

BYLAWS

CITIZENS ASSISTING CITIZENS,
INC. A 501(c)(3) Not for Profit
Organization

Article I Organization.

Section 1.1 Name.

The name of the organization shall be CITIZENS ASSISTING CITIZENS.

Section 1.2 Place of Business.

The Registered office of the corporation shall be 6547 North Academy Blvd. #1080, Colorado Springs Colorado 80918. The name of its registered agent is Timothy J. Priebe, Esq., 1880 Office Club Pointe, Suite 1500, Colorado Springs, CO 80920.

In addition, the corporation may maintain a principal place of business at places designated by the Board of Directors, and properly filed.

Section 1.3 Purpose.

Citizens Assisting Citizens, Inc. is organized exclusively for charitable, scientific and educational purposes, within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 (the "Code"). Subject to the foregoing, the purpose of the corporation is to provide ordinary citizens with skills, assistance and logistical support to assist their fellow citizens prior to, and in time of emergency or natural disaster.

Article II Duration.

The corporation shall have perpetual existence.

Article III Membership.

Section 3.1 Member Definition.

The Corporation shall not have any members.

Section 3.2 No Stock.

The Corporation shall have no capital stock.

Article IV Board of Directors.

Section 4.1 Board Role

The Board is responsible for overall policy and direction of the organization. The Board acts as an informed agent on behalf of the ownership. The ownership is the public.

Section 4.2 Board Powers.

All powers shall be vested in the Board of Directors to the fullest extent allowed by laws of the State of Colorado.

Section 4.3 Board Size.

The Board shall have up to 7 and not fewer than 3 Directors. The Board may change the number of Directors.

Section 4.4 Board Compensation.

The Board receives no compensation other than reasonable reimbursed expenses that have been agreed upon by the Board of Directors in advance.

Section 4.5 Terms.

All regularly elected Board members shall serve a three-year term of election. No Board member may serve two consecutive full three-year terms. A board member who has served a full three-year term, may serve on the Board again after a mandatory one-year hiatus.

Section 4.6 Board Elections.

Election of new directors or re-election of current directors will occur as the first item of business at the annual meeting of the corporation. Directors will be elected/re-elected by a majority vote of the current directors.

Section 4.7 Vacancies.

When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary one week in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement and voted on at the next Board meeting. Board members elected to fill a vacancy, shall serve out the term of the vacant seat and be eligible for reelection. In order to establish continuity, the following terms of office are established:

All Board terms will expire at the Next Annual Meeting to take place on January 30th, 2019.

Current Board Term: October 16th, 2018-January 30th, 2019

All currently seated Board Members shall be eligible for reelection to one of the following terms:

- Two Seats Expiring January 29th, 2020
- Two Seats Expiring January 27th, 2021
- Three Seats Expiring January 26th, 2022

As each term expires, they will be replaced with a full three-year term:

- January 2023 – Two Seats Expire
- January 2024 – Two Seats Expire
- January 2025 – Three Seats Expire

Section 4.8 Resignation, Termination, and Absences

Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 4.9 Non-voting Directors (added 09 July 2013)

The Board of Directors, upon reaching a three-fourths majority vote, may appoint any member of the public as a Director Emeritus to the Board of Directors. A Director Emeritus possesses no voting authority and is not required to meet attendance requirements. The Board of Directors may remove a Director Emeritus by a simple majority vote.

Article V Board Meetings.

Section 5.1 Annual Meeting.

The date of the regular annual meeting shall be set by the Board who shall also set the time and place.

Section 5.2 Regular Meetings.

The Board shall meet at least quarterly, at an agreed upon time and place and via telephonic conference call.

Section 5.3 Special Meetings.

Special meetings of the Board shall be called upon the request of the Chief Governance Officer, Executive Director, or any Board member. Notices of special meetings shall be communicated to each Board member.

Section 5.4 Notice.

Notice of each meeting shall be given to each voting member by email, not less than 48 hours before the meeting.

Section 5.5 Waiver of Notice.

Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 5.6 Telephonic Meetings.

Given the physical locations of the Board of Directors, all meetings are valid if held via telephonic conference.

Section 5.7 Quorum.

A quorum of 70% of the Board members shall be required before business can be transacted or motions made or passed.

Section 5.8 Attendance.

A Board member who fails to attend seventy-five percent of all Board meetings in a year will be deemed to have resigned.

After failing to attend sixty-six percent of all Regular Board meetings in a year, the Secretary will notify the member in question with a reminder of this bylaw and the consequences of failing to meet the attendance requirement. (amended 07 May 2013)

Section 5.9 Passing Vote.

All motions require a majority of the Board members present to pass.

Article VI Officers.

Section 6.1 Chief Governance Officer.

The Chief Governance Officer is chair of the Board and shall preside at all meetings of the Board of Directors.

Section 6.2 Secretary.

The Secretary is accountable for accuracy of Board documents.

Section 6.3 Executive Director.

The corporation's chief executive officer is the Executive Director. The Board delegates authority and accountability for day-to-day operations to the Executive Director. The Executive Director is not a member of the Board of Directors.

Article VII Liability and Indemnification.

Section 7.1 Non-liability of Directors.

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 7.2 Indemnification by Corporation of Directors and Officers.

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 7.3 Liability of Directors.

No director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the corporation for monetary damages for the following: (a) any breach of such director's duty of loyalty to the corporation; (b) any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) acts specified in C.R.S.

Section 7-24-111, as it now exists or hereafter may be amended (regarding a director's assent to or participation in the making of any loan by the corporation to any director or officer of the corporation); or (d) any transaction from which such director derived an improper personal benefit. If the Colorado Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Nonprofit Corporation Act. Any repeal or modification of this Section shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Article VIII Transparency and Accountability.

Section 8.1 Inspection of By-Laws.

The Corporation shall keep in its principal office the original or a copy of the By-Laws as amended, certified by the Secretary, which shall be open to inspection by the public and directors at all reasonable times during office hours.

Section 8.2 Public Accountability.

The corporation shall provide for an annual independent audit of its financial affairs if needed. The corporation shall publish and make available to the general public an annual report of the corporations programs, activities and financial affairs which shall contain at least as much information as that required to be reported annually to the Internal Revenue Service.

Article IX Miscellaneous.

Section 9.1 Fiscal Year.

The fiscal year of the corporation shall be as established by the Board of Directors. Unless otherwise established by the Board of Directors, the fiscal year shall run from January 1st of the current business calendar year until December 31st of the current business Calendar year.

ARTICLE X Restrictions on Actions.

(a) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as may be allowed under Section 501(h) of the Code.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director or officer of the corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes and aid provided to the corporation, in accordance with the charitable purposes of the corporation, and no director or officer of the corporation, or any other individual, taxable corporation, or person shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(c) Upon dissolution of the corporation all of the corporation's assets remaining after payment of or provision for all of its liabilities (the "Net Assets") shall be paid over or transferred to one or more exempt organizations, which are described in section 501 (c)(3) of the Code, contributions to which are deductible under section 170(c)(2) of the Code, at the time of distribution.

(d) The corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, and the corporation shall not engage in campaign activity or the making of political contributions.

(e) Notwithstanding any other provision of the articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in 501(c)(3) of the Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code. It is anticipated that the corporation shall be classified as other than a "Private Foundation" pursuant to section 509(a)(1) of the Code; however, during any period of time in which the corporation is a "private foundation" as described in section 509(a) of the code:

(1) The corporation shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Code, so as to give rise to any liability for the tax imposed by section 4941 of the Code;

(2) The corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Code;

(3) The corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Code, so as to give rise to any liability for the tax imposed by section 4943 of the Code;

(4) The corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Code, so as to give rise to any liability for the tax imposed by section 4944 of the Code; and

(5) The corporation shall not make any "taxable expenditure", as defined in section 4945(d) of the Code, so as to give rise to any liability for the tax imposed by section 4945 of the Code.

(f) All references in these articles of Incorporation to provisions of the Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Article XI Statement of Nondiscrimination.

It is the policy of the Citizens Assisting Citizens, Inc. that, Board Members, Directors, staff (paid or volunteer), and anyone else associated in any way with Citizens Assisting Citizens, Inc. has a right to a work environment or travel experience free from discrimination and unlawful harassment. The Board or Citizens Assisting Citizens, Inc. maintains a strict policy prohibiting discrimination and unlawful

harassment. The Board of Citizens Assisting Citizens, Inc. maintains a strict policy prohibiting discrimination, sexual harassment, and harassment because of race, color, creed, religion, national origin, gender, sexual orientation, marital status, military status, age, disability, or political affiliation, or any other status protected by Federal, State, or local laws. All such harassment or discrimination is unlawful. Citizens Assisting Citizens, Inc.'s Anti-Discrimination/Anti-Harassment policy applies to all persons involved in the operation of the Board of Citizens Assisting Citizens, Inc. and any volunteer, individual, or association who wishes to be associated with Citizens Assisting Citizens, Inc. and prohibits unlawful harassment or discrimination by any member or volunteer associated with Citizens Assisting Citizens, Inc. Unlawful harassment in any form including verbal, physical, and visual conduct, threats, demands, and retaliation are prohibited.

Article XII Amendments.

These Bylaws may be amended when necessary by a three-fourths majority of the Board of Directors. Proposed amendments must be submitted to the Secretary and the Chief Governance Officer, two weeks prior to the Board meeting, to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of Citizens Assisting Citizens, Inc. by unanimous vote on January 29, 2019.

Thomas Patterson
Secretary, Citizen Assisting Citizens, Inc.