

Article I - Name

Section 1.1. Name of Corporation

The name of this Corporation is "Colorado Family Support Council, Incorporated."

Article II - Board of Directors

Section 2.1. General Powers

1. The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall have full power to act on behalf of the Corporation as permitted by the statutes of the State of Colorado, and Articles of Incorporation, and these bylaws, as amended.

Section 2.2. Number of Directors

1. The number of Directors of the Corporation shall be 25, consisting of thirteen (13) officers of the Corporation; President, President- Elect, Six Regional Vice -Presidents, Secretary and Treasurer, a CACSEA Coordinator, a IV-D Attorney Representative, and Historian, and twelve (12) Members at Large.

2. In addition to the 25 Directors listed in sub-section (1) above, past Presidents meeting the requirements of memberships, who have declared in writing by August 1st each year, their intent to serve on the Board, may also serve on the Board of Directors.

3. The six regions represented by Vice-Presidents shall be defined as the following: NORTHWESTERN to include Eagle, Garfield, Lake, Moffat, Pitkin, Rio Blanco, Routt and Summit Counties; NORTHEASTERN to include Logan, Morgan, Phillips, Sedgwick, Washington, Weld and Yuma Counties; SOUTHWESTERN to include Delta, Dolores, Gunnison, Hinsdale, La Plata, Mesa, Montezuma, Montrose, Ouray, San Juan and San Miguel Counties; SOUTHEASTERN to include Baca, Bent, Cheyenne, Crowley, El Paso, Fremont, Kiowa, Kit Carson, Otero, Park, Prowers, and Teller counties. CENTRAL to include Adams, Arapahoe, Boulder, Broomfield (effective 11-01), Clear Creek, Denver, Douglas, Elbert, Gilpin, Grand, Jackson, Jefferson, Larimer and Lincoln Counties; VALLEY to include Alamosa, Archuleta, Chaffee, Conejos, Costilla, Custer, Huerfano, Las Animas, Mineral, Pueblo, Rio Grande and Saguache Counties.

Section 2.3. Tenure of Directors

1. Directors shall be elected to serve a one year term. A Director's term shall commence on the first day following their election. Each Director shall hold office until his/her successor shall have been elected and qualified.

Section 2.4. Tenure of the Officers of the Corporation

1. Corporation officers shall be elected to serve a one year term. Officers' terms shall commence the first day following election.

2. The outgoing Treasurer shall continue to serve as an honorary director, if not elected as an officer or member at large, until a financial review is completed.

3. The outgoing Historian shall continue to serve as an honorary director, if not elected as an officer or member at large, for two regularly scheduled board meetings to complete the documentation of his or her year of service.

Proposal titled 'Tenure of Treasurer and Historian' by Jim Butler. Board approved Feb. 4, 2005 for consideration at the annual business meeting June 2005. Reasoning: The new officers for these extended positions do not have the material or knowledge to effectively complete the necessary actions

for the year just ended. The post-conference workload for these two officers is more than minor transitional tasks.
Status: Adopted.

Section 2.5. Election of Officers and Directors

1. At least two months prior to the annual meeting of the members of the Corporation, the President-Elect shall appoint and chair a Nominating Committee. The Nominating Committee shall have no more than three (3) members, including the President-Elect. Nominating Committee Members cannot be nominated for an Officer's position on the new Board of Directors.
 - a. The Nominating Committee will ask the membership for nominations by ACSES mail or by regular mail for both Officer and Member at Large positions. The Nominating Committee shall send a second nomination request ten (10) calendar days after the first request and at least thirty (30) days before the annual general membership meeting.
 - b. The Nominating Committee shall review all nominations for Officer positions and prepare a list of all nominees
 - c. The list of nominations shall also list all nominees for member at large positions.
 - d. The list of nominees shall be included in all registration packets. A slate shall be prepared from the list of nominees and shall be posted at the registration area no later than twelve (12) hours prior to the annual General Membership Business Meeting.
 - e. Nominations will be accepted from the floor at the General Membership Business Meeting.
 2. The Officers shall be elected by the General Membership at the annual General Membership Business Meeting of the corporation, by validated ballot vote. Ballots shall be collected, validated and counted by three non-board members.
 - a. All candidates for office of President and President-Elect must have served in some capacity on the Board of Directors for a minimum of one year prior to the election.
 3. At the first meeting of the newly elected Board of Directors, consisting of thirteen (13) officers and Past-Presidents who have declared in writing their intent to serve on the Board, as set forth above, and additional twelve (12) Members at Large shall be selected from the general membership, and placed on the Board of Directors with the approval of the majority of the Directors voting upon nominations.
 - a. No more than three (3) employees from any one entity shall serve as officers.
 - b. No more than five (5) employees from any one entity shall serve on the Board of Directors at any one time.
 - c. No Past President from an entity already represented by five (5) Board Members may vote for members at large.
 4. At the first meeting of the newly elected Board of Directors, consisting of the thirteen (13) officers set forth above, and Past Presidents who have declared in writing their intent to serve on the Board, a list of the additional nominations for Members at Large who are not selected shall be compiled and maintained as a pool for vacancies throughout the following year.
- Section 2.6. Removal from Board of Directors

1. Upon majority vote, the Board of Directors may remove an officer from office for failure to perform assigned responsibilities as defined herein and in the Corporation's procedures manual.
2. Directors or Past Presidents who have declared their intent to serve on the Board and who subsequently miss three (3) consecutive board meetings in the course of their term, or who leave the field of family support shall be removed automatically from the Board unless reinstated by a majority vote of the Board in attendance at the meeting at which such removal is being considered.

Section 2.7. Vacancy on the Board of Directors

1. The voting members of the Board of Directors shall elect, upon a majority vote, a Board Member, someone from the Pool of Nominations, and unsuccessful nominees for Officer's positions on the current board, as above set forth in paragraph 4 of Section 2.5., to fill any vacancy in office except for the Presidency, no past President from an entity already represented by 5 Board Members, may vote to fill a vacancy on the Board of Directors. If the vacancy is for the Presidency, the President-Elect shall succeed to the office of President. If no board member or individual from the list of nominations can fill a vacancy,

the President, with the ratification of a majority of the authorized voting members of the Board of Directors, shall appoint an individual from the General Membership to fill any vacancy in office except for the Presidency.

2. In the event of the incapacity or resignation of both the President and the President-Elect, the Board of Directors shall appoint, by a majority vote, a President to complete the term.

Section 2.8. Resignation

1. 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 thereto 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 it effective.

[The remaining sections of Article II will be moved as follows:

- Move 2.9 to Article VII on finances
- Move 2.10 to Article VI on meetings, replacing the current section 6.1
- Move 2.11 to Article IX on notices
- Article 2.12 is renumbered as section 2.9
- Move 2.13 through 2.15 to Article VI on meetings
- Move 2.16 to Article VII on finances
- Move 2.17 to Article V on committees
- Move 2.18 to Article VI on meetings]

Proposal titled 'Re-Organize the Bylaws' by Jim Butler. Board approved Feb. 4, 2005 for consideration at the annual business meeting June 2005.

Reasoning: Collect similar subjects into the topic article most appropriate.

Status: Adopted.

Section 2.9. Annual Budget

1. The Board of Directors shall adopt an annual budget not later than October 31st of each year.
2. The budget shall reflect the current status of the Corporation Treasury and an estimate of revenues and of the budgeted expenditures for the current year.
3. The budget may be amended from time to time during the year with the approval of a Quorum of the Board of Directors.

Section 2.10. Meetings

1. There shall be one meeting of the general membership per year, which shall be set at a time and place designated by the Board of Directors. The Board may call such other meetings of the membership as may be determined proper at a time and place to be designated by the Board. The election of officers shall be held at the annual meeting of the general membership.
2. Special meetings may be called either by the President or upon approval of half of the Board of Directors. Special meetings may be held at such time and place as set forth in the notice of such meeting.
3. Members shall receive written notice stating the place, day and hour for any regular or special meeting.
4. There shall be one regular Board meeting monthly, the dates to be determined at the first meeting of the Board of Directors each year.

Section 2.11. Notice

1. Written notice of any special meeting of the Directors shall be given as follows:
 - a. By mail to each Director at his business address at least three days prior to the meeting; or
 - b. By personal delivery, telephone, fax, or telegram at least twenty-four hours prior to the meeting to the business 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 States mail, so addressed, with postage thereto prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by telephone, such notice shall be deemed given when the Director is

contacted personally or a message of notice is left with the Director's secretary, answering service or other individual or device used by the Director for receiving and forwarding telephone messages. If notice is given by fax, such notice shall be deemed given when the fax has been properly sent.

2. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute 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 at such meeting.

Section 2.12.9 . Manner of Acting

1. Except as otherwise required by law or by the Articles of Incorporation, 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.

2. The Board of Directors may authorize any officer or officers, agent or agents, of the Colorado Family Support Council, Inc. to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Colorado Family Support Council, Inc., and such authority may be general or confined to specific instances.

3. The Board shall also set rules and procedures for the payment of travel and other expenses, and shall authorize the Treasurer to set up a checking account for depositing funds.

Section 2.13. Informal Action by Directors

1. Any action required or permitted by law to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if 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 2.14. Participation at Meetings

1. All Directors may attend and participate in board meetings, with voting privileges; however, past presidents and honorary members shall not have proxy voting privileges.

2. At the meetings of the Board, Directors may vote either in person or by proxy executed in writing by the Director or by his/her duly authorized attorney-in-fact. The written proxy must have been received by the Secretary by the commencement of the meeting. Proxies may also be sent to the Secretary by fax, by ACSES mail or by any sort of electronic mail available to the Secretary.

3. Participation at any meeting of the Board via teleconferencing and/or video conferencing if available shall be considered attendance.

Section 2.15. Presumption of Assent

1. A Director of the Corporation who is present at a meeting of the Board of Directors at which action of any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his 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 registered mail 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.

Section 2.16. Compensation

1. Members of the Board of Directors shall not receive a salary for their services on the Board.

Section 2.17. Committees - Appointment

1. The Board of Directors by resolution adopted by a majority of the full Board, may designate standing committees and any other committees, and may define their duties.

2. The President shall have the power to appoint a chairperson and members of any committee, with the exception of the Nominating and Agenda Committees which will be chaired and appointed by the President-Elect. In the absence of the President-Elect, the President shall chair and appoint the Nominating committee.

Section 2.18. Quorum

1. At any Board meeting, a quorum of those conducting business shall consist of one third of the

Directors.

Article III - Officers

Section 3.1. Officers

1. The Officers of the Colorado Family Support Council, Inc., shall be President, President-Elect, six (6) Regional Vice-Presidents, Secretary, Treasurer, CACSEA Coordinator, IV-D Attorney Representative and Historian.

Section 3.2. Duties

The general duties of Corporate Officers shall be as follows. The specific responsibilities and procedures relating to such duties shall be prescribed by a procedures manual adopted by the Board.

1. The President shall be the chief executive officer of the Corporation, and shall, in general, supervise and direct the business and affairs of the corporation. He/She shall preside over all regular or special meetings, appoint committees and the membership of committees, and assist in the preparation and organization of the Annual Conference of the General Membership. Further, it shall be the duty of the President to prepare and distribute to the general membership, the Colorado Family Support Council, Inc. newsletter from his/her office, or to delegate and oversee such preparation and distribution of the newsletter. In the absence of the President-Elect, the President shall serve as chairperson of the Nominating and Agenda Committees.

2. The President-Elect shall automatically succeed to the Presidency without further vote or election the year following his/her election and upon the completion of the President's term, or he/she shall succeed immediately upon the President's term, or he/she shall succeed immediately upon the President's resignation, removal from office or inability to serve. It shall be the duty of the President-Elect to assist the President whenever requested, and to preside at meetings in the President's absence. The President-Elect shall be responsible for the development and preparation of the program agenda for the annual statewide meeting of the organization and shall chair the Agenda Committee. The President-Elect shall also serve as chairperson of the Nominating Committee. In the absence of the President-Elect, the President shall serve as chairperson for the Nominating and Agenda Committees.

3. It shall be the duty of the Regional Vice-Presidents to establish and maintain communication among the various counties within their region and with the Board, and to assist in other duties as needed.

4. It shall be the duty of the Secretary to keep the minutes of the meetings of the Corporation, and the Board of Directors meetings, and any other meetings that may be called, to distribute the minutes of the meeting as directed by the Board, and to perform other secretarial duties as needed. The Secretary shall send written or printed notice stating the place, day and hour for any meeting of members, either personally or by mail, fax, or ACSES mail, to each member entitled to vote at such meeting at least ten (10) days prior to a meeting.

5. It shall be the duty of the Treasurer to receive, disburse and account for all moneys received by the corporation, and to make an annual report as to the finances of the corporation at the annual meeting. The Treasurer shall also make such other reports as may be designated by the Board. No person shall serve as Treasurer for more than two (2) consecutive years without a financial review scheduled . Proposal titled 'Allow Treasurer to be Re-elected' by Jim Butler. Board approved Feb. 4, 2005 for consideration at the annual business meeting June 2005.

Reasoning: If someone enjoys being Treasurer and the Nominating Committee thinks they are the best for the position, why should the Board deny their expertise? Section 7.4 is vague whether 'new' could be considered an adjective for an incumbent, but newly re-elected, treasurer.

Status: Adopted.

6. It shall be the duty of the CACSEA Coordinator to communicate with that organization all recommendations, resolutions, and other information which, by nature and relevance to family support, may reasonably fall within the purview of that organization. It shall be the duty of the CACSEA Coordinator to report to the Corporation all activities being reviewed and performed by that organization and convey any requests of that organization to the Board.

7. It shall be the duty of the IV-D Attorney Representative to communicate with that organization all

recommendations, resolutions, and other information which, by nature and relevance to family support, may reasonably fall within the purview of that organization. It shall be the duty of the IV-D Attorney Representative to report to the Corporation all activities being reviewed and performed by that organization and convey any requests of that organization to the Board. The IV-D Attorney shall serve as the Registered Agent for service of process of the Corporation. The IV-D Attorney shall notify promptly the appropriate governmental agencies of any changes of the name and address of the Registered Agent.

8. It shall be the duty of the Historian to maintain the records of the Corporation, supervise the content and accuracy of information distributed to the general public, provide accessibility to the history of the Corporation, and to perform other duties as needed.

Proposal titled 'Expand Historian Duties' by Jim Butler. Board approved Feb. 4, 2005 for consideration at the annual business meeting June 2005.

Reasoning: Just keeping the history doesn't provide the full benefit achieved from sharing that history with others within and outside of the organization. This encourages the Historian to supervise the website and participate in the production of the In-Basket newsletter.

Status: Adopted.

Article IV - Membership

Section 4.1. General

1. The general membership of the Corporation shall consist of those individuals or groups associated in an academic, professional, or legal capacity with the field of family support, who attend annual meetings of the Corporation, and/or have paid their current dues as set by the Board. They must be Colorado residents. The field of family support will include, but is not limited to, the areas of establishment of parentage, establishment of support obligations and enforcement of support obligations.

Section 4.2. Types of Membership

1. Participating Members (Members at Large): Those members who have paid the current year's dues and meet the eligibility requirements as stated in Section 4.1. of these bylaws.

2. Honorary Members: Those persons who in the opinion of the Board of Directors have performed noteworthy service to the Corporation and where such membership will add to the prestige and effectiveness of the Corporation, State, District, or County Departments of Social Services. Except for the position of State IV-D Director and a Federal representative, proposals for Honorary membership shall be in writing, and shall set forth the reason the individual is being proposed. Each year, the individual holding the State IV-D Director's position, shall be automatically appointed an Honorary Member.

Each year, an honorary member, conversant with regional and national family support issues, shall be appointed as a Federal representative. Such representative need not be employed by the federal government.

Honorary Members shall have voting rights when present at a board meeting, may not hold office, and shall not be required to pay dues.

3. Sustaining Members: Those individuals, agencies and organizations which are interested in supporting the Corporation and in furthering its objectives. Sustaining members shall not take an active part in the affairs of the Corporation, but shall pay dues.

Section 4.3. Qualifications for Membership

1. Any individual may be eligible for participating membership provided that individual is actively engaged in the field of family support in the State of Colorado.

2. A sustaining Membership must be sponsored by a participating member of the Corporation. Each recommendation must be in writing, shall be accompanied by the annual dues, and approved by a Quorum of the Board of Directors.

3. A qualifying individual shall become a member effective the date the annual dues are received by the Corporation Treasurer.

Section 4.4. Loss of Membership

1. If a participating Member shall, through change of position or occupation, no longer qualify for membership, that participating membership shall be canceled automatically.
2. A member may be expelled by a two-thirds majority vote of the Board of Directors. Such a vote can only be taken after the member has been notified of the charges and has been given a fair hearing by the Board of Directors. "Cause" for expulsion shall include, but not be limited to, conviction of a felony, and/or conduct deemed to be subversive of the best interests of the Corporation.

Section 4.5. Retired Members

1. Members in good standing and reaching the age of retirement, shall be allowed to continue as members of the Corporation and shall not be required to pay dues.

Section 4.6. Dues and Fiscal Year

1. Membership dues shall be established by the new Board of Directors, each year at its first meeting. Dues shall be paid to the Corporation and submitted to the Treasurer.

Proposal titled 'Tighten the Dues Wording' by Jim Butler. Board approved Feb. 4, 2005 for consideration at the annual business meeting June 2005.

Reasoning: Fiscal Year already has its own Article VIII (which has another proposed by-law change to merge into Article VII.) The dues should not be paid to one of the officers, but rather the corporate entity. Status: Adopted.

Section 4.7. Voting at Meetings

1. Unless otherwise directed in these bylaws, a majority vote, including proxies, of the members present at any meeting of the Corporation shall be necessary on any question before it.

Article V - Committees

Section 5.1. Creation and Appointment

1. The Board of Directors by resolution adopted by a majority of the full Board, may designate standing committees and any other committees, and may define their duties.
 2. The President shall have the power to appoint a chairperson and members of any committee, with the exception of the Nominating and Agenda Committees which will be chaired and appointed by the President-Elect. In the absence of the President-Elect, the President shall chair and appoint the Nominating committee.
- [The above section moved from Article II, Section 2.17 - Committees - Appointment]

Section 5.1. General 5.2. Term of Service.

1. The President, with the approval of the Board of Directors, shall appoint all committees except as provided by these bylaws. Such appointment shall terminate at the end of the President's term of office.
2. The President shall be an ex-officio member of all committees. The committees shall have such responsibility as delegated to them by the Board of Directors, and will continue to function until the completion of their assignment.

Section 5. 2 3. Tenure and Qualifications

1. Each member of a Committee shall hold office until the next regular annual meeting of the Board of Directors following his/her designation or until his/her successor is designated as a member of the Committee and is elected and qualified.

Section 5. 3 4. Meetings

1. Regular meetings of a Committee may be held without notice at such time and places as the Committee may fix from time to time by resolution.

2. Special meetings of a Committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail, addressed to the member of the Committee at his/her business address. Other notice of the meeting may be given as set forth in Section 2.11 of these bylaws. The notice of a meeting of a Committee need not state the business proposed to be transacted at the meeting.

Section 5. 4 5. Quorum

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

Section 5. 5 6. Informal Action by a Committee

1. Any action required or permitted to be taken by a Committee 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 Committee members entitled to vote with respect to the subject matter thereof.

Section 5. 6 7. Vacancies

1. Any vacancy in a Committee may be filled by appointment of the President.

Section 5. 7 8. Resignation and Removal

1. Any member of a Committee may be removed at any time with or without cause by the President. Any member of a Committee may resign from the Committee at any time by giving written notice to the President or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. 8 9. Procedure

1. The Committee may fix its own procedures which shall not be inconsistent with these bylaws. It shall report the proceedings of the Committee to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

Article VI - Meetings Section

6.1. Annual Meetings

1. The Annual meetings of the Corporation shall be held at a time and place specified at the previous Corporation Meeting on dates agreed to by the Board of Directors and the host county or counties.

1. There shall be one meeting of the general membership per year, which shall be set at a time and place designated by the Board of Directors. The Board may call such other meetings of the membership as may be determined proper at a time and place to be designated by the Board. The election of officers shall be held at the annual meeting of the general membership.

Section 6.2. Special Meetings

1. Special meetings may be called either by the President or upon approval of half of the Board of Directors. Special meetings may be held at such time and place as set forth in the notice of such meeting.

Section 6.3. Notice of Meetings

1. Members shall receive written notice stating the place, day and hour for any regular or special meeting.

Section 6.4. Board Meetings

1. There shall be one regular Board meeting monthly, the dates to be determined at the first meeting of the Board of Directors each year.

[Above section moved from Article II, Section 2.10 - Annual Meetings]

Section 6.5. Quorum

1. At any Board meeting, a quorum of those conducting business shall consist of one third of the Directors.

[Above section moved from Article II, Section 2.18 - Quorum]

Section 6.6. Informal Action by Directors

1. Any action required or permitted by law to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all two-thirds of the Directors or all of the committee members entitled to vote with respect to the subject matter thereof. Proposal titled 'Less Restrictive Informal Action' by Jim Butler. Board approved Feb. 4, 2005 for consideration at the annual business meeting June 2005. Reasoning: The Board usually takes informal action to authorize the President to take an immediate, time-sensitive action. If one or two directors cannot be contacted, then the informal action cannot be taken. The Board may miss an opportunity to take advantage of a cost savings or express it's sympathy with flowers in a time of need. Status: Adopted.

Section 6.7. Participation at Meetings

1. All Directors may attend and participate in board meetings, with voting privileges; however, past presidents and honorary members shall not have proxy voting privileges.
2. At the meetings of the Board, Directors may vote either in person or by proxy executed in writing by the Director or by his/her duly authorized attorney-in-fact. The written proxy must have been received by the Secretary by the commencement of the meeting. Proxies may also be sent to the Secretary by fax, by ACSES mail or by any sort of electronic mail available to the Secretary.
3. Participation at any meeting of the Board via teleconferencing and/or video conferencing if available shall be considered attendance.

Section 6.8. Presumption of Assent

1. A Director of the Corporation who is present at a meeting of the Board of Directors at which action of any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his 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 registered mail 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. [The above 3 sections moved from Article II, Sections 2.13 through 2.15.]

Proposal titled 'Re-Organize the Bylaws' by Jim Butler. Board approved Feb. 4, 2005 for consideration at the annual business meeting June 2005.

Reasoning: Collect similar subjects into the topic article most appropriate.
Status: Adopted.

Article VII - Contracts , Loans, Checks and Deposits And Finances

Proposal titled 'Re-Organize the Bylaws' by Jim Butler. Board approved Feb. 4, 2005 for consideration at the annual business meeting June 2005.

Reasoning: Collect similar subjects into the topic article most appropriate.
Status: Adopted.

Section 7.1. Contracts

1. 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 7.2. Checks, Drafts, Etc.

1. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.3. Deposits

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

Section 7.4. Periodic Accounting

1. A review of the Corporation's finances shall be conducted when a new treasurer is elected or at the conclusion of a member's even numbered year of consecutive service as treasurer. Proposal titled 'Allow Treasurer to be Re-elected' by Jim Butler. Board approved Feb. 4, 2005 for consideration at the annual business meeting June 2005. Reasoning: If someone enjoys being Treasurer and the Nominating Committee thinks they are the best for the position, why should the Board deny their expertise? Section 7.4 is vague whether 'new' could be considered an adjective for an incumbent, but newly re-elected, treasurer.

Status: Adopted.

Section 7.5. Fiscal Year

1. The fiscal year of the Corporation shall be from July 1st of one year to and including June 30th of the following year. [Above section moved from Article VIII - Fiscal Year]

Section 7.6. Annual Budget

1. The Board of Directors shall adopt an annual budget not later than October 31st of each year.
2. The budget shall reflect the current status of the Corporation Treasury and an estimate of revenues and of the budgeted expenditures for the current year.
3. The budget may be amended from time to time during the year with the approval of a Quorum of the Board of Directors.

[Above section moved from Section 2.9 - Annual Budget]

Section 7.7. Compensation

1. Members of the Board of Directors shall not receive a salary for their services on the Board.

[Above section moved from Section 2.16 - Compensation]

Reasoning: Collect similar subjects into the topic article most appropriate.

Status: Adopted.

Article VIII - Fiscal Year

The fiscal year of the Corporation shall be from July 1st of one year to and including June 30th of the following year.

[Move to Article VII - Contract and Finances]

Reasoning: Collect similar subjects into the topic article most appropriate.
Status: Adopted.

Article IX - Waiver of Notice Notices

Section 9.1. Notice

1. Written notice of any special meeting of the Directors shall be given as follows:

- a. By mail to each Director at his business address at least three days prior to the meeting; or
- b. By personal delivery, telephone, fax, or telegram at least twenty-four hours prior to the meeting to the business 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 States mail, so addressed, with postage thereto prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by telephone, such notice shall be deemed given when the Director is contacted personally or a message of notice is left with the Director's secretary, answering service or other individual or device used by the Director for receiving and forwarding telephone messages. If notice is given by fax, such notice shall be deemed given when the fax has been properly sent.

[Above section moved from Article II, Section 2.11.1. - Notice]

Section 9.2. Waiver of Notice

1. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute 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 at such meeting.

[Above section moved from Article II, Section 2.11.2. - Notice]

2. 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 Corporation Code, or otherwise, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstances requiring such notice, shall be deemed equivalent to the giving of such notice.

Section 9.3. Use of Email

1. Any requirement in these bylaws for a written notice may be satisfied by sending an ACSES mail message.

[Section 9.3 moved from Article XII - ACSES Mail]

Proposal titled 'Re-Organize the Bylaws' by Jim Butler. Board approved Feb. 4, 2005 for consideration at the annual business meeting June 2005.

Reasoning: Collect similar subjects into the topic article most appropriate.
Status: Adopted.

Article X - Indemnity

The Corporation shall indemnify and provide advances of expenses to Directors of the Corporation to the extent expressly permitted or required by applicable Colorado statutes with respect to claims made against Directors for their actions or the conduct of their duties as Directors. The Corporation shall also indemnify and provide advances of expenses to Officers, employees and agents of the Corporation who are not Directors at

least to the same extent as it is permitted or required to do so for Directors of the Corporation, and may indemnify and advance expenses to such Officers, and agents to a greater extent if consistent with law. The Corporation may, at its discretion, have a provision in a resolution of its Directors, or in a contract for indemnification of, or advance of expenses to any Director, Officer, or agent, and to the extent (1) in the case of a Director, such provision is consistent with the applicable Colorado statute concerning indemnification, and (b) in the case of an Officer, or agent of the Corporation who is not a Director, such provision is consistent with law.

Article XI - Amendments

These bylaws may be altered, amended or repealed, and any new bylaws may be adopted by action of a majority of the members at the annual or special meeting of the general membership, except that any amendment to these bylaws recommended or required by the Internal Revenue Service or the Colorado Department of Revenue, in order for the Corporation to obtain tax exempt status, may be adopted by action of a majority of the Board of Directors at any regularly scheduled, or special meeting of the Board.

Written proposed bylaws changes must be received by the bylaws Chairperson proposed to the Board of Directors at any regularly scheduled, or special meeting of the Board, by the last working day of March each year. If such changes are approved by the general membership at the next annual business meeting, such changes shall become effective immediately.

Bylaws proposed subsequent to the last working day of March each year, and approved by the general membership at the next annual business meeting, shall become effective one year from the date of approval.

Proposal titled 'By-Law Receipt by a Defined Entity' by Jim Butler. Board approved Feb. 4, 2005 for consideration at the annual business meeting June 2005.

Reasoning: The By-Laws Chairperson is not a recognized committee, office, or duty recognized within the by-laws. Actions in the by-laws should be assigned to someone or something already defined in the by-laws.

Status:

Amended to be "received by the President and proposed to the Board..."

Amendment passed and will be incorporated at the 2006 Business meeting.

Article XII - ACSES Mail

Any requirement in these bylaws for a written notice may be satisfied by sending an ACSES mail message.

[Move this section to Article IX - Notices]

Proposal titled 'Re-Organize the Bylaws' by Jim Butler. Board approved Feb. 4, 2005 for consideration at the annual business meeting June 2005.

Reasoning: Collect similar subjects into the topic article most appropriate.

Status: Adopted.

Article XIII - Dissolution

In the event of dissolution of the Colorado Family Support Council, Inc., remaining assets after the satisfaction of all obligations of the Corporation shall be distributed for purposes within the scope of the Internal Revenue Code.

Article XIV - Certificate

Section 14.1:

Article XIV Section 3 shall consist of the President's certification of the accuracy of the by-laws as amended by a majority of the members at the annual or special meeting of the general membership or as adopted by a majority vote of the Board of Directors to achieve or maintain tax exempt status.

Section 14.2:

Article XIV Section 3 is not subject to the amendment provisions of Article XI. Changes to Article XIV Section 3 must be affirmed by a majority vote of the Board of Directors.

Section 14.3:

I hereby certify that the foregoing bylaws, consisting of 15 pages, including this page, 14 articles constitute the bylaws of the Colorado Family Support Council, Inc., as amended by the general membership at the June 7, 2005, annual meeting and affirmed adopted by the Board of Directors of the Corporation as of Friday, July 1, 2005.

/S/ Dee Price-Sanders
President, Colorado Family Support Council, Incorporated