



## **Bylaws of the Colorado Coalition Against Sexual Assault (CCASA)**

### **Article I. Name, Office, and Registered Agent**

#### Section 1. Name

The name of the corporation shall be and is the Colorado Coalition Against Sexual Assault, herein after referred to as CCASA.

#### Section 2. Principal Office

The principal office of the Colorado Coalition Against Sexual Assault (CCASA) shall be in the State of Colorado.

#### Section 3. Registered Office and Agent.

The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Colorado, as required by the State of Colorado Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

### **Article II. Statements of Purpose and Mission**

#### Section 1. Statement of Purpose

The purposes for which CCASA has been established are set forth in the Articles of Incorporation. CCASA's purpose is to work for the elimination of sexual violence, sharing expertise, experience, and knowledge, and providing mutual strength and support to groups and individuals working against sexual assault and with sexual assault victims. Additionally, the corporation will serve as the collective voice of sexual assault service providers in Colorado to secure funding, and to influence public policy and opinion on behalf of its members as it relates to the needs of all sexual assault victims.

#### Section 2. Statement of Mission

The Colorado Coalition Against Sexual Assault (CCASA) is a membership organization promoting safety, justice, and healing for survivors while working toward the elimination of sexual violence.

#### Section 3. Exempt Status

Notwithstanding any other provision of these articles, CCASA shall not carry on any activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the

Internal Revenue Code or by a corporation, contributions to which are deductible under Section 17(c)(2) of the Internal Revenue Code.

### **Article III. Structure**

#### Section 1. Organization of Policy

CCASA shall have two main policy-making bodies, which are the Members and the Board of Directors. The Members shall elect the Board of Directors.

#### Section 2. Regions

The State of Colorado shall be divided into five (5) regions and each region should have representation on the Board of Directors. The regions are as follows: Northwest, Southwest, Northeast, Southeast, and the Central/Denver Metropolitan Area.

#### Section 3. Membership

The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms and other conditions of each class of member. Any Member whose conduct is deemed detrimental to the purposes of CCASA may be removed from membership by a majority vote of the Board of Directors at any Regular or Special Meeting. There shall be the following classes of members:

**Individuals:** Individual members shall consist of those individuals who agree with the statement of purpose and commit to the statement of mission as it is expressed in Article II of these Bylaws and who meet any additional requirements for individual membership as may be imposed by the Board of Directors.

**Agencies:** Agency members shall consist of any program in Colorado that either provides services to sexual assault victims or works to prevent sexual assault, that agrees with the statement of purpose and commits to the statement of mission as expressed in Article II of these Bylaws, and that meets any additional requirements for agency membership as may be imposed by the Board of Directors.

#### Section 4. Voting Rights

Only members in good standing shall have the right to vote at meetings of the members on those items specified in Article IV below, as well as to vote on such other issues as the Board of Directors may choose to bring before the members.

#### Section 5. Dues

Members shall be required to pay annual dues. Membership shall approve (usually at the Annual Meeting if possible) the amount of the dues to be collected each fiscal year based on the Board of Directors' recommendation. Expenditure of the dues collected will be to further the purposes of this organization.

### **Article IV. Meetings of the Membership**

#### Section 1. Regular Meetings of the Members

Regular meetings of the members shall be held at least one (1) time annually, herein after referred to as the Annual Meeting. Membership meetings may be held more frequently when deemed necessary by the Executive Director, Board of Directors, or members. Written notice of any meeting of the members shall be provided to all members not less than thirty (30) business days prior to the day on which the meeting is to be held. Notice will state date, time, and location of the meeting.

#### Section 2. Annual Meeting of the Members

The purpose of the Annual Meeting shall be to elect the Board of Directors if necessary and appropriate, and to transact other business as may come before the members. The Board of Directors shall determine the agenda for the Annual Meeting. Any member who so desires may submit agenda items to the Board of Directors for consideration. The Annual Meeting may be held via conference call or similar telecommunications device when necessary in order to facilitate statewide participation.

#### Section 3. Special Meetings

Special meetings of the members may be called at any time by order of the Board of Directors, or by a petition signed by one-third (1/3) of the members, setting forth the date, time, and location at which a special meeting will be held and the general nature of the business to be transacted at the meeting. The petition must be received by the Board of Directors Chairperson or Executive Director not less than ten (10) business days prior to the date specified in the petition for the special meeting. The Chairperson or Executive Director will notify all members not less than five (5) business days prior to the day on which the meeting is to be held. Business transacted at the special meetings shall be confined to the subject(s) stated in the notice and matters pertaining thereto.

#### Section 4. Voting

Members of the Coalition shall have three (3) votes per Agency Member in good standing and one (1) vote per Individual Member in good standing. Two-thirds (2/3) of the total number of current, voting-eligible members shall constitute a quorum for the transaction of business at any meeting of the members. In the absence of a quorum, no formal votes shall be taken. A majority (51%) of the votes cast at a meeting at which a quorum is present shall constitute the action of the members. Each Agency Member shall designate one (1) spokesperson for placing their votes. Each Member may only be a spokesperson for one (1) agency.

#### Section 5. Voting by Written Ballot

Any action which may be taken at any annual or special meeting of the members (including the election of directors) may be taken without a meeting if CCASA delivers a written ballot to every member entitled to vote on the matter. Voting by written ballot shall be permitted to the fullest extent allowed by law, and shall be conducted as follows:

- a. The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
- b. The number of ballots received by CCASA must equal or exceed the quorum that would have been required had there been a meeting (i.e., CCASA must receive a valid ballot from two-thirds (2/3) or more of its current, voting-eligible members).

- c. Unless otherwise indicated in these Bylaws, a majority (51%) of the affirmative votes cast by ballot shall constitute the action of the members with respect to each matter on the ballot.
- d. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by CCASA in order to be counted.
- e. To the fullest extent allowed by state law, written ballots may be delivered to members, and received from members, by electronic mail.

#### Section 6. Voting By Proxy

Any member shall be entitled to vote at membership meetings by proxy. Verbal or written authorization, executed by the member or the member's duly authorized alternate, must be filed with a member of the Board of Directors Executive Committee prior to voting. The proxy becomes void if the member personally attends the meeting for which the proxy was given. A duly executed proxy does not continue in force, and is automatically revoked, at the adjournment of the meeting for which it was executed. The Secretary will enter this action into the minutes of the meeting of the Coalition.

### **Article V. Board of Directors**

#### Section 1. General Powers

There shall be a Board of Directors of CCASA, which shall implement the affairs of and oversee the funds and property of CCASA, except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws. The Board of Directors may adopt any rules and regulations necessary to accomplish these tasks provided that actions taken by the Board of Directors shall not be in opposition to, or in modification of, the purposes of CCASA. The Board of Directors may create such task forces, work groups, standing committees, and ad hoc committees from members of CCASA as it shall deem necessary.

#### Section 2. Numbers and Qualifications

The Board of Directors shall be composed of at least three (3) members and not more than fifteen (15) members. Members of the Board of Directors are selected based on criteria recommended and approved by the Board of Directors. Directors of CCASA shall be Individual or Agency Members of CCASA and be elected by the entire Membership according to the procedures outlined in Article IV of these Bylaws.

#### Section 3. Composition

The Board of Directors will be comprised of a Chairperson, Vice Chairperson, Secretary, Treasurer, and representatives of the community at large. Sexual assault victim service providers shall represent at least one-quarter (25%) of the Board of Directors. Each of the five (5) regions recognized by CCASA should be represented when possible.

#### Section 4. Elections

The election of the Board of Directors should take place at the Annual Meeting of the members or when necessary to fill a director vacancy. The Board of Directors shall perform an initial



screening of applications to ensure that applicants are qualified and well-suited for the Board of Directors position before forwarding them to Membership for a vote. Members must be provided at least ten (10) business days notice of the election if it takes place at a meeting of members, or be provided with at least ten (10) business days to place their vote via email. Directors shall be elected by a majority (51%) of the Membership present or voting by proxy.

#### Section 5. Vacancies

Any vacancy on the Board of Directors shall be filled by vote of the majority (51%) of the Membership present or voting by proxy where quorum is present or reached. The new director shall hold the position for the unexpired term of the predecessor.

#### Section 6. Terms of Office

Each director shall be appointed to serve a term of two (2) years. Newly elected directors may be appointed by the Board Chairperson to a term of up to thirty-six (36) months in order to maintain staggered terms. No director's term shall automatically renew. Each director, at their option, may stand for reelection at the conclusion of their term. Each director fulfilling the requirements of participation on the Board of Directors, as set forth in these Bylaws, is eligible for re-nomination to successive terms. No person shall hold a director position for more than three (3) successive terms, not to exceed six (6) years. Following one's term limit, an individual must exit the Board of Directors for a minimum of two (2) years before applying for a new director position.

#### Section 7. Resignation of Directors

Any director may resign at any time by delivering written notice of resignation to a member of the Executive Committee at least thirty (30) days prior to the effective resignation date.

#### Section 8. Removal of Directors

Any director may be removed, with or without cause, by an affirmative vote of the majority of directors present at any regular or special Board of Directors meeting where quorum is present. Grounds for removal may include, but are not limited to, persistent absence, consistent non-performance of the duties of the position or office, or impeding in any way the stated purpose and philosophy of CCASA. Persistent absence is defined as failure to attend three (3) meetings per year without a justifiable reason and prior notification to the Executive Director or Executive Committee of the Board of Directors. At least ten (10) business days prior to any meeting at which there will be discussion and/or voting on the removal of any director, both the director in question and the entire Board of Directors shall be notified in writing of the purpose of the meeting.

#### Section 9. Compensation

Directors receive no monetary compensation for their Board of Directors duties. Directors may receive reasonable traveling expense reimbursement for attendance at meetings. Reimbursement for any such expenses shall be determined by the Board of Directors and prior approval from the Executive Director is necessary.

#### Section 10. Meetings of the Board of Directors

- a. The Board of Directors shall meet a minimum of six (6) times each year. Location of the meetings will be established annually. Written notice of the meeting, including date, time,

and location, shall be provided to all directors no less than ten (10) business days prior to the date of the meeting.

- b. Any two (2) directors may call a special meeting of the Board of Directors, and written notice shall be provided to each director not less than two (2) business days prior to the meeting.
- c. Except where the Board of Directors meeting is designated in advance by the Chairperson as “in-person attendance required,” any director may participate in a meeting of the Board of Directors by means of a conference call or similar telecommunications device. Approved participation by telephone or similar telecommunications device shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.
- d. Meeting agendas shall be provided to all directors no less than three (3) business days in advance. Meeting minutes shall be provided to all directors within three (3) business days of the meeting.
- e. Meetings of the Board of Directors shall be open to all CCASA members.
- f. The Board of Directors may enter into Executive Session at the request of any director.

#### Section 11. Quorum & Voting

Except as otherwise expressly required by law, the Article of Incorporation, or these Bylaws, two-thirds (2/3) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date. When quorum is reached, the affirmative vote of a majority (51%) of directors present at a meeting of the Board of Directors shall be the act of the Board of Directors. Each Director shall have one vote. Voting by proxy shall not be permitted.

#### Section 12. Action Without Meeting

Any action required to be taken at a meeting of the Board of Directors (including any action required by law or otherwise to be taken by resolution of the Board of Directors), may be taken without a meeting if written consent, setting forth the action to be taken, is signed by all the Directors and filed with the minutes of the subsequent meeting of the Board of Directors. All directors need not sign the same document. Such consent may be obtained by electronic communication such as e-mail or fax. The affirmative votes must equal or exceed the minimum number necessary to take action at a meeting at which all of the directors then in office were present and voted.

#### Section 13. Conflicts of Interest

There shall be a Conflict of Interest policy formally adopted by the Board of Directors. This policy shall be reviewed and signed by each director annually.

## **Article VI. Officers**

### Section 1. Composition

The Officers of the Board of Directors shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer. Other assistant officers may be elected as deemed necessary by the Board of Directors, and such officers shall have the authority prescribed by the Board of Directors. One individual may hold more than one office, other than the offices of Chairperson and Secretary.

### Section 2. Election of Officers

Officers shall be elected by the Board of Directors at any regular or special meeting of the Board of Directors, or when necessary to fill an officer vacancy, utilizing voting procedures as outlined in Article V of these Bylaws.

### Section 3. Term of Office

Officers shall hold office for one (1) year or until their respective successors shall have been duly elected. No officer's terms shall automatically renew. Each officer, at their option, may stand for reelection at the conclusion of his or her term. Each officer fulfilling the requirements of participation on the Board of Directors, as set forth in these Bylaws, is eligible for re-nomination to a successive term. No person shall hold the same office for more than two (2) consecutive terms, or two (2) years, unless a successor has not been named, in which case a Board vote is required to extend the term limit for a maximum of one-year increments.

### Section 4. Resignation

Any officer may resign from such office at any time by delivering written notice of resignation, at least thirty (30) days prior to the effective resignation date, to a member of the Executive Committee. Resignation from office does not suffice as resignation from the Board of Directors.

### Section 5. Removal

Any officer may be removed, with or without cause, by an affirmative vote of the majority of directors present at any regular or special Board of Directors meeting where quorum is present. At least ten (10) business days prior to any meeting at which there will be discussion and/or voting on the removal of any officer, both the officer in question and the entire Board of Directors shall be notified in writing of the purpose of the meeting.

### Section 6. Vacancies

A vacancy in any office shall be filled by vote of the majority of directors present at any regular or special Board of Directors meeting where quorum is present. The new officer shall hold office for the unexpired term of the predecessor. This time period shall not be considered part of the two (2) consecutive term limit as described in Section 3 above.

### Section 7. Powers and Duties

Officers shall exercise the powers and perform the duties and functions as stated below, respectively, and as may be assigned to them by the Board of Directors.

- a. Chairperson: The Chairperson is the active executive officer of the organization and exercises oversight over the business of the organization in partnership with the full Board of Directors and the Executive Director. See *Board of Directors Job Description: Chairperson* (separate document) for further duties and responsibilities.
- b. Vice Chairperson: The role of the Vice Chairperson is to encourage and assist communications within the Board of Directors, among its committees, and between the Board of Directors and Staff. The Vice Chairperson will perform other duties as delegated by the Board of Directors Chairperson and in the Chairperson's absence, shall be vested with the powers and duties of the Chairperson. See *Board of Directors Job Description: Vice Chairperson* (separate document) for further duties and responsibilities.
- c. Secretary: The principal responsibility of the Secretary is to produce accurate, complete, and unbiased minutes. In addition to minutes, the Secretary has general responsibility for ensuring that all notices are duly given, keeping a register of contact information for the Board of Directors, and ensuring that all Board of Directors files and archives are properly maintained. See *Board of Directors Job Description: Secretary* (separate document) for further duties and responsibilities.
- d. Treasurer: The Treasurer manages, with the Finance Committee, the Board of Directors' review of, and action related to, the Board's fiscal responsibilities. The Treasurer works directly with CCASA's bookkeeper/accountant and Executive Director to develop, and ensure implementation of, sound financial policies and procedures. The Treasurer ensures that the rest of the Board of Directors is well-versed on important financial issues. See *Board of Directors Job Description: Treasurer* (separate document) for further duties and responsibilities.

## **Article VII. Committees**

### Section 1. Committee Creation and Authority

The Board of Directors shall have the authority to create such committees as they deem appropriate and necessary to govern the affairs of the Coalition.

- a. The committees shall consist of such number, and have such purpose, as determined by the Board of Directors.
- b. Directors shall identify committee preference at the first meeting of the Board of Directors following annual elections.
- c. Committee chairpersons shall be appointed by the Board Chairperson with the guidance of the Board of Directors except where designated by these Bylaws.
- d. No committee shall have the authority to (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any director, officer or employee of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the



corporation; or (h) amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it, him or her by law.

## Section 2. Standing Committees

The following shall be considered standing committees of the Board of Directors: Executive, Finance, and Fundraising.

- a. **Executive Committee:** The Executive Committee shall be chaired by the Chairperson of the Board of Directors and shall consist of the Chairperson, Vice Chairperson, Treasurer, and Secretary. The Executive Director is a non-voting member of the Executive Committee. The Executive Committee shall have and may exercise all the authority of the Board of Directors except as otherwise determined by the Board of Directors. See *Executive Committee Charter* (separate document) for further duties and responsibilities.
- b. **Finance Committee:** The Finance Committee shall be chaired by the Treasurer of the Board of Directors and shall oversee regular Board review of the organization's financial operations. The Executive Director is a non-voting member of the Finance Committee. See *Finance Committee Charter* (separate document) for further duties and responsibilities.
- c. **Fundraising Committee:** The Fundraising Committee shall be chaired by a director as appointed by the Board Chairperson. The Fundraising Committee shall collaborate with the Staff to organize and assist with fundraising activities in order to ensure the financial sustainability of the organization. The Executive Director is a member of the Fundraising Committee. See *Fundraising Committee Charter* (separate document) for further duties and responsibilities.

## Section 3. Ad Hoc Committees

The Board of Directors may at any time appoint such other ad hoc committees not having or exercising the authority of the Board of Directors as it may deem necessary to assist in its work. The resolution establishing such committees shall state the purpose, timeline and authority of each committee. All ad hoc committees shall be chaired by a director.

## Section 4. Membership Committees

The Executive Directors shall establish Membership Committees as desirable or necessary for the conduct of the Coalition's business. Committee members, including chairpersons, must be Coalition members and approved by the Executive Director. Each committee is assigned a staff person by the Executive Director. Directors may serve as committee members but shall not carry Board of Directors authority in their position as a committee member. The only standing membership committee is the Public Policy Committee, which includes a Board Liaison as appointed by the full Board of Directors.

## **Article VIII. Finances**

### Section 1. Fiscal Year

The fiscal year of CCASA shall be the calendar year.

### Section 2. Use of Funds

CCASA shall use its funds only to accomplish the purposes specified in Article II of these Bylaws, and as provided for in these Bylaws and any Policies and Procedures adopted by the Board of Directors.

### Section 3. Tax Status

CCASA is chartered as a tax-exempt nonprofit organization; therefore, the income proposed by the Board of Directors will be established and maintained accordingly. The goals for the appropriate level of income, expenditures, and the proposed operating balance or cash reserves, shall be established by the Board of Directors.

### Section 4. Loans and Indebtedness

No loans or other forms of indebtedness shall be contracted on behalf of CCASA unless authorized by a resolution of the Board of Directors.

### Section 5. Financial Policies

There shall be Financial Policies formally adopted by The Board of Directors which shall direct all fiscal operations of CCASA. The Board of Directors shall review such policies annually.

## **Article IX. Dissolution and Disposition of Corporate Assets**

Dissolution of CCASA shall only occur by unanimous vote of the Board of Directors. Upon the dissolution of the corporation and after the provision for payment of all the liabilities of the corporation, the Board of Directors shall dispose of all the assets of the corporation exclusively for the purposes of the corporation, or to organizations that are then qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code and whose purposes and objectives are similar to those of CCASA. Such organization(s) shall be designated by two-thirds (2/3) majority vote of the full CCASA Board of Directors. Any assets not so disposed of shall be disposed of as provided in the Articles of Incorporation.

## **Article X. Indemnification**

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or where appropriate may itself undertake the defense of any director, officer or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

## **Article XI. Amendments to the Bylaws**

### Section 1. Amendment Procedures

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of a majority (51%) of all of the votes entitled to be cast by CCASA members. Quorum for Bylaw revision proposals shall be two-thirds (2/3) of current, voting-eligible members.

### Section 2. Origination of Proposed Amendments

Proposed changes to these Bylaws may be submitted at any time by any CCASA member or director, provided they are submitted in writing to the Executive Committee no less than ten (10) business days prior to the date designated for voting on the proposed change(s). Such notice shall include the current bylaw and precise wording of the proposed revision or new bylaw.

### Section 3. Effective Date of Change

Changes in CCASA Bylaws will become effective immediately upon approval of the Membership.

## **CERTIFICATION**

Bylaws adopted this 7<sup>th</sup> day of May, 2012.

Lili Derrickson  
Secretary, Colorado Coalition Against Sexual Assault