



SUPPORTING PEOPLE
WITH DISABILITIES

*We believe in a life of opportunity, of choice, and of dignity
for every individual, regardless of age or ability.*

*The Mission of Foothills Gateway, Inc. is to advocate for and empower
individuals with disabilities to lead lives of their choice.*

**Board of Director's
Agenda
January 20, 2015
7:00pm**

BOARD PICTURE

MEETING CALLED TO ORDER

Open Forum-Please limit presentations to 10 minutes

CONSENT AGENDA

Approval of Minutes – November 18, 2014 & December 22, 2014

Sunshine Law Meeting Postings

Awareness Day Attendance – February 18th

FINANCIAL REPORT

OLD BUSINESS

Draft Bylaws and Articles of Incorporation for Review

NEW BUSINESS

Board of Directors E-mails

Board Membership Application Recommendation – Linda Drees

Foundation Donation Designation

Residential Update

Elected Official of the Year

EXECUTIVE SESSION

Pursuant to 24-6-402(3)(a)(II) (state agency) or 24-6-402 (4)(b) (local agency) to discuss legal matters and receive legal advice

ADJOURNMENT

Strengthening Community Through Efficient & Effective Service Delivery

Please join Alliance, our member Community Centered Boards and Program Approved Service Agencies, people receiving services, and their families for lunch at the Denver Art Museum. Learn where Colorado stands compared to other states in intellectual and developmental disability services and how technology can improve quality of life for people receiving services.



Save the Date for...

Awareness Day for Individuals with Intellectual and Developmental Disabilities

When : Wednesday, February 18, 2015

Where : Awareness Day Luncheon at the Denver Art Museum
North Building of Ponti Hall, 100 West 14th Avenue Parkway, Denver, CO

Agenda : 9:00am - Two individuals with Intellectual and Developmental Disabilities will lead the Pledge of Allegiance in the House and Senate Chambers at the Colorado State Capitol Building

12:00pm – 1:30pm – Lunch, special presentation by David Braddock, Ph.D. and the annual Direct Support Professional Award recognition at the Denver Art Museum

RSVP : by January 30, 2015 to Kylie Kampbell, 303-832-1618 ext 12
or kkampbell@alliancecolorado.org

Alliance is an association dedicated to strengthening community services and supports for people with intellectual and developmental disabilities by collaboratively advancing innovative policies and practices.

FOOTHILLS GATEWAY, INC.

Preliminary Financial Reports
for the 6 months ending December 31, 2014

MONTHLY FINANCIAL HIGHLIGHTS

- * Revenues are 5.2% under YTD Budget
- * Expenses are 8.0% under YTD Budget
- * Net Loss is \$400,251 less than YTD Budgeted Net Loss

Financial Status	at June 30, 2014	at December 31, 2014	Incr (Decr)
Total Assets	\$11,937,465	\$10,752,927	(\$1,184,538)
Total Liabilities	\$1,844,071	\$1,494,193	(\$349,878)
Net Assets (Fund Balances)	\$10,093,394	\$9,258,734	(\$834,660)
Working Capital	\$5,234,720	\$4,553,554	(\$681,166)

Current Year Financial Performance at 5 months / 41.7% of annual revenue and expense

	Actual Year to Date	YTD Budget	% Actual to YTD Budget	Annual Budget	% Actual to Annual Budget
Revenues					
State/Medicaid Funds	\$9,397,634	\$9,964,206	94.3%	\$19,930,765	47.2%
Vocational Income	195,883	165,402	118.4%	330,804	59.2%
Public Support	153,069	114,660	133.5%	241,520	63.4%
Larimer County Mill Levy	89,751	120,579	74.4%	3,227,095	2.8%
Other	255,010	275,382	92.6%	552,268	46.2%
Total Revenue	\$10,091,348	\$10,640,229	94.8%	\$24,282,452	41.6%
Expenses					
Salaries, Taxes & Benefits - Staff	\$4,887,615	\$5,370,094	91.0%	\$11,035,059	44.3%
Salaries, Taxes & Ben - Individuals in Svcs	144,232	115,662	124.7%	231,324	62.4%
Vocational/Contract Supplies	22,325	17,730	125.9%	35,460	63.0%
Supplies, Equipment & Building Expense	426,730	522,871	81.6%	1,021,443	41.8%
Vehicle Expense	262,717	273,610	96.0%	562,853	46.7%
Program Related Expense	1,112,474	1,370,541	81.2%	2,953,707	37.7%
Purchase of Service	3,926,762	4,032,363	97.4%	8,094,295	48.5%
Other	143,152	172,269	83.1%	416,966	34.3%
Total Expenses	\$10,926,008	\$11,875,140	92.0%	\$24,351,107	44.9%
Revenue Over (Under) Expense	(\$834,660)	(\$1,234,911)	67.6%	(\$68,655)	1215.7%
Less: Other Capital Expenditures	-49,406	-217,496	22.7%	-364,127	13.6%
Less: (Purch)Sell Long Term Invstmts	54,175	0	0.0%	0	0.0%
Plus: Non-Cash Expenses	148,724	184,874	80.4%	366,869	40.5%
Change in Working Capital	(\$681,166)	(\$1,267,533)	53.7%	(\$65,913)	1033.4%

REVISED
BYLAWS ~~as of 2014~~
OF
FOOTHILLS GATEWAY, INC.

ARTICLE I

Offices

1. Business Offices. The principal office of the corporation shall be at 301 Skyway Drive, Fort Collins, Colorado 80525. The corporation may also have one or more offices at such other place or places within or without the State of Colorado as the Board of Directors may from time to time determine or as the business of the corporation may require.
2. Registered Office. The registered office of the corporation shall be as established by the Board of Directors and established with the Colorado Secretary of State.

ARTICLE II

Members' Meetings

1. Membership. ~~The membership of this corporation shall not have members. consist of one class. Any individual eighteen (18) years or older, or any professional, business, lay, fraternal, religious or educational group who has contributed twenty-five dollars (\$25.00) or more to the corporation during the calendar year prior to the annual meeting or in the fiscal year in which the annual meeting occurs; or has given eight (8) hours or more of voluntary service to the corporation during the calendar year prior to the annual meeting or in the fiscal year in which the annual meeting occurs shall be a member for purposes of voting and acting at meetings of members. Staff members of the community-centered board and employees or board members of service agencies are prohibited from voting in elections for members of the Board of Directors.~~
2. Annual Meetings. ~~The annual meetings of members for the election of directors to succeed those whose terms expire and for the transaction of such other business as may come before the meeting shall be held in each year on the first Monday in March at 7:00 p.m. or at such other time as may be set by the Board of Directors.~~
3. Special Meetings. ~~Special meetings of members for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called at any time by the President or by the Board of Directors.~~
4. Places of Meeting. ~~Meetings of members shall be held at the principal office of the corporation or at such other place or places, within or without the State of Colorado, as may be from time to time determined by the Board of Directors.~~

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~~5. — Notice of Meetings. Notification of meetings of the membership shall be posted in a prominent place at the principal office of the corporation and shall be published at least ten (10) days prior to the meeting in the newsletter published by the corporation and may also be (i) published in daily newspapers of general circulation or other media deemed appropriate by the Board of Directors at that time and (ii) placed on the website(s) maintained by the corporation. Such notification shall be published at least ten (10) days prior to the meeting.~~

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~~6. — Voting List. At least ten (10) days before every meeting of members, a complete list of members entitled to vote thereat or any adjournment thereof, arranged in alphabetical order, showing the address of each member, shall be prepared by the officer or agent of the corporation who has charge of the books of the corporation. Such list shall be open at the principal office of the corporation to the inspection of any member during usual business hours for a period of at least ten (10) days prior to such meeting, and such list shall be produced and kept at the time and place of the meeting during the whole time thereof and subject to the inspection of any member who may be present.~~

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~~7. — Organization. The President or Vice President shall call meetings of members to order and act as chairman of such meetings. In the absence of said officers, any member entitled to vote thereat may call the meeting to order and a chairman shall be elected. In the absence of the Secretary of the corporation, any person appointed by the chairman shall act as secretary of such meetings.~~

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~~8. — Quorum. Those holders of memberships issued and outstanding and entitled to vote, being present at any meeting, regular or special, shall constitute a quorum of members for the transaction of business.~~

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~~9. — Voting. At every meeting of members, each member having the right to vote shall be entitled to vote in person; proxy voting shall not be authorized. The cumulative system of voting shall not be allowed in voting for directors.~~

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~~The vote of a majority of the members having voting power present in person shall decide any question which the membership is authorized to act upon and which is brought before such meeting, unless the question is one upon which express provision of a statute, or the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question.~~

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ARTICLE III

Board of Directors

1. General Powers, Election, Tenure and Qualification. The business and affairs of the corporation as originally established were shall be managed by a Board of Directors who were elected by a membership group. By the Second Restated Articles of Incorporation the members and the Board of Directors eliminated corporate membership. The Second Restated Articles of Incorporation set forth at Article Fourth, the names expiring terms of the serving

directors as of the date the Second Restated Articles were adopted, successors shall be reappointed by a majority vote of the remaining directors then still serving, who shall be elected at the annual meeting of members.

2. Performance of Duties. A director of the corporation shall perform his or her duties as a director, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation as required by the Colorado Revised Non-Profit Corporation Act and with such judgment as an ordinary prudent person in a like position would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data as allowed by the Colorado Revised Non-Profit Corporation Act. A person who so performs his or her duties shall not have any liability by reason of being or having been a director of the corporation. Those persons on whose information, opinions, reports, and statements a director is entitled to rely are: (a) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented; (b) counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or (c) a committee of the board upon which he or she does not serve, duly designated in accordance with the provisions of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

3. Number. The Board of Directors shall, subject to the limitations set forth in the Articles of Incorporation, consist of the number of members as set by the Board of Directors from time to time. The composition of the Board of Directors shall have a balance of and represent the various communities within Larimer County, Colorado, and will have no less than one (1) individual in services represented on the board. Directors shall be elected for staggered three-year terms and shall serve until their successors shall be elected and qualified. Staff members of the community-centered board and employees or board members of service agencies may not serve on the Board of Directors. A director filling a vacancy shall serve for the unexpired term of director's position for which that director has been appointed to fill. Directors staggered three year terms shall expire on March 1, of each year, or as soon thereafter as the Director's successor may be qualified.

4. Regular Meetings. After each annual election of directors, the Board of Directors shall meet for the purpose of organization, selection of a President, the election of officers, establishing regular meeting dates until the next annual meeting and transaction of any other business. Notice of the time and place of regular meetings shall be posted in a prominent location at the corporation's principal office.

Written minutes of all public board meetings shall be filed as a matter of agency record and shall be available to the public on request. A member of the Board of Directors missing three (3) consecutive meetings without being excused or having taken an approved leave of absence shall be deemed to have resigned from the Board. A member of the Board of Directors that does not attend a minimum of seven (7) meetings per year, unless the board by two-thirds (2/3) vote of all of its members excuses additional absences in unique circumstances, shall be

considered a resignation from the Board. Attendance will be monitored using a time frame of annual meeting to annual meeting to establish a yearly attendance record. Board of Director members who have missed two (2) consecutive meetings without being excused or are in jeopardy of not meeting the minimum of seven (7) meetings per year, may be notified via mail by the Secretary of the possibility of an involuntary resignation.

In the event of unusual circumstances, a member of the Board of Directors may request a leave of absence. A leave of absence request must be approved by a majority of the members of the Board of Directors, acting at least fifteen (15) days after a written request from the Board member for a leave of absence has been submitted.

5. Special Meetings. Special meetings of the Board of Directors may be on two (2) days' notice to each director, sent either personally, by electronic transmission or by telephone, and shall be called by the President or Secretary or any three (3) directors. The purpose of a special meeting of the Board of Directors need not be stated in the notice thereof.

6. Place of Meetings. Any meeting of the Board of Directors may be held at such place or places either within or without the State of Colorado as shall from time to time be determined by the Board of Directors or fixed by the President and designated in the notice of the meeting.

7. Public Notice of Meetings. Board meetings must be scheduled after adequate notice and must be open to the public; except that, by vote of a two-thirds majority of members present, the board may elect to address the following matters in executive session:

- a) The purchase, acquisition, lease, transfer, or sale of any real, personal, or other property interest;
- b) Conferences with an attorney for the purpose of receiving legal advice on specific legal questions;
- c) Matters required to be kept confidential by federal or state law or rules;
- d) Specialized details of security arrangements or investigations;
- e) Determining positions relative to matters that may be subject to negotiations;
- f) Developing strategy for negotiations and instructing negotiators; and
- g) Personnel matters.

8. Quorum. A majority of the actual number of directors within the limits vested by Article III, Section 3, shall constitute a quorum at all meetings of the Board of Directors. In the absence of a quorum at any such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice until a quorum shall be present.

9. Voting. Members of the Board of Directors are prohibited from voting on issues in which they have a conflict of interest. If a director is present at a meeting and does not dissent or abstain or the minutes do not reflect that he or she is dissented or abstain from the directors' action, then he or she will be deemed to have voted for any action affirmatively.

10 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board

of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. ~~A director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next annual meeting of members and until his successor shall be elected and shall qualify.~~

11. Compensation of Board of Directors. Directors shall receive no remuneration for services rendered in their capacity as directors of the corporation.

12. Audit. An annual audit shall be conducted at the end of the fiscal year of the corporation by an independent firm of Certified Public Accountants.

13. Resignation and Removal. Any member of the Board of Directors may resign at any time by giving written notice to the President or Secretary at least fifteen (15) days prior to the monthly meeting, at which point the resignation will be presented to the Board of Directors. Such resignation shall take effect upon receiving notice thereof or at such later time as shall be specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director or directors of the corporation may be removed at any time, with or without cause, in the manner provided in the Colorado Non-Profit Corporation Act.

ARTICLE IV

Executive Committee

1. Appointment. There shall be an executive committee which shall be made up of the President, Vice President, Treasurer, Secretary, immediate past President and Executive Director. The Board of Directors may appoint additional members to the Executive Committee and limit or otherwise establish their terms and authority. The Executive Director shall participate with only an advisory non-voting status. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

2. Authority. The Executive Committee, when the Board of Directors is not in session, shall have, and may exercise all of, the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the Colorado Non-Profit Corporation Act. The Executive Committee specifically shall not have the authority of the Board of Directors in reference to amending the Articles of Incorporation; electing, appointing or removing a director; adopting a plan of merger or consolidation; ~~recommending to the members the sale, lease or other disposition of all, or substantially all, of the property and assets of the corporation otherwise than in the usual and regular course of its business; recommending to the members a voluntary dissolution of the corporation or a revocation thereof; or amending these Bylaws.~~

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

4. Meetings. Regular meetings of the Executive Committee may be held with notice at such time and place as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than one (1) days' notice, stating the place, date and hour of the meeting, which notice may be written and communicated electronically or orally. Notice of a meeting may be mailed but, if mailed, such meeting must be called on not less than five (5) days' notice and shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at his or her business address or, when transmitted telephonically, by facsimile to the member. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

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

6. Vacancies. Any vacancy in the Executive Committee may be filled by a resolution adopted by the Board of Directors.

7. Resignations and Removal. Any member of the Executive Committee may be removed at any time with or without cause by resolution adopted by the Board of Directors. Any member of the Executive Committee may resign from the Executive 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.

8. Procedure. The Executive Committee shall elect a presiding officer from its members and may fix its own rules of procedure, which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

9. Other Committees. Other committees may be formed and vested with authority and members of such committees appointed by a resolution adopted by the Board of Directors. Any committee's authority may be limited or restructured by the Board of Directors at any time.

ARTICLE V Officers

1. Election and Tenure. The Board of Directors annually shall elect a President, a Vice President, a Secretary and a Treasurer. The Board may also elect or appoint such other officers and assistant officers as may be determined by the Board. Any two or more offices may be held by the same person; except the offices of President and Secretary. Each officer so elected or appointed shall continue in office until his successor shall be elected or appointed and

shall qualify, or until resignation, removal, death or other disqualifications.

2. Resignation, Removal and Vacancies. Any officers may resign at any time by giving written notice to the President or Secretary or the Board of Directors. Any notice shall be effective when received unless the notice states a later effective date; no acceptance of the same shall be necessary to render the same effective. The Board of Directors may remove any officer at any time with or without cause. If any office becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. An officer appointed to fill a vacancy shall be appointed for the unexpired term of the predecessor in office.

3. President. The President shall be the chief executive officer of the corporation. He or she shall preside at all meetings of the Board of Directors ~~or the members,~~ and shall have general and active management of the business of the corporation. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect and, in general, shall perform all duties as may from time to time be assigned to him or her by the Board of Directors.

4. Vice President. The Vice President shall perform such duties and possess such powers as from time to time may be assigned to him or her by the Board of Directors, or by the President. In the absence or inability of the President, the Vice President shall perform the duties of the President.

5. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of ~~members and of~~ the Board of Directors ~~or any committees,~~ and shall attend all such meetings and keep a record of their proceedings. The Secretary shall be the custodian of the seal of the corporation and shall have power to affix the same to all documents, the execution of which on behalf of the corporation is authorized by these Bylaws or by the action of the Board of Directors, and in general, shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors or the President.

6. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; and (c) in general perform all the duties incident to the office of Treasurer and such duties as from time to time be assigned to him or her by the President or by the Board of Directors.

ARTICLE VI

Indemnification

The corporation shall indemnify and advance expenses to a director, officer, employee or agent of the corporation in connection with the proceeding to the fullest extent permitted by in accordance with the Colorado Revised Non-Profit Corporation Act.

ARTICLE VII

Execution of Instruments

1. Execution of Instruments. The President shall have power to execute, on behalf and in the name of the corporation, any deed, contract, bond, debenture, note or other obligations or evidences of indebtedness, or proxy, or other instrument requiring the signature of an officer of the corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation in any way, to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

2. Checks and Endorsements. All checks and drafts upon the funds to the credit of the corporation in any of its depositories shall be signed by such of its officers or agents as shall from time to time be determined by resolution of the Board of Directors which may provide for the use of facsimile signatures under specified conditions, and all notes, bills receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the corporation shall, for the purpose of deposit, discount or collection, be endorsed by such officers or agents of the corporation or in such manner as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE VIII

Robert's Rules of Order

All meetings ~~of the members of the~~ Board of Directors or any committee of the Board of Directors shall be conducted in accordance with Robert's Rules of Order.

ARTICLE IX

Corporate Seal

The corporate seal shall be in such form as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by either the Secretary or an Assistant Secretary for the authentication of contracts or other papers requiring the seal.

ARTICLE X

Fiscal Year

The corporation's fiscal year shall begin on July 1st and end on June 30th

ARTICLE XI

Corporate Books and Records

Except as otherwise required by statute, the books and records of the corporation may be

kept within or without the State of Colorado at such place or places as may be from time to time designated by the Board of Directors.

ARTICLE XII

Emergency Bylaws and Amendments

1. **Emergency Bylaws.** The Board of Directors may adopt emergency bylaws, which shall, notwithstanding any different provision elsewhere, be operative during any emergency resulting from an attack on the United States or any nuclear or atomic disaster and which may make any provision that may be practical and necessary for the circumstances of the emergency.

2. **Amendments.** In accordance with the Articles of Incorporation, the bylaws of the corporation shall be subject to alteration, amendment or repeal, and new bylaws may be added, by the affirmative vote of two-thirds (2/3rds) of the members of the Board of Directors at any regular or special meeting.

Dated this. 16th day of September, 20145.

FOOTHILLS GATEWAY, INC.

Gregg Seebom , President, Board of Directors

Tracy Katz, Vice President, Board of Directors

Doris Whitely, Secretary, Board of Directors

John Haley Treasurer, Board of Directors

Katie Fahrenbruch

BJ Russell

Jim Disney

Romie Tobin

Susan Trethewey

Kendra Kettler

SECOND RESTATED ARTICLES OF INCORPORATION OF

FOOTHILLS GATEWAY, INC.

The undersigned President and Secretary of Foothills Gateway, Inc., hereby restate the Articles of Incorporation of Foothills Gateway, Inc. pursuant to the Statutes of Colorado. These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as previously amended and as amended by these Restated Articles of Incorporation. These restated Articles of Incorporation, as amended, have been duly adopted as required by law and supersede the original Articles of Incorporation and all amendments thereto, the original date of incorporation being May 15, 1968.

FIRST: The name of the Corporation is FOOTHILLS GATEWAY, INC.

SECOND: The Corporation shall have perpetual existence.

THIRD: (a) The nature, object and purposes of the business to be transacted shall be as follows:

- i. Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 c (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).
- ii. To develop new programs and to consolidate existing programs, in the County of Larimer, Colorado, primarily, for children and adults with developmental/cognitive/intellectual disabilities residing within said County of Larimer, and to acquire, develop and maintain properties and programs together with recreational facilities for use and in connection with the education primarily of children and adults with developmental/cognitive/intellectual disabilities residing within said County of Larimer.
- iii. In cooperation with other agencies, public or private, to operate a center or centers which will provide programs of activities, services and instruction primarily for individuals with developmental/cognitive/intellectual disabilities.
- iv. To engage in activities to improve the health, welfare, education, habilitation, and employment and recreational facilities and opportunities primarily for children and adults with developmental/cognitive/intellectual disabilities in said County of Larimer, without discrimination as to race, color,

creed, national origin, gender, sexual orientation (as defined by the Colorado anti-Discrimination Act to be a person's orientation to heterosexuality, homosexuality, bisexuality, or transgender status or an employer's perception thereof), religion, age, or cause of handicap.

- v. To provide other direct or contracted services and program as deemed needed or appropriate within Larimer County, Colorado.
- vi. To acquire by gift, purchase, lease, devise or bequest, and to hold, sell, mortgage or pledge real and personal property of any kind or nature whatsoever necessary or convenient for the establishment, organization, operation and maintenance of a program, facility and institution for the purposes herein otherwise provided for.

(b) In furtherance of the foregoing purposes, or otherwise, the Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon non-profit Corporations organized under the laws of Colorado. In addition, the Corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

FOURTH: A Board of Director~~s~~ shall govern the affairs of the Corporation. The number of Directors shall consist of no more than seventeen (17) members and of no less than nine (9) members. The composition of the Board of Directors shall have a balance of and represent the various communities within Larimer County, Colorado and will have no less than one (1) service recipient represented on the Board. Said Board of Directors shall be elected by ballot at the time and in the manner provided in the By-laws of the Corporation. Employees of the corporation and employees or board members of approved service agencies of the community centered board are prohibited from serving on the Board of ~~Directors and from voting in elections for members of the Board of~~ Directors.

The Board of Directors as of the date of adoption of these Second Restate Articles consists of the following ten (10) members: Gregg Seebohm (term ending March 2016—), John Haley (term ending March 2016—), Jim Disney (term ending March 2015—), Katie Fahrenbruch (term ending March 2017—), Kendra Kettler (term ending March 2016—), Doris Whitely (term ending March 2015—), Romie Tobin (term ending March 2017—), BJ Russell (term ending March 2016), Tracy Katz (term ending March 2016—), Susan Trethewey (term ending March 2017—). Directors shall serve for three year terms, expiring on March 1 of each year, or as soon thereafter as their successors may be qualified, and their successors shall be reappointed by a majority vote of the remaining directors then still serving.

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FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its ~~members~~, Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay **reasonable compensation for services rendered** and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Restated Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 c (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 c (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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SIXTH: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organization or organizations under Section 501 c (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH: The Corporation is a ~~non-~~membership corporation. ~~Qualifications for membership and rights of members are as set forth in the By-Laws of the Corporation provided, that there shall be one kind and class of membership which shall be non-discriminatory.~~

EIGHTH: The address of the registered office of the Corporation is 301 Skyway Drive, Fort Collins, Larimer County, Colorado, 80525.

NINTH: The Corporation may conduct part or all of its business in any other part of Colorado, of the United States or of the world. It may hold, purchase, mortgage, lease and convey real and personal property in any of such places. The Board of Directors shall be the authority under which conveyance or encumbrance of all or any part of the corporate property may be made. The Board of Directors shall have the authority and power to execute and accept instruments of conveyance or encumbrance. A two-thirds (2/3) vote of the full Board of Directors shall control such conveyance or encumbrance and such vote shall be recorded in the minutes of the meetings of the Board of Directors.

TENTH: **The Board of Directors shall have the authority and power, by a two-thirds (2/3) vote of the full Board of Directors,** to make, adopt, repeal, add to or amend from time to time ~~these Articles of Incorporation and~~ such by-laws as they may deem proper for the management of the affairs of the Corporation consistent with the laws of the State of Colorado.

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ELEVENTH: The Corporation shall indemnify, to the extent permitted by law, any Director, officer, agent, fiduciary or employee of the Corporation against any claim, liability or expense arising against or incurred by such person as a result of actions reasonable taken ~~by him~~ at the direction of the Corporation. The Corporation shall further have the authority to the full extent permitted by law to indemnify its Directors, officers, agents, fiduciaries and employees against any claim, liability or expense arising against or incurred by them in all other circumstances and to maintain insurance providing such indemnification.

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TWELFTH: The date of adoption and approval of these Second Restated Articles of Incorporation and the amendments incorporated therein by the then membership and by the Board of Directors was the 1st day of March, 2010.

THIRTEENTH: The number of members and Directors who voted for the adoption of these Restated Articles of Incorporation and Amendments incorporated therein was fourteen. No members or directors voted against the adoption of these Amended Articles of Incorporation and Amendments therein.

FOURTEENTH: These Second Restated Articles of Incorporation and Amendments therein have been effected in conformity with the provision of the Colorado Corporation Code and these Restated Articles of Incorporation and Amendments made by these Restated Articles of Incorporation were duly adopted on the ~~1st~~ day of March, 2010.

Dated this _____ day of _____, 20 _____.

FOOTHILLS GATEWAY, INC.

Xxxxx, President

Xxxxx, Secretary

ATTESTED AND VERIFIED:

Secretary