 EXECUTIVE DIRECTOR. The Board of Directors of the corporation shall employ the Executive Director. The Board of Directors shall determine the Executive Director's salary and benefits. The sole authority and responsibility for carrying out the policies of the Board and the administrative policies of the corporation shall rest with the Executive Director. The Executive Director's performance shall be reviewed annually which shall include salary and benefits.

The Executive Director shall:

- Be directly responsible to the Board of Directors for the operation of the corporation and shall staff all the Board's Committee meetings with the appropriate staff.
- Have an annual budget prepared and presented to the Board of Directors in August of each year for approval in September of each year and shall submit all necessary information as required to Developmental Disabilities Services, and other such governmental agencies.
- Ensure that financial reports shall be reported to the Executive Committee and to the Board at the regular Board Meetings stating the financial condition of the corporation.
- Ensure that a full fiscal audit by a CPA for the previous fiscal year is provided to the Board of Directors no later than December of the following fiscal year.
- Ensure the corporation follows all laws, policies and procedures as they pertain to the corporation.
- Negotiate directly with the various State and County Departments of Government and any other entity regarding all fiscal and programmatic matters of policy in providing supports to persons with disabilities.
- Be responsible to the Board to provide all pertinent information regarding the operation of the corporation and keeping the Board apprised of all issues affecting the status of the corporation on a monthly basis.
- Be responsible for developing the planning process and ensuring that the Three-Year Plan is implemented; a master plan, which addresses all current benefits and projected benefits, shall be submitted by the Executive Director every two (2) years for review by the Executive Committee.
- Is responsible to the Board to keep the corporate solvent.

Section 4.11 BONDS. If the Board of Directors by resolution shall so require, any officer or agent of the corporation shall give bond to the corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

Section 4.12 SALARIES. Except for the Executive Director, the officers shall serve without salary.

Section 4.13 LOANS TO OFFICERS. No loans shall be made by the corporation to any officer or Director of the corporation.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 5.1 CONTRACTS. The Board of Directors 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.

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 a minimum of two (2) officers or agents of the corporation and in such manner as shall from time to time 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 elect.

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

ARTICLE VI

AFFIRMATIVE ACTION

The Board shall expressly prohibit discrimination practice of employment for reasons of sex, religion, creed, ethnic origin, handicap or age. It shall also seek and maintain a representative balance between minority groups and a general composition of the persons served. The corporation shall institute and practice the principles of an affirmative action plan as defined by the federal and state regulations.

The Executive Director is specifically charged with the responsibility of this policy.

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 June of each calendar year.

ARTICLE IX

CORPORATE SEAL

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words "CORPORATE SEAL".

ARTICLE X

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 Colorado statutes, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance required such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by vote of at least two-thirds (2/3) of the Directors in office at a duly called meeting of the Board of Directors.

ARTICLE XII

EXECUTIVE COMMITTEE

Section 12.1 APPOINTMENT. The President, Vice President, Secretary, Treasurer and Past President shall constitute the Executive Committee. The designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 12.2 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 of the Board 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, agreeing to the sale, lease or other disposition of all or substantially all of the property and assets of the