

BY-LAWS  
OF  
THE ROGER P. DORCY COMMUNITY PROJECT

ARTICLE I  
ORGANIZATION

Section 1: Formation. This Corporation is being formed under and pursuant to the provisions of the Colorado Non-profit Act by filing with the Colorado Secretary of State. The rights and liabilities of the Members shall be as provided under the Colorado Non-profit Act, the Articles of Incorporation and these By-Laws.

Section 2: Name. The name of this organization shall be ROGER P. DORCY COMMUNITY PROJECT

Section 3: Seal. The organization shall have no seal.

ARTICLE II  
PURPOSE

The purpose of the Corporation shall be charitable and educational, and to provide services, education and assistance consistent with the principles of Catholic Community, Hospitality and Charity. The Corporation may own real property and build and staff facilities to provide those services. The Corporation may solicit funding through donations and grants for such endeavors as a Non-profit Corporation and to do any other lawful activity incident to the purposes set forth herein.

ARTICLE III  
BOARD OF DIRECTORS

Section 1: Directors. After the first annual meeting, the business and property of the corporation shall be managed by the Board of Directors of not less than three (3) persons nor more than eleven (11) persons. Directors must be members of the corporation.

Section 2: Number and Tenure. At the first annual meeting, the members shall elect a Board of Directors. One-third of the directors shall be elected for a term of one (1) year, one third of the directors shall be elected for a term of two (2) years and one third of the directors shall be elected for a term of three (3) years. At each annual meeting thereafter, the members shall elect directors for a term of three (3) years to replace those directors whose term expires. The Board of Directors shall set the number of Directors to serve on the Board, consistent with these Bylaws, and said Board may, from time to time, change the number of Directors to serve on the Board. Members in good standing may serve multiple terms on the Board of Directors.

Section 3: Vacancies on the Board of Directors. Vacancies can occur as a result of the death, resignation or removal of a Director. Vacancies shall be appointed from a slate of qualified candidates by a majority vote of the remaining Directors of the Board of Directors. The term of the appointment shall be for the balance of the term of the vacated seat. If no quorum exists at an annual meeting when a director is to be elected, a majority of the remaining Directors shall fill the vacancy for the ensuing term. The Board of Directors may allow a vacancy to be unfilled for an indefinite period of time as long as the minimum number of Directors are seated.

Section 4: Removal of Directors. A director may be removed at the sole discretion of the Board of Directors when sufficient cause exists for such removal. The Board of Directors shall adopt such rules governing removal as such Board deems necessary for the best interests of the Corporation. A director may be represented by counsel at any removal hearing. The Board of Directors shall adopt such rules for such hearings as it may, in its discretion, deem necessary for the best interests of the Corporation.

Section 5: Quorum. A majority of the Members of the Board of Directors, represented in person, shall constitute a quorum at a meeting of the Board of Directors. If a quorum is present, the affirmative vote of a majority of the Directors present or represented at the meeting shall be the act of the Board of Directors, unless the vote of a greater number is required by law.

Section 6: Meetings. The meetings of the Board of Directors shall be held at least quarterly and more often upon call of the president or upon the request of at least 3 Directors, at a time and place designated by the President. The Board of Directors may make such rules and regulations covering its meetings as it may, in its discretion, deem necessary. The president of the organization, by virtue of the office, shall be chairperson of the Board of Directors. The secretary of the organization shall serve as secretary for the Board of Directors.

Section 7: Notice. Notice of all Board of Director meetings shall be delivered to each Director at least 5 days before the meeting. Notice may be verbally, by electronic means or by US mail. Attendance at a meeting constitutes waiver of notice unless attendance is for the sole purpose of protesting the lack of notice.

Section 8: Compensation. No director shall, by reason of the office, be entitled to receive any salary or compensation. However, nothing herein shall be construed to prevent a director from receiving compensation from the Corporation for duties performed other than as a Director.

Section 9: Initial Board. The initial Directors of this Corporation, who need not be members, shall be as follows:

- (a) Ron Schwartz, 1225 N. Grand Ave., Pueblo, CO 81003
- (b) Richard J. Sellers, 8611 Central Ave., P.O. Box 188, Beulah, CO 81023

## ARTICLE IV MEMBERSHIP

Section 1: Membership. Membership in this organization shall be allowed to any entity and those individuals who share the vision of providing Catholic Community, Hospitality and Charity services, education and assistance to the community. An entity or individual may become a member by making a nonrefundable donation of no less than \$1,000.00 per year to the Corporation and by presenting a completed membership application as may be prescribed by the Board of Directors. The Board of Directors may consider the size of a donation in using its discretion to waive the \$1,000.00 per year donation. The Board may waive the \$1,000.00 per year requirement for good cause. No ownership or shareholder status shall accrue to an entity or individual by virtue of membership in the Corporation.

Section 2: Donations: Any donation, including those made by prospective members, shall constitute a charitable contribution to the Corporation and none of said contribution will be paid back to the donor of same at any time in any form. Donations of more or less than \$1,000.00 may be made to the Corporation by donors who do not wish to be a member of the Corporation but such donation shall not entitle the donor to a vote on corporate matters.

Section 3: Application for Membership. Entities or individuals desiring membership status shall complete an application as prescribed by the Board of Directors. Membership is granted by affirmative action of the Board of Directors and may be denied by the Board of Directors for any reason.

Section 4: Voting. Each member shall be entitled to only one vote regardless of the amount or number of donations. Likewise, any entity which is member shall have only one vote regardless of its size.

Section 5: Transaction Between a Member and the Corporation. Except as otherwise provided by applicable law, any Member may, but shall not be obligated to lend money to the Corporation or act as surety for the Corporation. A member may transact business with the Corporation in the same capacity as a person or entity who is not a Member of the Corporation.

Section 6: Members' Liability and Indemnity. No Member shall be liable for the debts, liabilities, contracts or other obligations of the Corporation. A Member shall have no liability to any Member and/or the Corporation when acting pursuant to the authority granted by the Articles and/or these By-Laws except to the extent such Member's acts or omissions constitutes willful misconduct or gross negligence of such Member.

Section 7: Transfer of Membership. Membership cannot be transferred or assigned.

Section 8: Resignation, Termination, Expulsion or Suspension of Membership.

Membership shall terminate under the following circumstances:

- a. a. Upon the death of an individual member or the dissolution of a member that is an entity.
- b. b. Upon receipt of a member's written resignation, which receipt shall be acknowledged, in writing, by the Board of Directors.
- c. c. Upon two-thirds vote of the Board of Directors, if not less than fifteen days prior written notice of the termination and the reasons therefor has been given to the member; and said member has been given an opportunity to be heard, orally or in writing, not less than five days before the effective date of termination.

ARTICLE V  
MEETINGS

Section 1: Annual Membership Meeting. The annual membership meeting of this organization shall be held during the first quarter each year, beginning with the year 2007, at a time and location determined by the Board of Directors. In the event there is no quorum, the meeting shall be rescheduled to a date not more than 4 weeks from that date set forth in these Bylaws. The secretary shall cause a notice of this rescheduled meeting to be sent to all those members who were not present at the meeting originally scheduled.

Section 2: Special Meetings. Special meetings of this organization may be called by the Board of Directors of the corporation or by the president when he/she deems it to be in the best interest of the organization. The secretary shall cause to be mailed notices of such special meetings to all members at their addresses as they appear in the membership roll book of this organization. Such notices shall be sent at least 7 days prior to the scheduled date of the meeting. The notice shall state the reasons the meeting has been called, the business to be transacted and by whom the meeting was called. If a meeting is at the request of members of the Board of Directors or Members of the corporation, the president shall cause a special meeting to be called. Such requests must be made in writing at least 10 days before the requested date of scheduling. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Section 3: Action by Members Without a Meeting. Any action required or permitted to be taken at a Members' meeting may be taken without a meeting if the action is evidenced by a written certificate describing the action taken by a majority of the Members eligible to vote and service of such certificate being sent to all Members entitled to vote thereon.

Section 4. Quorum. A quorum shall consist of a majority of the members present at any meeting properly noticed and convened.

## ARTICLE VI VOTING

Section 1: Voting. Voting at all membership meetings, except for the election of directors, shall be by voice vote. Election of directors shall be done by written ballot and the voting member shall not be identified on said ballot. Each member shall be entitled to one vote upon each matter submitted to vote at a meeting of Members. At any regular or special meeting, if requested by a majority of the members, any question may be voted upon in the manner and style provided for the election of directors. At all votes by ballot, the chairperson of the meeting shall, prior to the vote, appoint a committee of 3 members who shall act as “Inspectors of Election” and who, at the conclusion of the balloting, shall certify the results of the balloting in writing to the chairperson. The certified copy of the results shall be placed in the minute book of the organization. No “Inspector of Election” may be a candidate for office.

## ARTICLE VII ORDER OF BUSINESS

The order of business at meetings shall be as follows:

- A. Roll call.
- B. Reading of the minutes of the preceding meeting.
- C. Reports of committees.
- D. Reports of officers.
- E. Old and unfinished business.
- F. New business.
- G. Other miscellaneous business.
- H. Adjournment.

## ARTICLE VIII OFFICERS

Section 1: Officers. The officers of the organization shall be a President, Vice President, Secretary and Treasurer. All of whom shall be elected by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2: President. The president shall preside at all membership meetings, be chairperson of the Board of Directors (by virtue of the office), present an annual report of the work of the organization at each annual meeting, appoint all committees (permanent or temporary), see that all books, reports and certificates, as required by law, are properly kept or filed, may be one of the officers who may sign the checks or drafts of the organization and have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Section 3: Vice President. The Vice President shall, in the event of the absence or the inability of the president to exercise his or her office, become acting president of the organization with all the rights, privileges and powers as if he or she had been the duly elected president.

Section 4: Secretary. The secretary shall keep the minutes and records of the organization in appropriate books, file any certificate required (federal, state or local), give and serve all notices to Members and Board of Directors of the organization, may be one of the officers required to sign the checks and drafts of the organization, present to the membership, at any meetings, any communication addressed to the secretary of the organization, submit to the Board of Directors any communications addressed to the secretary of the organization, attend to all correspondence of the organization and exercise all duties incident to the office of secretary.

Section 5: Treasurer. The treasurer shall: have care and custody of all monies belonging to the organization, be solely responsible for such monies or securities of the organization, be one of the officers who shall sign checks or drafts of the organization and shall exercise all duties incident to the office of treasurer. No special fund may be set aside that shall make it unnecessary for the treasurer to sign the checks or drafts issued upon it. The treasurer shall render, at stated periods as the Board of Directors shall determine, a written account of the finances of the organization and such reports shall be physically affixed to the minutes of the Board of Directors of such meetings.

Section 6: Delegation of Duties. Duties of Officers may be delegated to such professionals, employees and volunteers as such officer deems necessary and proper, subject to the assent of the Board of Directors. Such delegation shall in no way relieve such officer of the duties of such office and the responsibilities set forth in these Bylaws.

Section 7: Compensation. No officer shall, by reason of the office, be entitled to receive any salary or compensation, however nothing herein shall be construed to prevent an officer from receiving compensation from the Corporation for duties performed other than as an officer.

Section 8: Qualification, Election and Term of Office. Officers shall be elected from the Board of Directors. The officers for the ensuing term shall be elected at the first meeting of the Board of Directors following an annual meeting of the Corporation. Officers shall serve consistent with their term on the Board of Directors or until replaced by a successor as appointed by the Board of Directors. The initial Directors appointed by the incorporators shall elect the Officers of the Corporation until said Officers are replaced pursuant to these By-Laws.

Section 9: Vacancy of office. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 10: Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless any or all members of the Board of Directors from any loss, liability or damage incurred or suffered by any such person by reason of any act performed or omitted to be performed by them in connection with their role as a member of such Board, including reasonable attorney's fees and costs incurred by them in connection with the defense or settlement of any claim or action based upon such act or omission, which attorney's fees and costs may be paid as incurred, except to the extent indemnification is prohibited by law. The members of the Board of Directors shall be entitled to the foregoing indemnification and shall not be liable to the Corporation or to anyone else for any loss, liability, or damage suffered or incurred by them directly or indirectly in connection with their activities as Board of Directors members unless such course of conduct constituted fraud, gross negligence or willful misconduct. In addition to the indemnities herein provided, the Board of Directors members shall not be liable for any action taken or failure to act on behalf of the Corporation within the scope of their authority conferred by these Bylaws, by law or done in reliance in good faith on the opinion of legal counsel, unless such act or omission was performed or omitted fraudulently or in bad faith or constituted gross negligence.

## ARTICLE IX DISSOLUTION, WINDUP, LIQUIDATION AND TERMINATION

### Section 1: Dissolution and Windup.

- a. The Corporation may cease operations and be dissolved with a two-thirds (2/3) vote of the entire membership. Dissolution may also occur by direction of legal authority in which case such decision to dissolve may be made by a majority vote of the Board of Directors.
  
- b. If dissolution is approved or ordered, the Corporation shall promptly commence to wind-up its affairs and the Corporation shall be liquidated and terminated in accordance with this Section. No Further business shall be done in the corporate name, except the completion of incomplete transactions and the taking of such action as shall be necessary to wind up the Corporation's affairs.

Section 2: Liquidation and Distribution. In the event the Corporation's business is required to be wound-up without continuation under this Section, the Directors winding-up the Corporation's affairs shall retain sufficient assets to meet anticipated windup expenditure requirements during the winding-up activities. The Directors winding-up the Corporation's affairs shall distribute the proceeds so withheld in the following order of priority: (i) To pay debts, liabilities and obligations of the

Corporation owed to creditors including Members who are creditors, in the order of priority as provided by law, (ii) Upon Dissolution of this Corporation, all corporate property and assets not liquidated to satisfy corporate obligations shall be distributed to Catholic entities or Catholic charities as designated by the Board of Directors as shall qualify for one or more exempt purposes within the meaning of 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public service.

Section 3: Claims of the Members. The Members shall have no claim against the Corporation's property and assets for the return of their donation.

Section 4: Termination. Upon completion of the distribution of the Corporation's property as provided in this Section, the Corporation shall be terminated, and the Directors winding-up the Corporation shall cause the filing of the Notice of Intent to Dissolve and the cancellation of the Articles and shall take all such other actions as may be necessary to terminate the Corporation.

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ARTICLE X  
COMMITTEES

All committees of this organization shall be established by the Board of Directors and the term of office shall be for a period established by said Board of Directors.

ARTICLE XI  
SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they, in their discretion, determine to be necessary for the conduct of the business of the Corporation.

ARTICLES XII  
CONTRIBUTIONS

Section 1: Contributions. Contributions or donations to the corporation shall consist of cash, certified funds, or real or personal property. Unless otherwise permitted by the Board of Directors, contributions or donations must be paid in full at the time of making such contribution or donation.

Section 2: Other Instruments. Each Member hereby agrees to execute and deliver to the Corporation, within five (5) days after receipt of a written request therefor, such other documents and instruments, statements of interest and holdings, designation, powers of attorney and other instruments and to take such other action as the Corporation deems necessary, useful or appropriate to comply with any laws, rules or regulations as may be necessary to enable the Corporation to accept a donation and to fulfill its responsibilities under these Bylaws.



Section 3: Withdrawals of Contributions. No Member or donor shall have the right to:

- a. Withdraw his/her contribution or donation;
- b. Receive any return or interest on any portion of his contribution or donation.

### ARTICLE XIII FISCAL YEAR, BOOKS AND RECORDS

Section 1: Books of Account and Records. At all times during the term of the Corporation, the Corporation shall keep or cause to be kept, full and accurate books of account, in accordance with generally accepted accounting principles applied on a consistent basis as determined in the sole discretion of the Corporation. Such books of account shall fully and accurately reflect the transactions of the Corporation and shall be kept for such time as required by applicable law. Such books and records shall be maintained at the principal place of business located in the State of Colorado.

Section 2: Inspection. All documents required to be maintained at the Corporation's principal office, as well as true and full information regarding the state of the Corporation's business, financial conditions and other information regarding the affairs of the Corporation as is just and reasonable, shall be made available upon reasonable notice during normal business hours for inspection, copying or audit by a certified accountant at the request and expense of any Member.

Section 3: Fiscal Year. The fiscal year of the Corporation shall be the calendar year ending on December 31 in each year except that the first year of the Corporation shall be that period (even if less than twelve months) beginning on the date of filing the Articles and ending on the next following December 31 and the final year of the Corporation shall be that period beginning on the first day of such year and ending on the date of cancellation of the Articles.

### ARTICLE XIV AMENDMENTS

The provisions of Article IX, Section 2: Liquidation and Distributions may be amended, altered, repealed or enhanced by a unanimous vote of the members of the corporation. All other By-Laws may be amended, altered, repealed or enhanced by an affirmative vote of two-thirds (2/3) of the members of said organization or by affirmative vote of a majority of the Board of Directors in such manner as shall be in compliance with legal requirements and these By-Laws.

This is to certify that the attached Bylaws of the ROGER P. DORCY  
COMMUNITY PROJECT are complete and correct copies of the Bylaws adopted by the  
Board of Directors of said Corporation on December 12, 2006.

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Secretary

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Amendments

None