



Serving Fremont, Chaffee and Custer Counties
700 S. 8th Street, Canon City CO 81212
Phone: 719-275-1616
Fax: 719-275-4619

Bryana Marsicano, Chief Executive Officer

**Starpoint
Board of Directors Meeting
September 23rd, 2021 at 6:00 PM**

Held at the Royal Gorge Bridge Visitor Center

Meeting Agenda

- **Call to Order** **Board President**
- **Introduction of Guests and Public Comments** **Board President**
- **Action Item – Review and acceptance of August Minutes** **Secretary**
- **Report – Update of accounting progress and goals** **Colette Martin**
- **Report – Chief Executive Officer Report and Updates** **Bryana Marsicano**
- **Early Head Start – Board Report** **Brenda Aguirre**
- **Other Board Discussion** **Open**
 - **Action - Vote to amend the By-Laws**
 - **Action - Officer Nomination and Approval**
- **Adjourn** **Board President**

STARPOINT

Enriching Lives Realizing Dreams

STARPOINT
BOARD OF DIRECTORS MEETING
Thursday, August 26, 2021

Board Chairperson, Annette Nimmo called the regular Starpoint Board of Directors meeting to order at 6:07 PM. Those in attendance and constituting a quorum were:

Fremont County Board members present Janet Trujillo, Annette Nimmo, Linda Bay, Mitch McCartney and Jake Francis.

Chaffee County board members present: Katy Grether, and Danielle Frost.

Others present in person: Bryana Marsicano, Brenda Aguirre, Jody Berg, and Jami Roy. Laura Gardner, legal counsel to the board.

INTRODUCTION OF GUESTS AND PUBLIC COMMENTS

No guests or comments.

MINUTES OF THE PREVIOUS MEETING

MOTION by Jake Francis:

Move to approve the minutes of the July 22, 2021 meeting.

Seconded by Janet Trujillo and carried without dissent.

FINANCIALS

Bryana Marsicano reviewed the financial presentation developed by Colette Martin, Interim CFO.

Bryana reviewed the proposal to amend the Bylaws to include a Finance Committee. She also went over a draft copy of the Board of Directors Fiscal Policy. Jake Francis felt it would be good to form a Finance Committee but felt the draft policies were a little restrictive. He also offered to serve on the committee. Laura Gardner recommended that when amending the by-laws that we consider an odd number of members to prevent deadlock.

The board tabled the vote to amend by-laws until the next scheduled meeting.

Chief Executive Officer Report and Program Updates August 2021

Legislative updates

We are working with other CCBs to discuss priorities and engagement with legislators in the near future. Lots of recent discussion about the ARPA funding and how it will be distributed. We are hoping this is approved in September and can be distributed shortly thereafter.

I am actively working with a group of other CCB executives to advocate for better group home rates to sustain the group homes that we currently have. Various ideas on how to best go about this work have been established and we will continue to meet regularly for discussion and to move forward with this request.

COVID Updates

We are anticipating that the COVID-19 vaccine will become mandatory for all of our programs. We have been watching this closely and are ready with necessary forms and policies if/when this is mandated. We have also been in contact with HCPF regarding our concerns of losing great staff due to this mandate especially when we are already struggling with being short staffed already. We have started rapid testing in the group homes as it is a new requirement. Each unvaccinated staff must be tested prior to every shift.

LEC Building Sale Update

No additional offers at this time, we are brainstorming on how we may be able to put some money into it and use it for additional services or a business to serve the community.

Starpoint Program Updates

Admin – We will be doing a pilot work from home group now that our committee has created a work from home agreement and policies and procedures related to working from home. Many staff are eager to participate in this and give feedback on how this may look for Starpoint in the future. We think this will be a great recruiting and retention tool going forward for staff that qualify for positions that may be able to work from home. This will be a hybrid model for Starpoint.

Finances – Colette will provide a summary of the changes they have completed in the last month. She is unable to attend the Board meeting this month due to a prior commitment.

HR – Jami has been spending all her time implementing Paylocity and getting staff familiar with the tool. It has been a learning curve, but we continue to learn more and more about the tool and empower all staff to use it as much as possible. Open enrollment for all employees will be September 8th and 9th. We have enhanced the benefits package to include a 401k option with a match, Teledoc services, additional dental options with more providers in our area, and a better vision package.

Case Management (SEP and CCB) – We have separated the Case Management Department and created a Director position for the CCB side and a Director position with the SEP side. This was anticipated and necessary due to the added caseload for the Alamosa contract. Brooke is no longer with the agency and Megan has been supporting us in an Interim Director role at this time. While we would hope that Megan would assume the SEP Director Role, she will be moving back to Washington after her home sells. The SEP CM Director position was posted in Indeed and in the Daily Record this week and we are seeking a candidate to fill that role. We are still in need of two Case Managers for the Alamosa office as well. The team work with the current case managers has been incredible lately as they cover the open positions and support each other with their workload. We have incentivized them if they are covering Alamosa caseloads and this will continue until the new CMs in Alamosa are hired and trained. Erica Leddon was promoted to the CCB Director position. She has been with Starpoint for almost 5 years and is an amazing case manager and leader. We are so lucky to have her lead the CCB team. She is currently training an entire new team, including a Chaffee County Case Manager that started this week.

Fremont County Adult Services –The Adult service programs have several openings at this time and significant amounts of overtime due to the hiring shortages. We have shifted staff from day program services to work in the residential program as the needs there are higher and will shift them back to providing day services when we are able to hire additional staff. We continue to recruit for host home providers as it is a better quality model for the consumers and several individuals would prefer to move into this type of setting. Robert Lopez has already recruited three new host home providers and has them matched with potential long term placements. We are eager to continue this growth. We are working towards opening the site based day program for all day services (8-2:30). We need additional staff to open for longer hours and are actively recruiting.

Chaffee County Adult Services– As you may be aware, we have had significant changes again in the Chaffee office that has also led to a discovery of various needs. I will discuss this more at the Board meeting, but we have downsized the group home at this time by moving two consumers to other placements within the state (one moved to Colorado Springs and one moved to Canon City). We will be moving another consumer who is currently in a host home setting to E Street and it will be a 3 person PCA. We currently have enough staff to staff the residential services. Once we get more organization and practices in place we will increase our staff to again offer day services.

Children and Family Services – We are meticulously evaluating the grants that the Children's services is currently approved for to make sure we are meeting all of the funding requirements. We are under a performance improvement plan at this time due to concerns in previous years. Colette has been working closely with the state, Jody and Brenda to get all the needed information to them for their approval so that we can continue to receive grant funding from these sources.

Early Intervention – Jody recently hired a part time position in the Salida office to cover the expanding services in that area. One of her staff resigned and she took it as an opportunity to

look at the needs of each community and change some staffing patterns. EI is also under the PIP (Performance Improvement Plan) that was mentioned earlier. Colette is getting all necessary invoices and documentation to the state by the end of this week for payments and to come into compliance with the PIP.

Starpoint Foundation –The annual car wash was a HUGE success and brought in over \$800.00 for the adult services. This event is always a favorite for the Clients as they get to help wash cars and this year they were also eager to get Kona ice and food from the food trucks on site. Forks ~ Corks ~ Farms ~ Chefs – is a farm to table event planned for September 17th. We will partner with Fremont Provisions and the Abbey for food and drinks. This will be outdoors in Macon Plaza. VIP tickets are also available that will add some special items (free drinks) and preferred parking. Tickets are VIP Couple - \$150; \$90 VIP Single; General Admission Couple - \$125; General Admission single - \$75. We are currently seeking donations for the live and silent auction. Rim 2 Rim Royal Gorge Run still scheduled for October and sign up is at a good pace (ahead of signup from previous years at this same time). We are eager for this event and will look at staggering start times if needed due to a rise in COVID-19 cases, but with it being outdoors this helps!

Brenda Aguirre reviewed the EHS Board of Directors and PC Monthly report with the board.

Next meeting will be Starpoint's Annual Meeting on Thursday September 23, 2021 at 6pm. Nominations and board vote for new officers will take place at the annual meeting. The board agree to invite Bob Arnold, Starpoint's previous CEO, thank him for his service since we were unable to give him a proper send off during the height of the COVID-19 public health emergency.

ADJOURNED

Chairperson, Annette Nimmo adjourned the regular Starpoint Board of Directors meeting at 7:22 PM.

The next meeting will be on June 24, 2021.

Jake Francis, Board Secretary

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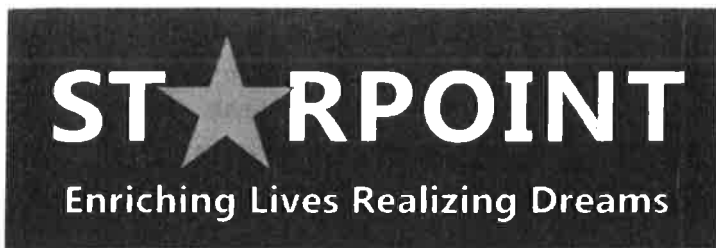
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Bryana Marsicano, Chief Executive Officer

○ **Report – Chief Executive Officer Report and Program Updates September 2021**

○ **Legislative updates**

ARPF funding was discussed at the JBC on Tuesday this week. The plan includes 500 million for HCBS services in Colorado with 280 million of that earmarked for strengthening the workforce. The proposal included a requirement for DSP wages to be bumped to a minimum of \$15.00 per hour to strengthen the workforce. We will be discussing this more in depth with Alliance and HCPF to get all the details so that we can formulate a plan for our agency and how it will be rolled out.

We will be targeting informational campaigns for the “invisible waitlist” through Alliance in the upcoming legislative session. This focuses on the lack of provider capacity and how that has created an environment where individuals can be enrolled but don’t have providers to serve them.

○ **COVID Updates**

- ✓ Unfortunately we have to report our first death of a consumer from COVID-19. A 25 year old male who is enrolled in our SLS program and living with his mom passed away last night.
- ✓ We are seeing an increase in positive COVID-19 cases again and have had to close childcare settings on numerous occasions. Many of these positive cases are in staff and family members that are fully vaccinated.
- ✓ We have reached out to the state for supports due to critical staffing levels in the group home – staff are out and have to quarantine.
- ✓ We currently have three positive COVID-19 cases in consumers (all vaccinated).
- ✓ These closures and shortages are having and will continue to have a large impact on the budget of these programs.
- ✓ We have several programs where the COVID-19 vaccine is now mandated and we are establishing policies and procedures for this in these programs.
- ✓ We have implemented a policy that all new hires as of October 1st will be required to be vaccinated.
- ✓ We are watching the OSHA guidance for employers with over 100 employees and how that will impact our services and current employees. Initial queries indicate that we will lose additional staff in an already short staffed environment.

- **LEC Building Sale Update**

- ✓ Two more interested parties are looking at the building currently and Mike is waiting to hear back from them. After looking at the building it was determined that the amount of money needed to put into it for (public) use would be too substantial at this time. It is best used for an industrial location.

- **Starpoint Program Updates**

- ✓ **Finances** – Update of PIP for CBCAP and EI will be provided. Discussion of financial timelines as well and where we stand with getting accurate information into and out of Great Plains. Colette and I are looking at additional federal HHS funding for Medicaid providers that have had losses due to COVID-19. These are also targeting rural areas at this time. We are calculating the losses of closing the Salida day program and the limited operations in Canon City due to severe staffing shortages to determine what we may qualify for. We are looking for additional funding to cover the closure of the childcare center due to COVID -19 but have not found one yet.
- ✓ **HR** – Open Enrollment meetings are complete and staff are using Paylocity to get signed up for all the benefits they are choosing. We are offering an additional Dental plan this year that has more providers available in the area (and adds Alamosa to the areas), Teledoc services, and the 401 K with an employer match through Human Interest. So far, the staff are excited about the enhanced benefits. Jami is also working on tracking COVID-19 vaccinations for staff so that she is able to provide detailed information to Directors for the upcoming mandates.
- ✓ **Case Management (SEP and CCB)** – A new SEP Director was hired this week and will start on 9/27/2021. Her name is Rebecca Tamez. Megan will provide training for her and the additional Alamosa staff. As of the end of September the SEP contract for Canon City and Alamosa will be fully staffed. Erica continues to train the new CCB case managers and catch up from previous items that were not completed. She is a wealth of knowledge and has been an amazing support for her new case managers. Once the Salida CM is trained, Erica will hire the last CM for the Canon City office. Due to high turnover and lack of qualified applicants throughout the state, HCPF has changed the CM qualifications to a 4 year degree (in a broader area of education) or 5 years of experience in the LTSS field. All CM agencies across Colorado are struggling with staffing and only having new CMs at this time so the shift in expertise has really been a learning curve for many agencies – ours included.
- ✓ **Fremont County Adult Services** –The Adult service programs have several openings at this time and significant amounts of overtime due to the hiring shortages. Day program is continuing as much as possible. We are hoping to hire additional staff so that we can open for full day services. We continue to look for Host Home placements so that we can continue to downsize our PCA programs and support individuals in

smaller settings for their health and safety. GRSS (Group Homes) will require the vaccine for all staff working in that setting effective immediately. Staff will need to have their second dose completed by October 31st. We will meet with staff impacted by this mandate in person due to the controversy around it as we want to ensure they have the opportunity to ask questions and have them answered right away.

- ✓ **Chaffee County Adult Services**— Bonnie continues to work in the Salida office two days per week at this time. She is organizing contracts, training staff and implementing Therap for all of the programs. This will help to get all documentation needed for the state into one area and to help the staff understand what the needed daily tasks are. Once we get more organization and practices in place we will increase our staff to again offer day services at the site and in the community. We will be looking at doing a small fundraiser at the center before the end of the year. This may also help to bring in community members that may be interested in working a few hours or a flexible schedule. April held a hiring open house on September 15th at the office and will do another one in the near future.
- ✓ **Children and Family Services** – As you are aware, we are under a performance improvement plan at this time due to concerns in previous years with invoicing various grants. Colette has been working closely with the state, Jody and Brenda to get all the needed information to them for their approval so that we can continue to receive grant funding from these sources. Kim Baber has been AMAZING in pulling data together and getting it sent off for the entire last year to submit for payments.
- ✓ **Early Intervention** – Jody recently hired a part time position in the Salida office to cover the expanding services in that area – this is a part time position and she is looking forward to connecting with the Chaffee County community. EI is also under the PIP (Performance Improvement Plan) that was mentioned earlier and all items have been submitted for the previous fiscal year. We are hopeful that we will receive all funding for the plan year.
- ✓ **Starpoint Foundation** –Forks ~ Corks ~ Farms ~ Chefs – was a success. The location of Macon plaza was incredible and brought in additional individuals to the event that had not previously attended Starpoint events. The partnership with Fremont Provisions and the Abbey for food and drinks was seamless and we look forward to doing it again. It was a sold out event and we received just under \$8,000 for our programs! Rim 2 Rim Royal Gorge Run is scheduled for October 2nd and sign up is at a good pace (ahead of signup from previous years at this same time). We are eager for this event and will look at staggering start times if needed due to a rise in COVID-19 cases, but with it being outdoors this helps! A HUGE thank you to Mary Yang for all of her incredible work. Mary puts her entire heart into these fundraisers and it really shows in their success. Ron was out for a bit and Mary stepped up and pulls off the Forks-

Corks-Farms and Chefs event beautifully! I'm also working with Mary to do some smaller "friend raising" events in the Salida center to build excitement around our services again. We will also use them as an opportunity to recruit staff and engage with more community members.

EHS Board of Directors and PC Monthly Report

Month: August 2021

1) EHS Enrollment: 69

Center-Based: 10

Home-Based: 55

Pregnant Women: 4

Waiting List —this includes some from 101-130% income category: 9

2) Number of EHS children receiving EI services: 12

3) Attendance for Center-based Option: 82% due to one child out

4) (CACFP) Food program reimbursement: NA

5) Socialization Focus-Cognitive:

August 10, 2021 Socialization was held at the Fremont County Family Center (STEAM Fair) no one in attendance

August 24, 2021 Socialization was held at Margret Park where food was purchased from Domino's (\$60.93) for 8 adults, 8 EHS children and 7 siblings

6 EHS Credit Card Purchases all booked on 06/15/2021:

DATE	COMPANY	DESCRIPTION	AMOUNT
8/10/21	Sam's club	STEAM Fair	\$32.92
8/12/21	White Water Bar& Grill	Management Staff training	\$146.06
8/12/21	Walmart	Diapers and wipes	\$150.97
8/19/21	Data Keepers Technologies	Renewed VisitTracker subscription	\$765.00
8/20/21	Community Resource Center	Rural Philanthropy Days	\$135.00
8/24/21	Dominoes	Food for socialization	\$60.93
		Total	\$1290.88

Correspondence with the Regional Office: Monthly check in with Region VIII program specialist, Samantha Lyons on 8/12/21 @ 11:00. Program updates and grant check-in

AMENDED ARTICLES OF INCORPORATION OF
DEVELOPMENTAL OPPORTUNITIES, dba Starpoint
(A Colorado Nonprofit Corporation)

The undersigned persons, acting as the Directors of the Board of Developmental Opportunities, a Colorado corporation, formed under the Colorado Nonprofit Corporation Act, hereby acknowledge the following Amended Articles of Incorporation of the Corporation.

Method of Adoption

The following Amendments to the Articles of Incorporation were adopted by a unanimous vote of the Board of Directors of the Corporation on February 23, 2017, in the manner prescribed by the Colorado Nonprofit Corporation Act.

Article 1. Corporate Name, Office, and Registered Agent

The name of the Corporation is DEVELOPMENTAL OPPORTUNITIES, dba STARPOINT. The principal office of the Corporation shall be maintained at 700 S. 8th St., Canon City, CO 81212. The name and address of the Registered Agent is Robert W. Arnold, 700 S. 8th St., Canon City, Colorado 81212 and the consent of the Registered Agent is designated by the signature of the initial Registered Agent on these Amended Articles of Incorporation.

Article 2. Period of Duration of Corporation

The period of duration of the life of the Corporation shall be perpetual or until such time as the Corporation shall become dissolved or consolidated or merged with any other nonprofit corporation or entity.

Article 3. Purpose of Corporation

The Corporation is a nonprofit corporation organized for the following purposes subject to the limitations of Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended:

- A. To function as a not for profit corporation;
- B. To manage resources provided by the government and others to meet a variety of human service needs for individuals and families in Colorado;
- C. To make application from time-to-time to HCPF as and when provided by law to participate in the State program for people with developmental disabilities and other programs for people with other disabilities.
- D. To make application for and participate in any program sponsored by any

department, agency or branch of the Federal, State, County or municipal government as determined by the Board of Directors.

E. To solicit, receive and disburse funds and property for the above purposes.

F. To have, enjoy, and exercise all of the rights, powers, and privileges conferred upon corporations incorporated pursuant to Colorado law, whether now or hereafter in effect, and whether or not herein specifically mentioned.

Article 4. Territory of Operations

The territory in which the operations of the Corporation are to be conducted includes the entire State of Colorado.

Article 5. Powers

The Corporation shall have all powers and authority enumerated in the Colorado Nonprofit Corporation Act as it presently exists, or as amended, together with any and all other powers and authority necessary or convenient to effect or implement any of the purposes for which the Corporation is organized as hereinabove set forth, provided however, such powers and authority shall be limited to those which are in the furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, under which the Corporation has applied for a tax exemption.

No part of the income of the Corporation shall inure to the benefit of any trustee, director, officer of the Corporation or any private individual except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

The Corporation shall distribute its income for each taxable year at such time and in such manner as to not subject it to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, and specifically, the Corporation shall not:

- A. Engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- B. Retain any excess business holdings as defined in Section 4943 (c) of the Code;
- C. Make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code;

D. Make any taxable expenditures as defined in Section 4945(d) of the Code.
Pursuant to Section 501(c)(3) of The Code, the Corporation shall not devote a substantial part of its assets to influencing legislation.

Pursuant to Section 501(c)(3) of the Code, the activities of the Corporation shall not include or participating in or intervening in any political campaign on behalf of any candidate for public office, including the publication or distribution of statements for any candidate.

Article 6. Board of Directors

A. All of the activities and business affairs and functions of the Corporation shall be managed and conducted by the Board of Directors. The Board of Directors shall consist of not less than 8 persons nor more than 14 persons. The Board of Directors shall be selected as set forth in the By-Laws. The powers of the Board and terms of office of the Directors shall be set forth in the By-Laws. The Corporation shall have such officers as may be prescribed by the By-Laws. The manner of their selection, powers and terms of office shall be set forth in the By-Laws.

B. To the fullest extent permitted by the Colorado Nonprofit Corporation Act, as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its members, if any, for monetary damages for breach of fiduciary duty as a director.

Article 7. Membership

The Corporation shall have no members, either voting or non-voting.

Article 8. Indemnification of Officers, Directors and Others

The Corporation has the power to indemnify current or former directors, officers, employees, and agents, to the fullest extent provided by law, and specifically as provided for by Section 7-109-106, and 7-109-107, C.R.S., as they present exist or as they hereafter may be amended.

Article 9. Distribution of Assets on Dissolution

In the event of the dissolution or winding up of the affairs of the Corporation in any manner and for any reason, its assets, if any, remaining after payment of all liabilities of the Corporation, shall be distributed to one or more organizations having related purposes and that qualify for tax exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and no part of such assets shall inure to the benefit of any member, trustee director, officer of the Corporation or any private individual, provided however if no such distribution is made the assets of the Corporation shall become the property of the State of Colorado.

Article 10. Amendment of Articles of Incorporation



The Articles of Incorporation and/or by-laws may be amended at any general or special meeting of the Directors of the Corporation upon written notice of the purpose of the meeting, by a vote of a majority of the Directors in office, provided that notice of such meeting is mailed to each

director at least five days prior to the date of such meeting, and that such notice includes a copy or summary of the proposed amendment or at least a statement as to its general nature.

ARTICLE 11. 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 Section 7-109-102, 7-109-103, or 7-109-107. 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.

IN WITNESS WHEREOF, we have signed and acknowledged this as Amended Articles of Incorporation this 23rd day of February 2017.

Annette Nimmo _____ 
Chairperson
Jacob Francis _____ 
Secretary

STATE OF COLORADO)
) SS.
County of Fremont)

I, Jana Butler, a notary public of the State of Colorado, do hereby certify that on the 23rd day of February, 2017, Annette Nimmo, Jacob Francis _____, and _____

_____, who being duly sworn by me did severally declare that they were the Directors of the Board of Developmental Opportunities, and they did further, on said date in my presence, duly sign and acknowledge the above and foregoing Amended Articles of Incorporation.

WITNESS my hand and official seal.

JANA M BUTLER
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19964013457
MY COMMISSION EXPIRES JANUARY 11 2021

My commission expires:

Jana M Butler
Notary Public

CONSENT OF REGISTERED AGENT

I hereby consent to my appointment as initial Registered Agent of the Corporation in the foregoing Amended Articles of Incorporation.

Robert W. Arnold
Registered Agent

STATE OF COLORADO)
) SS.
County of Fremont)

The foregoing Amended Articles of Incorporation were signed and sworn to before me by Robert W. Arnold, as the initial Registered Agent, on this 23rd day of May, 2021.

Witness my hand and official seal.

Jana M Butler
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19964013457
MY COMMISSION EXPIRES JANUARY 11 2021

My commission expires:

Jana M Butler
Notary public

BY-LAWS
OF DEVELOPMENTAL OPPORTUNITIES

ARTICLE I. Name

The name of the Corporation shall be Developmental Opportunities.

ARTICLE II. Purpose

- A) To function as a not for profit corporation;
- B) To manage resources provided by the government, private and public funders, and others to meet a variety of human service needs for individuals and families in Colorado;
- C) To make application from time-to-time to the Colorado Department of Human Services as and when provided by law to participate in the State program for people with developmental disabilities and other programs for persons with and without disabilities.
- D) To make application for and participate in any program sponsored by any department, agency or branch of the Federal, State, County or municipal government and other private and public funders as determined by the Board of Directors;
- E) To solicit, receive, and disburse funds and property for the above purposes;
- F) To have, enjoy, and exercise all of the rights, powers, and privileges conferred upon corporations incorporated pursuant to Colorado law, whether now or hereafter in effect and whether or not herein specifically mentioned.

ARTICLE III. Office, Registered Agent,
and Area To be Served

The principal office of the Corporation shall be maintained at 700 S. 8th St., Canon City, Colorado. The area to be served will include the entire State of Colorado. The name and address of the Registered Agent is Roger G. Jensen, 700 S. 8th St., Canon City, CO 81212.

ARTICLE IV. Membership

The Corporation shall have no members, either voting or non-voting.

ARTICLE V. Board of Directors

- A) Composition and Representation. The Board of Directors shall be comprised of interested persons from the State of Colorado and persons receiving services and their families. One member

shall be a current or past Early Head Start parent. Board membership must also include an attorney, an individual with background and expertise in financial management and a member with a background in early childhood education and development. If this expertise is not represented directly on the Board, a consultant must be made available to the Board in each of these disciplines. Former or current staff members and employees or board members of approved service agencies within the State of Colorado may not serve on the Board of Directors. Board members may not have a direct financial conflict of interest with the Corporation.

B) Number. There shall be no less than eight (8) nor more than fourteen (14) directors, with some of the directors residing in Fremont County and some of the directors residing in Chaffee County. Board members may be from other counties as applicable.

C) Term. The length of term of office for directors shall be three (3) years.

D) Consecutive Terms. At the discretion of the Board of Directors, as represented by a majority vote of same, a director may serve two (2) or more consecutive three (3) year terms (in addition to any shortened term as outlined above, or as represented by completing a vacated term).

E) Election. The directors shall be elected at any regular meeting as vacancies occur, by a majority of those present, provided there is a quorum.

F) Termination. The Board Chairperson may contact any director who misses 3 consecutive meetings to review the reason for absence. Board Member attendance will be part of the reelection criteria. A director may also be terminated with or without cause if the Board, in its sole discretion, determines that he or she is not acting in the best interests of the Agency. A three-fourths vote of the quorum, at any regular meeting is required to terminate a director.

G) Quorum. To constitute a quorum, at least 40% of the active membership must be present, in person or by voice, at a meeting.

H) Voting. To pass a motion, a vote of a majority of the quorum plus one is required. No proxy votes will be permitted.

I) Responsibilities. The directors have as their responsibilities the management of the property and business of the Corporation, establishing general policies and reviewing the general direction and operation of the Agency.

J) Regular Meetings. There shall be a minimum of six (6) regular meetings annually with the times and dates of same to be determined by a majority vote of the Board of Directors. Said meetings shall normally be held in the corporate offices but can be held any other place deemed necessary and properly published. Meetings may be held via telephone and/or video conferencing as deemed necessary by the chairperson and CEO. During a month when a regular meeting is not held, or when other circumstances require board action, business may be conducted via email poll or other communications. Results of such business will be reviewed at the next regular board

meeting and included in minutes.

K) Special Meetings. A special meeting may be called by the CEO or Chairperson or upon the request of at least five (5) directors. At least three (3) days notice must be given in order to hold a special meeting.

L) Annual Meeting. The annual meeting of the Board of Directors of this Corporation shall be held in September of each year.

M) Board Meetings. Board meetings not regarding legal or personnel matters shall be open to the public.

N) Notice of Regular Board Meetings. Adequate notice of scheduled regular board meetings shall be provided in writing to members of the Board of Directors. Adequate notice shall be complied with by posting in facilities (central offices) of the Agency, including approved service agencies, and furthermore, such notices shall be made available to anyone who requests notices.

O) Minutes. 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.

P) Indemnification of Directors.

1) The Corporation shall indemnify, and keep indemnified, each director in accordance with, and to the fullest extent permitted and/or required by, the Colorado Nonprofit Corporation Act from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation and fees and disbursements of director's counsel, accountants, or other experts) actually incurred by a director in connection with any proceeding in which the director was or is made a party or was or is involved (for example, as a witness) because the director is or was a director or is or was an officer of the Corporation.

2) So long as a director may be subject to any possible proceedings by reason of the fact that the director is or was a director or officer of the Corporation, to the extent the Corporation maintains an insurance policy or policies providing directors' and officers' liability insurance, each director shall be covered by such policy or policies, in accordance with its or their terms, to the maximum extent of the coverage applicable to any then current director or officer of the Corporation.

3) In the event of any proceeding in which a director is a party or is involved and which may give rise to a right or indemnification hereunder, the Corporation shall have the right to retain counsel reasonably satisfactory to the director to represent the director and any others the Corporation may designate in such proceeding. In any such proceeding, the director shall have the right to retain the director's own counsel, but the fees and expenses of such counsel shall be at the expense of the director unless (a) the retention of such counsel has been specifically authorized by the Corporation, (b) representation of director and another party by the same counsel would be inappropriate, in the

reasonable judgment of the director, due to actual or potential differing interests between them (as might be the case for representation of both the Corporation and the director in a proceeding by or in the right of the Corporation), (c) the counsel retained by the Corporation and satisfactory to the director has advised the director, in writing, that such counsel's representation of the director would be likely to involve such counsel in representing differing interests which could adversely affect either the judgment or loyalty of such counsel to the director, whether it be a conflicting, inconsistent, diverse or other interest, or (d) the Corporation shall fail to retain counsel for the director in such proceeding. Notwithstanding the foregoing, if an insurance carrier has supplied directors' and officers' liability insurance covering a proceeding and is entitled to retain counsel for the defense of such proceeding, then the insurance carrier shall retain counsel to conduct the defense of such proceeding unless the director and the Corporation concur in writing that the insurance carrier's doing so is undesirable. The Corporation shall not be liable under this By-Law for any settlement of any proceeding effected without its written consent. The Corporation shall not settle any proceeding in any manner which would impose any penalty or limitation on the director without the director's written consent. Consent to a proposed settlement of any proceeding shall not be unreasonably withheld by either the Corporation or the director.

ARTICLE VI. Officers

- A) The Chairperson shall preside at all meetings of the Board of Directors. He or she shall perform such duties as customarily pertain to the office of Chairperson, or as he or she may be directed to perform by resolution of the Board of Directors. The chairperson of the board shall implement all necessary committees, meetings and resources to ensure accomplishment of these responsibilities.
- B) The Vice-Chairperson shall exercise all of the powers, authority, and duties of the Chairperson during the absence of the latter or his or her inability to act.
- C) The Treasurer shall perform such duties as customarily pertain to the office of treasurer or as he or she may be directed to perform by resolution of the Board of Directors.
- D) Secretary. The Secretary shall perform such duties as customarily pertain to the office of secretary or as he or she may be directed to perform by resolution of the Board of Directors. The Secretary shall see that accurate minutes of all meetings are recorded.
- E) Election and Vacancies. Officers shall be elected at the August meeting each year by a majority of the directors present at the meeting provided there is a quorum. Vacancies shall be filled in like manner, as they occur, at any regular meeting, or at any special meeting called for that purpose.
- F) Term. The length of the term of the office for each officer shall be (2) years, with no officer to serve more than two (2) consecutive full terms in the same office.

VII. Committees

A) There shall be established an Executive Committee as a standing committee. The Executive Committee shall consist of all elected officers. Said Executive Committee shall exercise all the powers of the Board of Directors between the regular meetings.

B) There shall be established a fiscal committee of the board as a standing committee. Such committee shall meet regularly to review in-depth financial statements, budgets and other fiscal issues before they come before the full board.

C) There shall be established a program committee of the board as a standing committee. Such committee shall review in-depth proposals for new programs, substantial changes to existing programs and other program issues deemed necessary before they come before the full board.

D) Additional Committees.

1) The Chairperson from time-to-time may appoint such special committees as are deemed advisable and necessary.

2) Duties. The committees shall study various issues in depth and formulate recommendations for consideration of the Board of Directors.

3) Any director may serve on a committee. In addition, any interested and competent member of the community may serve, at the discretion of the Chairperson.

4) At the direction of the Board or Chairperson, the CEO may appoint staff to serve on committees.

ARTICLE VIII. Chief Executive Officer and Staff

A) The Chief Executive Officer shall serve as the CEO of the Corporation. His or her relationship to the Board of Directors and Corporation shall be specified by contract.

B) The CEO or designee shall hire, from time-to-time as the need arises, employees to assist him in the day-to-day operations of the Corporation. He shall have the power to terminate or promote said employees as he or she sees fit. All employees shall report directly to the CEO or to his or her designated authority.

C) Board members are prohibited from discussing any item with a staff member, other than the CEO that could be considered a complaint or a grievance. If approached with such an item it is the board member's responsibility to immediately notify the CEO.

ARTICLE IX. Contracts, Finances, Budget

A) All real property owned by the Corporation may be conveyed or encumbered by instruments

executed on behalf of the Corporation by the Chairperson or in his/her absence or inability to act, by the Vice Chairperson. In the absence of both the chairperson and vice chairperson the CEO may act on their behalf. Such action shall follow formal approval by the Board.

B) All checks, drafts, and orders for payment of money, shall be signed by such persons as shall from time-to-time be determined by resolution of the Board of Directors. All notes or other evidence of indebtedness shall be signed by any two of the following: Chairperson, Vice-Chairperson, Treasurer, Secretary, CEO or CFO.

C) Contracts, leases, or purchases that are necessary to sustain the day-to-day operation of the Corporation or are necessary to implement projects or programs previously approved by the Board may be signed by the CEO, Chief Administrative Officer, CFO, Chairperson, or Vice-Chairperson without further Board action. Disposal or purchase of any substantial asset (real estate or property of a value in excess of \$10,000), shall require specific board approval.

D) Budget. The Board of Directors shall review and approve an annual budget which will serve as a guideline for expenditures. The budget shall be prepared by the CEO and such staff as are appropriate. The board shall also approve budgets as required for grant funded programs prior to their submission.

ARTICLE X. Non-Discrimination

The Board shall expressly prohibit discrimination in practice of employment due to age, race, gender, color creed, religion, national origin, ethnic origin, economic status, military experience, disability, marital status, familial status, sexual orientation or gender expression.

The CEO is specifically charged with carrying out and maintaining this non-discrimination policy.

ARTICLE XI. Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for a charitable, education, religious, or scientific purpose, as shall at the time qualify as an exempt organization or organizations under Section 501(c) 3 of the Internal Revenue Code of 1954 or for return to the various local, State and Federal agencies from whom the monies were derived.

ARTICLE XII. General

A) Conflict of Interest. No director may enter into a direct business or contractual relationship with the Corporation if the product or service is offered as a sole source to the Corporation or staff employed by the Corporation. Any director in a conflict of interest position shall abstain from

voting on such issue and shall refrain from attempting to influence the vote of any other board member.

Board members who are related to or involved in a personal relationship with a paid staff are considered to be in a position of conflict of interest and will be expected to resign or be terminated. Board members shall sign an annual statement indicating they are free from a conflict of interest with the Corporation.

B) Audit. There shall be an annual inspection of the books and records of the Corporation by a properly qualified and competent auditor who shall be a Certified Public Accountant.

C) Robert Rules of Order, as revised from time-to-time, shall be followed at all meetings.

D) The fiscal year for the Corporation shall be July 1 to June 30.

ARTICLE XIII. Amendment of By-Laws

These By-Laws may be amended by a vote of majority of the Board of Directors present at any meeting, provided there is a quorum, and further provided that written notice of the intention to so amend is emailed or mailed to each member at least five days prior to the meeting, and said notice includes a copy or summary of the proposed amendment or at least a statement as to its general nature.

These Amended By-Laws were adopted by the Board of Directors of Developmental Opportunities at Canon City, Colorado, on Feb. 28, 2013.

CHAIRPERSON

SECRETARY

