

COLORADO CULTURE CHANGE COALITION, INC.
BYLAWS

ARTICLE I – NAME AND MISSION

The name of this corporation shall be **The Colorado Culture Change Coalition, Inc.** (the “Corporation”). The Corporation seeks to transform the culture throughout the long-term care continuum by affirming the dignity and value of each individual who lives and works in these settings.

ARTICLE II - PURPOSE

- A. To develop collaborative partnerships among all stakeholder corporations, individuals, government departments, and professional associations in the advancement of our mission;
- B. To provide a statewide network of culture change resources for providers and other stakeholders;
- C. To identify systemic issues which undermine improved care delivery, then develop and implement strategies to change them; and
- D. To promote the values, principles, and practices of the culture change movement as the new performance standard throughout Colorado through the identification and dissemination of innovative models of care and facility management.

ARTICLE III – MEMBERSHIP AND GOVERNANCE

- Section 3.1 No Members. The Corporation shall have no members.
- Section 3.2 Powers of Board of Directors. The Board of Directors shall have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Articles of Incorporation.
- Section 3.3 Action by Board of Directors. A vote of the majority of the Directors at a meeting of the Board of Directors shall be an act of the Board of Directors, unless otherwise state herein or under Colorado law.
- Section 3.4 Action by the Board of Directors by Consent. Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.
- Section 3.5 Number of Directors. The number of Directors constituting the entire Board of Directors shall be between nine and twenty as fixed from time to time by the Board. Each Director

shall be at least eighteen years of age. The Board may appoint any Ex-Officio members of the Board, as the Board deems necessary to conduct the business of the Board and communicate with identified stakeholders. Ex-officio members may vote on any business of the Board. The Ex-officio members will not be included in the numbers of Directors and Officers constituting the Board.

- Section 3.6 Director Compensation. No compensation shall be paid to Directors for their services as Directors.
- Section 3.7 Directors Term of Office. Directors shall serve for a period of two years, unless the director resigns or is otherwise removed. One half of the directors (or as close as possible) shall be elected each year at the annual meeting of Directors. Individuals that seek to become a director must be nominated by at least two existing Directors. The nominees receiving the most votes from the Board shall be elected as new Directors. To be eligible for the position of Director, an individual must be fully committed to advancing the purposes of the Corporation.
- Section 3.8 Removal of Director. Any Director may be removed at any time for cause by a vote of a majority of the entire Board at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors then in office. The Director who is subject to removal shall not vote.
- Section 3.9 Resignation of Director. Any Director may resign from office at any time.
- Section 3.10 New Directorship and Vacancies. Any newly created directorships and any vacancies on the Board of Directors may be filled at any meeting of the Board of Directors by a majority of the Directors then in office, and the Directors so elected shall serve through the remaining term of the replaced Director.

ARTICLE IV – OFFICERS, EMPLOYEES and AGENTS

- Section 4.1 Officers. The officers of the Corporation shall be President, First Vice-President, Second Vice-President, Secretary, Treasurer and immediate Past President.
- Section 4.2 Officer Duties. The duties of the respective officers shall be as follows:
- A. President: The President or designee shall preside at all meetings of the Board of Directors. The President shall have general supervision over the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. The President shall have the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties incident to the office of the President, and shall perform such other duties as from time to time may be assigned by the Board of Directors.
 - B. First and Second Vice Presidents: The Vice Presidents shall have such powers and duties as may be assigned by the Board of Directors. In the absence of the President, the Vice

President(s), in the order designated by the Board of Directors, shall perform the duties of the Chairperson.

- C. Secretary: The Secretary or his/her designee shall keep the minutes of the Annual meeting and all meetings of the Board of Directors in books provided for that purpose. He/she or the designee shall be responsible for the giving and serving of all notices of the Corporation, and shall perform all the duties customarily incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned to him or her by the Board of Directors.
- D. Treasurer: The Treasurer shall keep or direct to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At the annual meeting and whenever else required by the Board of Directors, he or she shall render a statement of the Corporation's accounts. He or she shall at reasonable times exhibit the Corporations' books and accounts to any Officer or Director of the Corporation, and shall perform all duties incident to the position of Treasurer, subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.
- E. Immediate Past President: The immediate past president shall provide support, guidance and continuity of the Coalition's programs and policies and serve as the chair of the Nominating Committee.

Section 4.3 Officer Term of Office. The officers shall serve for one or two year terms as designated by the Board of Directors at the time of election. All officers shall be elected by the Board of Directors at the annual meeting unless a vacancy occurs during a term. The nominees receiving the most votes from the Board of Directors for the respective office shall be elected for that office. No person shall hold more than one office at a time.

Section 4.4 Officer Vacancy. If a vacancy in the office of President occurs, the First Vice-President shall automatically become President until an election is held. If a vacancy occurs in any other office, it shall be filled by an interim position by appointment or election by the Board of Directors.

Section 4.5 Employees and Agents. The Board of Directors may from time to time appoint such agents and employees as it shall deem necessary, each of who shall hold such position for the period of time determined by the Board of Directors. Each agent or employee shall have such authority, perform such duties and receive such compensation, if any, as the Board of Directors may determine from time to time. No employee or agent need be a Director of the Corporation. To the full extent allowed by law, the Board of Directors may delegate to any Officer or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

Section 4.6 Removal of Officers, Employees and Agents. Any Officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the entire Board of Directors.

ARTICLE V – MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1 Regular Meetings. The regular business meetings of the Board of Directors of the Corporation shall be held at least quarterly.

Section 5.2 Annual Meeting. The Board of Directors shall hold an Annual Meeting for the purpose of electing new officers for the following year, and for any other business that may arise.

Section 5.3 Quorum. A quorum shall be necessary to conduct business at a meeting of the Board of Directors. A quorum shall be no less than fifty percent (50%) of the Board of Directors.

Section 5.4 Nomination of Officers. A slate of nominees for all offices shall be presented at the Annual Meeting. The immediate past President will chair the nominating committee and develop the slate of officers. The voting for officers shall be by secret ballot at the Annual Meeting.

Section 5.5 Special Meetings. Special meetings of the Board of Directors may be called by the President, and shall be called upon the written request of three (3) members of the Board of Directors.

Section 5.6 Notice of Meetings. Notice of the time and place of each regular or special meeting of the entire Board shall be mailed to each Director within 10 business days for a teleconference and 20 calendar days for an in-person meeting, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary) or sent by facsimile or electronic mail; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given by telephone. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. No notice need be given of any adjourned meeting.

Section 5.7 Electronic Participation at Meeting. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VI- COMMITTEES

Section 6.1 Standing Committees. The following shall be standing committees:

- a. Development Committee

- b. Finance Committee
- c. Nominating Committee

- Section 6.2 Chairpersons. The President shall appoint chairpersons of committees, except for those committees that are chaired by designated officers of the Corporation. The President, with the approval of the Board of Directors, may name co-chairs for any standing committee. With the approval the Board of Directors, an individual may serve as chair or co-chair of more than one standing committee.
- Section 6.3 Ad Hoc Committees. Ad hoc committees may be created as determined from time to time by the Board of Directors. Chairpersons (including co-chairs) of such committees shall be nominated by the President and approved by the Board of Directors. Ad hoc committees shall function for the time required to accomplish their stated purposes.
- Section 6.4 President as Ex-Officio Committee Member. The President shall be an ex-officio member of all committees except the Nominating Committee.
- Section 6.5 Committee Reports. Each chairperson, or his/her designee, shall submit a written report to the President prior to the Annual Meeting and shall make an oral report to the Directors at the Annual Meeting.
- Section 6.6 Removal of Committee Member. Any committee member may be removed at any time for cause by a vote of a majority of the entire Board at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors then in office.
- Section 6.7 Resignation of Committee Member. Any committee member may resign from his or her committee at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or its President. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective.

ARTICLE VII - CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

- Section 7.1 Banking Relations. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.
- Section 7.2 Investment of Corporate Funds. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

ARTICLE VIII - FISCAL POLICIES

- Section 8.1 Fiscal Year. The fiscal year of the corporation shall be from January 1 to December 31.

Section 8.2 No Self Dealing. No one may profit financially from affiliation with the Corporation by sales or solicitation at meetings or workshops; however, the Corporation may contract with individuals in their professional capacities.

Section 8.3 Dissolution and Liquidation. In the event of dissolution of the Corporation, all of its assets and funds shall be distributed to tax-exempt Corporations, preferably Colorado corporations, as the Board of Directors may determine, in compliance with Section 501(c)(3) of the Internal Revenue Code and other applicable federal or state statutes or regulations.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised, shall govern meetings of this Corporation in all cases in which they are not inconsistent with these bylaws.

ARTICLE X – CONFLICT OF INTEREST

Section 10.1 Disclosure of Conflict of Interest. Any possible conflict of interest on the part of any Director or Officer shall be disclosed in writing to the Board each time a conflict arises, except for a continuing disclosed conflict, whenever any contract or transaction involving a conflict becomes a matter of Board action.

Section 10.2 Disqualification from Voting. Any Director having a possible conflict of interest in any contract or transaction being considered at a meeting of the Board shall give prompt, full and frank disclosure of his or her interest to the Board prior to its acting on such contract or transaction. The Board shall thereupon determine by majority vote whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate in the discussions or the deliberations with respect to such contract or transaction (other than to present factual information or to respond to questions). Such person may, at the discretion of the Board, remain present for the discussion. Such person shall neither be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion nor shall such person be allowed to vote on the matter. This section shall not be construed so as to prevent the interested Director from briefly stating his/her position regarding the contract or transaction, nor from answering pertinent questions of the Directors, since his or her knowledge may be of assistance. The minutes of the meeting shall record compliance with these requirements.

ARTICLE XI - AMENDING BYLAWS

The bylaws can be amended at any regular meeting of the Board of Directors by a majority vote of the members present.

ARTICLE XII - INDEMNIFICATION

Section 12.1. Definitions. For the purposes of this Article XII, the following terms shall have the following respective meanings:

A. “Corporation” includes any domestic or foreign entity that is a predecessor of the Corporation by reason of a merger or other transaction in which the predecessor’s existence ceased upon consummation of the transaction.

B. “Director” means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation’s request as a director, officer, partner, trustee, employee, fiduciary, or agent of another domestic or foreign corporation or other person or of an employee benefit plan. A director is considered to be serving an employee benefit plan at the Corporation’s request if his or her duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. “Director” includes, unless the context requires otherwise, the estate or personal representative of a director.

C. “Expenses” includes attorney fees.

D. “Liability” means the obligation incurred with respect to a proceeding to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses.

E. “Official capacity” means, when used with respect to a director, the office of director in the Corporation, and, when used with respect to a person other than a director as contemplated in Section 12.1(B), the office of the Corporation held by the officer or the employment, fiduciary, or agency relationship undertaken by the employee, fiduciary, or agent on behalf of the Corporation. “Official capacity” does not include service for any other domestic or foreign corporation or other person or employee benefit plan.

F. “Party” includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.

G. “Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.

Section 12.2. Permissible Indemnification of Directors.

A. Except as provided in Section 12.2(D), the Corporation shall indemnify a person made a party to a proceeding because the person is or was a director against liability incurred in the proceeding if:

i. the person conducted himself or herself in good faith; and

ii. the person reasonably believed:

(a) in the case of conduct in an official capacity with the Corporation, that his or her conduct was in the Corporation's best interests; and

(b) in all other cases, that his or her conduct was at least not opposed to the Corporation's best interests; and

iii. in the case of any criminal proceeding, the person had no reasonable cause to believe his or her conduct was unlawful.

B. A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement of Section 12.2(A)(ii)(b). A director's conduct with respect to an employee benefit plan for a purpose that the director did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of Section 12.2(A)(i).

C. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section 12.2.

D. The Corporation may not indemnify a director under this Section 12.2:

i. in connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or

ii. in connection with any other proceeding charging that the director derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeding the director was adjudged liable on the basis that he or she derived an improper personal benefit.

E. Indemnification permitted under this Section 12.2 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section 12.3. Mandatory Indemnification of Directors. The Corporation shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director, against reasonable expenses incurred by him or her in connection with the proceeding.

Section 12.4. Advance of Expenses to Directors.

A. The Corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

i. the director furnishes to the Corporation a written affirmation of the director's good faith belief that he or she has met the standard of conduct described in Section 12.2;

ii. the director furnishes to the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct; and

iii. a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article VII.

B. The undertaking required by Section 12.4(A)(ii) shall be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

C. Determinations and authorizations of payments under this Section 12.4 shall be made in the manner specified in Section 12.6.

Section 12.5. Court-Appointed Indemnification of Directors. A director who is or was a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification in the following manner:

A. If it determines that the director is entitled to mandatory indemnification under Section 12.3, the court shall order indemnification, in which case the court shall also order the Corporation to pay the director's reasonable expenses incurred to obtain court-ordered indemnification.

B. If it determines that the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director met the standard of conduct set forth in Section 12.2(A) or was adjudged liable in the circumstances described in Section 12.2(D), the court may order such indemnification as the court deems proper; except that the indemnification with respect to any proceeding in which liability shall have been adjudged in the circumstances described in Section 12.2(D) is limited to reasonable expenses incurred in connection with the proceeding and reasonable expenses incurred to obtain court-ordered indemnification.

Section 12.6. Determination and Authorization of Indemnification of Directors.

A. The Corporation may not indemnify a director under Section 12.2 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the

standard of conduct set forth in Section 12.2. The Corporation shall not advance expenses to a director under Section 12.4 unless authorized in the specific case after the written affirmation and undertaking required by Sections 12.4(A)(i) and 12.4(A)(ii) are received and the determination by Section 12.4(A)(iii) have been made.

B. The determination required by Section 12.6(A) shall be made:

i. by the Board of Directors by a majority vote of those present at a meeting at which a quorum is present, and only those directors not parties to the proceeding shall be counted in satisfying the quorum; or

ii. if a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors designated by the Board of Directors, which committee shall consist of two or more directors not parties to the proceeding; except that directors who are parties to the proceeding may participate in the designation of directors for the committee.

C. If a quorum cannot be obtained as contemplated in Section 12.6(B)(i), and a committee cannot be established under Section 12.6(B)(ii) if a quorum is obtained or a committee is designated, if a majority of the directors constituting such quorum or such committee so directs, the determination required to be made by Section 12.6(A) shall be made:

i. by independent legal counsel selected by a vote of the Board of Directors or the committee in the manner specified in Sections 12.6(B)(i) or 12.6(B)(ii), or, if a quorum of the full board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board of Directors; or

ii. by a majority vote of the Organizational Members.

D. Authorization of indemnification and advance of expenses shall be made in the same manner as the determination that indemnification or advance of expenses is permissible; except that, if the determination that indemnification or advance of expenses is permissible is made by independent counsel, authorization of indemnification and advance of expenses shall be made by the body that selected such counsel.

Section 12.7. Indemnification of Officers, Employees, Fiduciaries, and Agents.

A. An officer is entitled to mandatory indemnification under Section 12.3 and is entitled to apply for court-ordered indemnification under Section 12.5, in each case to the same extent as a director;

B. The Corporation may indemnify and advance expenses to an officer, employee, fiduciary, or agent of the Corporation to the same extent as to a director; and

C. The Corporation may also indemnify and advance expenses to an officer, employee, fiduciary, or agent who is not a director to a greater extent than is provided in these Bylaws, if not inconsistent with public policy, and if provided for by general or specific action of its Board of Directors or shareholders or by contract.

Section 12.8. Insurance. The Corporation may purchase and maintain insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the Corporation, or who, while a director, officer, employee, fiduciary, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of another domestic or foreign 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 his or her status as a director, officer, employee, fiduciary, or agent, whether or not the Corporation would have power to indemnify the person against the same liability under Sections 12.2, 12.3, or 12.12. Any such insurance may be procured from any insurance company designated by the Board of Directors, whether such insurance company is formed under the laws of this state or any other jurisdiction of the United States or elsewhere, including any insurance company in which the Corporation has an equity or any other interest through stock ownership or otherwise.

Section 12.9. Notice to Organizational Members of Indemnification of Director. If the Corporation indemnifies or advances expenses to a director under this Article VII in connection with a proceeding by or in the right of the Corporation, the Corporation shall give written notice of the indemnification or advance to the Organizational Members with or before the notice of the next member meeting.

Section 12.10. Nonexclusivity. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any bylaw, agreement, resolution of disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

ARTICLE XIII - OFFICES

Section 13.1 Principal Office. The principal office of the corporation in the State of Colorado shall be located at 12136 W. Bayaud Avenue, Suite 200, Lakewood, CO 80228. The corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Section 13.2 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 Revised Nonprofit Corporation Act (the "Act"). The registered office may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office and designation of the registered agent may be changed from time to time by the Board of Directors.

ARTICLE XIV - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and business or home addresses of the Board of Directors. All books and records of the corporation may be inspected by any director or director's agent or attorney for any proper purpose at any reasonable time.

These bylaws were adopted by the Board of Directors on this 8th day of October, 2003.