

**BYLAWS
OF
TIMBERLINE ADULT DAY SERVICES**

**Article I
CORPORATE PURPOSE**

Section I.1 Name. The Corporation shall be known as Timberline Adult Day Services.

Section I.2 Purpose. The primary purpose of the corporation shall be to conduct adult day services, respite services for caregivers, and life skills assistance for participants and other related services for Summit County and surrounding area residents. The corporation is organized and operated exclusively for charitable or educational purposes within the meaning of 501(c)(3) of the Internal Revenue code

**Article II
OFFICES**

Registered Office. The Corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Colorado. The registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

**Article III
MEMBERS**

The Corporation shall not have voting members as that term is used in the Act and shall have no capital stock. However, the Corporation may have such classes of nonvoting members as may from time to time be prescribed by its Bylaws or by the Board of Directors. The designation of each class of members and their respective manner of election or appointment, qualifications, tenure, terms of membership, rights, limitations and obligations shall be as provided from time to time in the Bylaws of the Corporation or by the Board of Directors. Members shall have no voting rights or other management powers. The Corporation shall be governed exclusively by the Board of Directors pursuant to Article IV hereunder.

**Article IV
BOARD OF DIRECTORS**

Section IV.1 General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all powers of a Board of Directors subject to any limitations set forth in the Act, the Articles of Incorporation, and these Bylaws. The Board

of Directors establishes the policies governing the Corporation and monitors the implementation and evaluation of these policies. The Board shall require a regular accounting of all funds.

Section IV.2 Number and Eligibility. There shall be no less than seven (7) and no more than thirteen (13) Directors of the Corporation ("Directors"). Directors need not be residents of the State of Colorado. Each Director shall hold office for three years starting on date at which he/she is elected. If he/she is elected at any other time, he/she shall serve the unexpired term of his predecessor. A Director may not serve more than two consecutive three year terms; provided however, that the outgoing president and/or vice president may serve an additional one (1) year term as a member of the Board of Directors of the Corporation, and may only be reelected for additional terms after being off the Board of Directors for a period of at least one year. Directors shall have equal voting privileges to consist of one vote.

Section IV.3 Director Nominations. Any member of the Board of Directors may propose Board members and officers to the Board for consideration. Nominations are made by the Executive Committee for the Board's approval.

Section IV.4 Community Board members. Board composition will include one (1) Summit Senior Center representative and others which may be identified by the Board.

Section IV.5 Resignation & Removal of Directors. Any Director may resign at any time by delivering notice to the President of the Board. Any director may be removed at any time, with or without cause by a majority vote of the Directors present at a meeting at which a quorum is present, excluding the Director in question. The Director shall be given written notice of the proposed removal at least thirty days prior to the vote of the Board of Directors and an opportunity to be heard by the Board of Directors concerning the proposed removal prior to the vote.

Section IV.6 Minutes: Minutes of all meetings will be kept by the Secretary or Board designated person, and kept on file at the registered office location.

Section IV.7 Vacancies. Whenever a vacancy occurs on the Board of Directors by reason of death, resignation, incapacity, removal or otherwise, such vacancy shall be filled by a majority vote of the Directors present at a meeting at which a quorum is present. The filling of such vacancy shall be for the time of the remaining term.

Section IV.8 Regular Meetings. A regular annual meeting of the Board of Directors shall be held upon notice each year or at such other time as determined by the Board of Directors, and shall be called by the President, or if none, by any Director. The Board of Directors may provide by resolution the time for the holding of additional regular meetings of the Board of Directors with notice to be given as set forth herein.

Section IV.9 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Executive Director or any Director. Notice of any special meeting shall state the purpose(s) of the special meeting.

Section IV.10 Notice of Meeting. Notice of each meeting of the Board stating the date, time and place of the meeting shall be given to each Director prior to the meeting.

Section IV.11 Attendance at Board meetings. It is expected that Board Members attend at least 75% of board meetings either in person or via telecommunications.

Section IV.12 Quorum and Voting. A majority of Directors serving the Corporation at the time notice of a meeting of Directors is given shall constitute a quorum for the transaction of business at such meeting of the Board of Directors.

Section IV.13 Action Without Meeting. All Board of Directors will receive written notification of the any action requiring Board of Directors approval prior to the vote. Any action of the Board may be taken with approval by the majority of the directors available. When action is permitted to be taken by less than all directors, all directors shall be notified in writing of the action's content and effective date.

Section IV.14 Telecommunication Meetings. Directors or the members of any committee of the Board may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may hear each other during the meeting. A Board Member or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

Section IV.15 Compensation. Directors and committee members shall not receive compensation for their services as such; however, the reasonable expenses of Directors and committee members for attendance at meetings may be paid or reimbursed by the Corporation. Directors and committee members shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section IV.16 Conflict of Interest. No officer or director of the Corporation shall be interested, directly or indirectly in any contract relating to the operations conducted by the Corporation unless such contract is authorized by a two thirds majority of the Board of Directors. The fact and nature of any conflict of interest shall be fully disclosed or known to the directors present at the meeting at which any such contract shall be authorized.

Article V OFFICERS

Section V.1 Officers. The board officers of the Corporation ("Officers") shall be one (1) President, one (1) Vice President, one (1) Secretary, one (1) Treasurer, one (1) Immediate Past President and such other Officers as may be elected in accordance with the provisions of this Article V. The Board of Directors may elect or appoint such other Officers as it shall deem desirable. Such Officers shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person other than the dual role of President and Treasurer.

Section V.2 Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held

as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors.

Section V.3 Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section V.4 Resignation. An Officer may resign by delivering his or her written resignation to the Board or the President. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Section V.5 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 V.6 President. The President shall be the principal Officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members of the Board of Directors and shall sign any deeds, mortgages, bonds, contracts, or other instruments on behalf of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the Corporation; 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 V.7 Treasurer. The Treasurer shall manage the board's review of, and action to, financial governance/oversight; care and custody of funds. Ensures financial reporting in compliance with reporting requirements, and provided regularly to the board. Reports to the board on key financial issues and concerns regarding fiscal health of the organization. Chairs the Finance Committee, and works with the Finance Committee to ensure financial compliance through policy/procedure, including selection of the auditor and provides direction for management and maximization of cash and investments.

Section V.8 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; oversight of the corporate records; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section V.9 Vice-President. In the absence of the President or in the event of the inability or refusal to act of the President, the Vice-President may perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section V.10 Immediate Past President. The Immediate Past President will ensure continuity during governance transitions and organizational change, help ensure the appropriate

succession of Officers and Directors, support the President in his/her role, and provide continuity to the organization by providing historical context for issues.

Section V.11 Executive Director. The Executive Director shall, subject to the direction and supervision of the Board of Directors: (i) be the chief executive officer of the Corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) propose, prepare and present to the Board of Directors specific programs and activities that will further the Corporation's purposes; (iii) direct and supervise the implementation of the programs and activities approved by the Board of Directors; and (iv) perform all other duties incident to the office of Executive Director (including hiring and terminating employees, independent contractors, and agents of the Corporation) as from time to time may be assigned to such office by the Board of Directors.

Section V.12 Compensation. Board officers shall not receive compensation for their services as such officers. No Officer shall be prevented from receiving a salary by reason of the fact that the Officer is also a Director. However, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4958 of the Internal Revenue Code, as amended from time to time, or the similar provision of any future tax code ("Code").

COMMITTEES

Section V.13 Committees of Directors. The President may designate and appoint one or more committees of the Board of Directors which shall have and exercise the authority of the Board of Directors as granted in the resolution appointing the committee. The appointment of any such committee and the delegation of authority thereto shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed upon him by law.

Section V.14 Appointment and Powers: The Board of Directors may designate one or more ad hoc committees or task forces, each of which will consist of at least one chair and two or more members. Each committee shall have a chair appointed by the President, or the President may delegate to the committee the authority to appoint its own chair. Committee members may be members of the Board of Directors, or other interested individuals. The studies, findings, and recommendations of all committees will be reported to the Board of Directors for consideration and action, except as otherwise ordered by the Board of Directors.

Section V.15 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until the member's successor is appointed, unless the committee is sooner terminated, such member is removed from the committee, or the member ceases to qualify as a member.

Section V.16 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section V.17 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section V.18 Advisory Committees. The Board, in its discretion, may designate and appoint one or more advisory committees or individual advisors to the Board of Directors (collectively, "Advisors to the Board"). Any such Advisors to the Board shall serve in an advisory capacity only and shall have no right to vote on Board decisions.

Section V.19 Limitations on Authority of a Committee. No committee shall have the authority to amend, alter or repeal Bylaws; elect, appoint or remove any member of a committee or any Director or Officer of the Corporation; amend, alter or repeal any resolution of the Board; or to approve any acts forbidden to be authorized by committees pursuant to the Act.

Section V.20 Advisory Boards. The President may from time to time form one or more advisory boards, committees, auxiliaries or other bodies composed of such members, having such rules of procedure, and having such chair, as the President shall designate. The name, objectives and responsibilities of each such advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the President. An advisory board may provide such advice, service, and assistance to the Board, and carry out such duties and responsibilities for the corporation as may be specified by the President of the Board. No advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the corporation without the express approval of the Board of Directors.

Section V.21 Standing Committees:

(a) Executive Committee: This committee will be chaired by the President of the Corporation and will consist of all other officers of the Corporation. This committee will serve as an advisory group to the Executive Director. The Executive Director will serve as a voting member of the Executive Committee. The Executive Committee shall meet as needed and has the ability to act on behalf of the Board in the governance of the organization upon Board approval. The Executive Committee will forward to the Board any items that require a Board vote. This committee will also focus on board development, including recruiting and recommendation of candidates to the board, board composition, board agreements, board and leadership succession planning, and board self-assessment.

(b) Finance and Compliance Committee: This committee will be chaired by the Treasurer, will focus on financial policy and procedure, including Budget Preparation, Financial Reporting, Financial Controls, Auditor Selection and Tax Form Preparation. The Committee will oversee the staff in development of the annual budget and filing of all necessary financial reports, corporate filings and state solicitation registrations. The committee will develop a Financial Investment Policy and oversee all short and long term investments.

Article VI
CONTRACTS, CHECKS, DEPOSITS, GIFTS AND PROXIES

Section VI.1 Contracts. The Board of Directors may authorize any Officer or Director, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section VI.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officers or agents of the Corporation as the Board of Directors may designate.

Section VI.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, or other depositories as directed by the Board of Directors.

Section VI.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation so long as consistent with the Articles of Incorporation and these Bylaws.

Article VII INDEMNIFICATION

Section VII.1 Indemnification. The Corporation shall indemnify and hold harmless, to the maximum extent permitted by law, any person who is or was a director, officer, agent, member of any committee of the Corporation, fiduciary or employee of the Corporation against any claim, liability or expense arising against or incurred by such person made a party to a proceeding because such person is or was a Director, officer, agent, member of any committee of the Corporation, fiduciary or employee of the Corporation, or because such person is or was serving another entity as a director, officer, partner, employee, fiduciary or agent or member of any committee at the Corporation's request.

Section VII.2 Insurance. The Corporation will purchase and maintain insurance on behalf of a person who is or was a Director, officer, employee, fiduciary, agent or member of any committee of the Corporation, or who, while a Director, officer, employee, fiduciary, agent or member of any committee of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign corporation, nonprofit corporation, or other person or of an employee benefit plan, against liability asserted against or incurred by the person in that capacity or arising from the person's status as a Director, officer, employee, fiduciary, agent or member of any committee of the Corporation.

Section VII.3 Limitation. Notwithstanding any other provision of this Article 8, the Corporation shall not indemnify any person or 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, 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 VIII AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Directors at any regular or special meeting of the Board of Directors if proper notice is given pursuant to Article IV; provided, however, that these Bylaws may not be amended in a manner which is inconsistent with the Articles of Incorporation or which would disqualify the

Corporation under §501(c)(3) of the Code. Such notice shall summarize the proposed changes to be made.

Article IX STANDARDS OF CONDUCT

Section IX.1 General Standards of Conduct. Each Director shall discharge their duties as a Director including duties as a member of a committee of the Board, and each Officer shall discharge their appointed duties, (i) in good faith, (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (iii) in a manner the Officer or Director reasonably believes to be in the Corporation's best interests.

Section IX.2 Reliance on Information. In discharging his or her duties, a Director or Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by (i) one or more Officers or employees of the Corporation whom the Director or Officer reasonably believes to be reliable and competent in the matter presented, (ii) legal counsel, a certified public accountant, or another person as to matters the Director or Officer reasonably believes are within such person's professional or expert competence, or (iii) in the case of a Director, a committee of the Board of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director or Officer is not acting in good faith if the Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 10.2 above unwarranted.

Section IX.3 Conflicts of Interest. The Board shall adopt a Conflict of Interest Policy. A Director shall promptly disclose to the Board the material terms of any proposed transaction or action involving the Corporation with respect to which such Director may have a conflict of interest. The disclosure shall include all material facts regarding the terms of the transaction, and any relationship that the Director may have with other parties involved in the transaction. Should a conflict of interest exist, the Board shall comply with the requirements of the Act and its duly adopted Conflict of Interest Policy.

Section IX.4 Compliance with Standards of Conduct. A Director or Officer is not liable in his or her capacity as a Director or Officer to the Corporation for any action taken or omitted to be taken as a Director or Officer, as the case may be, if, in connection with such act or omission, the Director or Officer performed the duties of the position in compliance with this Article IX.

Article X RECORDS

Section X.1 Minutes, Records, Etc. The Corporation shall keep as permanent records minutes of all meetings of each Board, a record of all actions taken by any Board without a meeting, a record of all actions taken by a committee of any Board in place of such Board on behalf of the corporation, and a record of all waivers of notices of meetings of each Board or any committee of each Board.

Section X.2 Accounting Records. The Corporation shall maintain appropriate accounting records.

Section X.3 Records in Written Form. The Corporation shall maintain its records in written or electronic form.

Section X.4 Records Maintained at Principal Office. The Corporation shall keep a copy of each of the following records at its principal office:

- (c) The articles of incorporation;
- (d) These Bylaws;
- (e) A list of the names and business or home addresses of all current Directors and Officers;
- (f) All financial statements and Forms 990 prepared for periods ending during the last three years;
- (g) The Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- (h) All other documents or records required to be maintained by the Corporation at its principal office under applicable law or regulation.

Article XI MISCELLANEOUS

Section XI.1 Governing Law. These Bylaws shall be deemed to be made under and shall be construed in accordance with the laws of the State of Colorado.

Section XI.2 Captions. All Article titles or captions contained in these Bylaws are for convenience only and shall not be deemed part of the context of these Bylaws.

Section XI.3 Construction. All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, gender non-binary, singular or plural as the identity of the person or persons may require.

Section XI.4 Fiscal Year. The fiscal year of the Corporation is October 1 through September 30.

SECRETARY'S CERTIFICATE

I, the undersigned, being the Secretary of the Board of Directors of Timberline Adult Day Services a Colorado nonprofit corporation (the "Corporation"), do hereby certify that the Bylaws of the Corporation were duly adopted by the Board of Directors effective as of the 29th day of April, 2019.

A true, correct and complete copy of the Bylaws of the Corporation as so adopted and included in the minutes of proceedings referred to above is attached hereto and incorporated herein.

I have hereunto set my hand this 29th day of April, 2019.

By: Lynne M. Mosbaugh
Name: Lynne M. Mosbaugh
Title: Secretary

LORIE L. WILLIAMS
NOTARY PUBLIC • STATE OF COLORADO
Notary Identification #20084006610
My Commission Expires 02/25/2020

Lorie L. Williams