

Amended and Restated
BYLAWS of
SIX POINTS EVALUATION AND TRAINING, INC.

Amended and Adopted December 19, 2017
(Previously Amended and Adopted September 26, 2000, Amended on April 27, 2010, Amended
on April 29, 2013)

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BYLAWS

SIX POINTS EVALUATION & TRAINING, INC.

These amended Bylaws supersede the previous Bylaws dated April 27, 2010 as further amended on April 29, 2013.

Article I - Name and Purpose

Name: The name of the organization shall be Six Points Evaluation and Training, Inc. (Corporation). It shall be a nonprofit organization incorporated under the laws of the State of Colorado.

Purpose: Six Points Evaluation and Training, Inc. is organized exclusively for charitable purposes as follows: to provide education, training, assistance and support to all developmentally disabled adults and their families in Gunnison and Hinsdale Counties of Colorado, such that these individuals reach their highest functioning levels and become integrated into our society as independent, productive, contributing citizen. (Mission)

Article II - Registered Office

Registered Office: The Corporation shall have and continuously maintain in the State of Colorado a registered agent and a registered agent address, which shall be the street address and mailing address of the Corporation's usual place of business.

Article III - Board of Directors

General Powers: Except as otherwise provided by these Bylaws or the Six Points Evaluation and Training, Inc. Articles of Incorporation, the Board of Directors (Board) shall have the power to act on behalf of the Corporation for the purpose of conducting any business that may come before the Corporation and to exercise all powers and perform all lawful acts in carrying out the mission of the Corporation.

Employ Executive Director and Staff: The Board shall employ a qualified Executive Director and shall direct said Executive Director to hire such additional staff as necessary to administer Corporation programs. The Board shall also have the responsibility of supervising and evaluating the Executive Director and ensuring that programs and activities approved by the Board are implemented. The Board shall be responsible for overall policy and direction of the Corporation and will delegate responsibilities of day-to-day operations to the Executive Director and staff.

Eligibility: The Board shall be comprised of individuals who are 18 years of age or older and are residents of Gunnison or Hinsdale Counties in Colorado. The membership of the Board shall be served with special interest in the evaluation, training and provision of support services to developmentally disabled and vocationally handicapped persons, as well as a legitimate emphasis on furthering the mission and objectives of the Corporation. Any person meeting these eligibility requirements may apply in writing to the Nominating Committee of the Board.

Number and Composition: There shall be no more than fifteen (15) and no fewer than nine (9) members of the Board. The membership of the Board shall consist of representatives from the following: (a) Agencies, which participate in any program having as one of their principle objectives, the benefiting of developmentally disabled adults in the community; (b) Persons who are parents or legal guardians of an individual who is or has benefited directly from services rendered by this Corporation; (c) Individuals who are considered to be consumers of services; and (d) Private business sector persons who would be responsive to the Corporations goals and mission statement.

Terms of Membership: All Board members shall serve a two-year term. Board members are eligible for re-election to the Board for three consecutive terms or a total of six years. The Board will seek to have a majority of the Board members serving at any one time to have at least one term of service on the Board so that there is sufficient experience, history and knowledge of previous Board action to efficiently carry out the mission of the Corporation, while also rotating in newly elected Board members. If the Board is unable to fill a slate of nominees to meet the minimum requirement of nine (9) Board members, the Board may consider the application of an existing Board member who has just completed three consecutive terms, and would normally be ineligible to serve again, for one additional term of two more years. Except under this circumstance, Board members who have served three consecutive terms must sit out for at least one year before resubmitting an application for Board Service to the Nominating Committee.

New Board Member Elections: The Nominating Committee of the Board shall be responsible for establishing a slate of prospective Board members eligible to fill any vacancies on the Board as outlined in the eligibility requirements above. In addition, any Board member may nominate a candidate to the slate of nominees. The slate of nominees will then be presented for a vote at a regular, special or annual meeting of the Board and new Board members will be elected to two-year terms by a simple majority vote by the Board members present when a quorum has been established. New board members will be added each quarter, as needed, in order to maintain a steady rotation of terms starting and ending throughout the calendar year.

Current Board Member Re-Election: Current Board members shall be eligible for re-election to another two-year term on the Board up to a total of three consecutive terms by a simple majority vote by the Board members present at the last meeting of the quarter in which the current term expires when a quorum has been established. The Board shall establish a schedule of when each Board member shall be slated to rotate off the Board and revise the schedule each time a new member joins the board or a current member is re-elected.

Resignation, Removal and Vacancies: Any Board member may resign at any time by giving written notice to the President or Secretary of the Board or the Executive Director of the Corporation. A Board member's resignation shall take effect at the time specified in the written notice and acceptance of such resignation shall not be necessary to make it effective. Any Board member of the Corporation who fails to attend three (3) or more consecutive meetings shall be reviewed for membership status by the Executive Committee of the Board, unless said member is absent for reasons of emergency or medical reasons and notifies the President or Secretary of the Board of such fact. Board members may be removed by a simple majority vote by the Board members present at any monthly meeting when a quorum has been established, for cause, such as conflict of interest, or actions which conflict with or harm the mission of the Corporation and its employees. The decision shall be final as to the validity of the cause basis for removal. All Board vacancies shall be filled by election upon simple majority vote by the Board at a meeting of the Corporation when a quorum has been established.

Compensation: No Board member or Board officer shall receive compensation for performance of his or her duties on behalf of the Corporation, but shall be entitled to reimbursement for actual expenses incurred by him or her on behalf of the Corporation after said reimbursement has been approved by the President of the Board, or, where there may be a conflict of interest in the President's approval of such expense, by simple majority vote of the Board when a quorum has been established.

Assessments: The Board will conduct a self-assessment to determine how the Board is functioning as a whole. Each individual Board member will also conduct a self-assessment and each employee will be asked to assess the functionality of the Board. These assessments will be completed to review at the Annual Business Meeting.

Article IV – Board Officers and Duties

Election, Authority and Terms of Office: There shall be four (4) elected officers (Officers) of the Board of Directors including President, Vice President, Treasurer and Secretary, who together shall constitute the Executive Committee of the Corporation. The Officers shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board or these Bylaws, except that in any event each Officer shall exercise such powers and perform such duties as required by law. The Nominating Committee shall nominate at least one (1) Board member for each office. Each Officer shall be elected by the Board at the annual meeting of the Board and shall serve a one-year term of office. Each Officer is eligible for re-election for four (4) consecutive terms at the same office.

Officer Resignation, Removal and Vacancies: Any Officer may resign at any time by giving written notice to the President, Secretary or the Executive Director. An Officer's resignation shall take effect upon receipt of the written notice unless the notice specifies a later effective date. The acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed by a simple majority vote by the Board members present at any monthly meeting when a quorum has been established, for cause, such as conflict of interest, or actions which conflict with or harm the aims of the Corporation and its employees. The decision shall be final as to the validity of the cause basis for removal. Any vacancy in any office may be filled for the unexpired portion of said Officer's term by election upon simple majority vote by the Board at a meeting when a quorum has been established.

Duties of Each Office: The duties of each office shall be as follows:

President: The President shall preside at all meetings of the Board. The President shall have the authority to execute with the Vice President, Secretary, Treasurer, or employee of the Corporation all contracts, deeds, notes, mortgages, conveyances or other instruments in accordance with the actions of the Board on behalf of the Corporation pursuant to the laws of the State of Colorado. The President may act as a spokesperson for the Corporation in its dealings with the public. In addition, the President shall work closely with the Executive Director to see that advance preparations are completed in order to conduct efficient, productive Board meetings and that all actions of the Board are carried into effect.

Vice President: The Vice President shall assist the President and shall perform such duties as may be assigned by either the President or the Board. The Vice President shall, at the request of the President, or in the absence of the President, perform the duties of the President and, when so acting, shall have the powers of and be subject to all the restrictions on the President.

Treasurer: The Treasurer shall serve as the principal financial Officer of the Board with general responsibility for the oversight of the financial affairs of the Corporation. The Treasurer shall assist with the preparation and presentation of financial report(s) to the Board at the Board's request; and shall perform all duties incident to the office of Treasurer as assigned by the President or the Board.

Secretary: The Secretary shall, subject to the direction and supervision of the President and the Board, ensure that true and accurate minutes of the proceedings of the Board are kept, as well as provide that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall perform all duties incident to the office of Secretary or as assigned by the President of the Board and shall assist with the custodial duties of the Corporation's records.

Article V – Board Committees

Establishment and Authority: The Board shall have the power and authority to establish standing or ad hoc committees and to select members to serve on or chair any number of committees as it deems appropriate to carry out specific actions of the Board. The name, objectives and responsibilities of each committee shall be determined by the Board in the establishment of said committee. In the case of ad hoc committees, at least one member of the committee must be a member of the Board and any said ad hoc committee shall not exercise any power or authority reserved to the Board. Further, no ad hoc committee shall have authority to incur any corporate expenses or make any representation or commitment on behalf of the Corporation without the express approval of the Board or the Executive Director. Unless otherwise provided herein, each committee shall adopt its own operating procedures including the election of a Chairperson, establishment of a quorum, and setting guidelines on the number of terms a Board member may serve on that committee or be the committee's chairperson.

Standing Committees: The following Standing Committees shall be established and shall generally include the following duties:

Executive Committee: The four elected Officers of the Board shall serve as the members of the Executive Committee. This committee shall be responsible for the oversight of the programs and the Executive Director of the Corporation during the periods of adjournment of the Board. This committee may meet in executive session to review personnel and legal matters of the Corporation. Three (3) members of this committee shall constitute a quorum. The Executive Committee will meet at least quarterly.

Finance and Audit Committee: The Treasurer shall chair the Finance and Audit Committee, which shall include at least two (2) other Board members. In cooperation with the Executive Director and other staff as assigned, this committee shall be responsible for the oversight of the assets of the Corporation, the investment strategy and objectives of the Corporation, the development and review of fiscal procedures and the review of an annual operational budget to be submitted to the Board for approval. In addition, this committee shall review monthly revenues and expenditures and provide explanations and recommendations to the Board at Board meetings as necessary. This committee shall also assess the financial impact of program requests; annually review and make recommendations to the Board regarding the Corporation's salary schedule; and, provide consultation and assistance with fundraising. This committee reviews financial information as prepared by the employees of the organization and works with an external auditor and tax preparer annually to ensure financial accuracy, accountability and responsibility. The Finance and Audit Committee will meet at least quarterly.

Nominating Committee: This committee shall consist of not less than three (3) Board members and shall be responsible for board recruitment and orientation (includes the responsibilities and duties of the job) of prospective board members. This committee is also responsible for establishing a slate of qualified, prospective Board members eligible to fill any vacancies on the Board for election at the last meeting of the quarter and as otherwise needed throughout the year. This committee shall also establish a slate of prospective Officers for election at the annual meeting of the Board. Nothing in these Bylaws shall preclude nominations for Board members or Officers to be made from the floor for election to take place either at the annual meeting of the Board or, as necessary, at any regular Board meeting. The Nominating Committee will meet as needed, at least annually.

Board Policy and Affairs Committee: This committee shall consist of not less than three (3) members, two (2) of whom shall be Board members. This committee shall be responsible for the oversight and evaluation of corporate records, policies, procedures and affairs. This shall include, but not limited to, these Bylaws, Articles of Incorporation, personnel practices, business functions, employee handbook, client care and grievances. Following their review and assessment, this committee shall provide explanations and make recommendation to the Board for approval of policies and procedures. The Board Policy and Affairs Committee will meet as needed, at least annually.

Grants Committee: This committee shall consist of not less than three (3) members, two (2) of whom shall be Board members. This committee shall be responsible for providing support to the Executive Director and/or a contracted grant writer for the Corporation in seeking external funding of programming and capital projects through grant writing, which may include research of grant sources, tracking of grant announcements, assessing the Corporation's need for specific grants, evaluating data for grant applications and the review and/or writing of grant applications. This committee shall also coordinate with the Program and Fundraising Committees to set monetary goals for the budget. The Grants Committee will meet at least quarterly.

Fundraising Committee: This committee shall consist of not less than three (3) members, two (2) of whom shall be Board members. This committee shall be responsible for working with the Executive Director to ensure a diverse revenue stream through the implementation of a development and marketing plan incorporating a series of appropriate vehicles, such as special events, direct mail, website solicitation, annual fund activities and community involvement programs. In addition, this committee shall provide oversight in seeing that stakeholders are acknowledged appropriately and fundraising efforts are cost effective. This committee shall also coordinate with the Program and Grants Committees to set monetary goals for the budget. The Fundraising Committee will meet at least quarterly.

Thrift Store Committee: This committee shall consist of not less than three (3) members, two (2) of whom shall be Board members. This committee shall be responsible for working with the Executive Director, Operations Manager, and Store Manager to ensure an efficient and profitable operation strategy is in place to drive sufficient sales revenue income derived from the store's operation to support the mission of the Corporation. Ensure that clients are successfully integrated into the thrift stores daily operations. Coordinate with volunteers to maximize efforts. The Thrift Store Committee will meet at least quarterly.

Program Committee: This committee shall consist of not less than three (3) members, two (2) of whom shall be Board members. This committee shall be responsible for providing support to the Executive Director to ensure that all aspects of ongoing programs are established as well as the growth

of programming for existing and potential clients. This committee shall also coordinate with the Grants and Fundraising Committees to set monetary goals for the budget. The Program Committee will meet at least quarterly.

Building and Property Committee: This committee shall consist of not less than three (3) members, two (2) of whom shall be Board members. This committee shall be responsible for providing support to the Executive Director and Business Manager to ensure that all aspects of the ongoing maintenance of the physical assets and buildings belonging to the Corporation including those occupied by clients shall be appropriately maintained to current building codes and safety standards for use by the public. The Building and Property Committee will meet as needed, at least annually.

Article VI – Board Meetings

Annual Meeting: The annual meeting of the Corporation shall be during the month of May of each year, on a day and at a reasonable time and place as set by the President of the Board. All Board members shall be qualified electors entitled to vote on the election of new Board members and officers of the Board and the re-election of current Board members as outlined below.

Regular Meetings: The Board shall meet on the fourth Tuesday of every month at a time and place established at the prior monthly meeting, or at such other time and place as designated by the President of the Board.

Special Meetings: Special meetings of the Board may be called and held pursuant to the action of the Board, the call of the President of the Board, or upon the request of no less than three (3) Board members of the regular membership.

Notice of Meetings: Notice of the regular annual meeting of the Corporation shall be given by the Secretary of the Board no less than ten (10) days before the date of said meeting. Notice of any special meeting of the Board shall also be given at least ten (10) days prior to the day of the special meeting, which notice shall state the day, place, hour and purpose of the special meeting. Should the need arise for a special meeting when a 10-day notice is not possible, as much advance notice as possible shall be provided to the Board, and this emergency notice shall state the day, place, hour, and purpose of the emergency meeting. At the emergency meeting, action shall be taken to approve this emergency meeting and its agenda with a quorum present by a simple majority vote. The Board shall meet monthly as described under Regular Meetings. If the President of the Board elects to change the time or place of the Board's monthly meeting, notice of at least ten (10) days will be provided to all Board members, which notice shall state the day, place and hour of said monthly meeting.

Voting: Each Member of the Board shall be entitled to one vote on each matter submitted to a vote at any meeting of the Corporation or during an electronic vote as outlined below. Proxy voting shall not be allowed.

Electronic Voting: Actions by the Board may be taken with an electronic vote under the following conditions:

- The Executive Director, at any time, may poll the Board in an advisory capacity for a decision.
- When the Executive Committee or the Board is meeting and there is not a quorum, decisions may not be made at that meeting. However, the Executive Committee or the Board may

delegate, per the minutes, the Executive Director to poll the group for a vote on the issue or issues requiring a vote. In this case, the email subject line must reference that it is a request for a vote; the message must identify the issue and briefly summarize the pros and cons as discussed by the Board members present at the meeting; and must request that members cast their vote with a “reply all”. In this way, all members are aware of the vote, and each member’s vote is clearly associated with the subject to be voted on.

- When an action must be taken and a physical meeting is impractical, the following steps will be required:
 1. The President will email a request to the Executive Director to poll the Board or Executive Committee, as appropriate.
 2. The Executive Director forwards the President’s message to the group, adding any detailed information about the issue necessary for the Board or Executive Committee to make an informed vote.
 3. The subject line shall read: “Special Electronic Meeting Called by President [name of President].”
 4. All respondents are required to reply via “Reply All” by the deadline noted for the vote to occur.

Simple Majority Vote: To approve any business at a Board meeting or by electronic vote, a simple majority or fifty-one percent (51%) of the Board members is required, unless a higher percentage is required as described elsewhere in these Bylaws. For example, amending the Bylaws requires a two-thirds majority of the Board. From Amended Bylaws Adopted on April 29, 2013 and incorporated hereinto.

Quorum: The quorum to conduct any business at the Annual, Regular or Special meeting of the Board shall be a simple majority or fifty-one (51%) of the Board.

Article VII – Membership of Corporation

Membership: Membership of the Corporation shall be defined as the Board, the employees of the Corporation, and any non-voting members as defined in this Article. The members of the Board and employees of the Corporation shall be deemed to have complied with the membership requirements of this section and therefore are members in good standing of the Corporation.

Eligibility for Membership: Any person either residing or operating a business in Gunnison or Hinsdale counties in Colorado, who is interested in the mission of the Corporation, may become a member of the Corporation.

Voting Membership: Voting members of the Corporation shall consist of the Board.

Non-Voting Membership: The Corporation may have non-voting members who serve the purpose of the Corporation, including, but not limited to, an Advisory Board. Non-voting members shall meet the established qualifications and requirements.

Membership Qualifications: Membership qualifications and/or membership dues may be established at the discretion of the Board upon the approval of a simple majority of the Board members present when a quorum has been established at a regular meeting of the Board.

Article VIII - Advisory Board

Establishment and Authority: The Board shall have the power and authority to establish an Advisory Board and to select members to serve on or chair an Advisory Board. The objectives and responsibilities of said Advisory Board shall be determined by the Board upon the establishment of said Advisory Board. An Advisory Board shall not operate to relieve the Board from any responsibility or conduct imposed by law or these Bylaws.

Article IX - Fiduciary Issues

Fiscal Year: The fiscal year of the Corporation shall be July 1 through June 30 but may be changed by a resolution of the Board.

Indemnification: The Corporation shall indemnify each Board member and employee to the fullest extent permissible under the laws of the State of Colorado and shall purchase insurance to fulfill its obligations under this indemnification clause.

Standards of Conduct: Each Board member shall discharge his or her duties as a Board member in good faith with the care of a prudent person and in the best interest of the Corporation.

Loans: No loans shall be made by or on behalf of the Corporation to any Board member under any circumstances. In addition, no loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless specifically authorized by a resolution of the Board.

Checks, Drafts and Other Payments: All checks, orders for the payment of money, credit card purchases, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by the Executive Director, Officer(s), authorized employees or agent(s) of the Corporation, or by any committee to which such authority has been expressly delegated and in such manner as determined by resolution of the Board or by any policies adopted by the Board.

Deposits and Accounts: All funds of the Corporation not otherwise employed shall be deposited on a regular basis in general or special accounts in such banks, trust companies, or other depositories as the Board may select, or as may be selected by the President or by any other Officer(s) or the Executive Director specifically delegated by Board resolution or by any policies adopted by the Board. For the purpose of deposits, collections and remittances with respect to all accounts of the Corporation, checks, drafts and other orders of the Corporation may be signed, endorsed, assigned and delivered on behalf of the Corporation by any Officer or the Executive Director as delegated by Board resolution or as specified in policies adopted by the Board.

Investments: The funds of the Corporation may be retained in whole or in part in cash instruments or be invested and reinvested on occasion in such property – real, personal or otherwise – or in other securities, as the Board in its sole discretion may deem appropriate, and which are either approved by Board resolution or as specified in policies adopted by the Board. Such investments shall be subject to the limitations, if any, now imposed or which may hereafter be imposed by law regarding these investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)3 of the Internal Revenue Code.

Contract Authorization: The President shall have the authority to execute or appoint the Secretary, Treasurer, other authorized Officer or employee of the Corporation to execute all contracts, deeds, notes, mortgages, conveyances or other instruments in accordance with the actions of the Board on behalf of the Corporation pursuant to the laws of the State of Colorado, except as expressly prohibited in these Bylaws.

Article X - Conflict of Interest

Conflict Policy: The Board and employees of the Corporation shall strive to maintain the highest ethical standards in all policies, procedures and programs and to avoid any conflicts of interest. This includes avoiding potential and actual conflicts as well as perceptions of conflicts of interest. Any Board member, member of a committee with Board delegated powers, or employee, who has a direct or indirect financial interest or duality of interest, is included in this policy. A duality of interest exists when a Board member, committee member or employee of the Corporation is affiliated with an organization which funds the Corporation or from which the Corporation is intending to seek funding. A duality of interest is considered in the same way that the Corporation considers a conflict of interest. If it is uncertain whether a conflict of interest exists, the President of the Board will make the determination, seeking the advice of the Executive Committee, if necessary.

Violations of the Policy: If the Board has reasonable cause to believe that a Board member or employee has failed to disclose actual or possible conflicts of interests or duality of interest, it shall inform said person of the basis of such belief and afford the person an opportunity to explain the alleged failure to disclose. If, after hearing said person's response and making such further investigations as may be warranted under the circumstances, the Board determines that said person in fact failed to disclose any duality of interest or any actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article XI - Amendments to These Bylaws

The power to alter, amend or repeal these Bylaws and adopt new Bylaws shall be vested solely in the Board upon a two-thirds (2/3) majority vote at a Board meeting of the Corporation. Proposed amendments shall be made available in written form to all Board members of the Corporation in advance to the Board meeting at which the amendment to these Bylaws shall be voted upon. Notice regarding the meeting and the vote on the proposed amendment(s) to these Bylaws shall be given at least ten (10) days prior to said meeting. A vote to amend these Bylaws shall be by roll call voice vote and shall be recorded by the Secretary in the minutes of the meetings.

Article XII - Miscellaneous

Filing with Secretary of State: The Corporation shall file with the Secretary of State of Colorado, within the timeframe prescribed by law, a corporate report on the forms prescribed and furnished by the Secretary of State and containing the information required by law, and shall pay the fee for such filing as prescribed by law.

Corporate Seal: The Board of the Corporation may adopt a seal which shall have inscribed thereon the name of the Corporation and the words "Seal" and "Colorado."

Stock: The Corporation shall not have nor issue shares of stock and no dividend shall be paid under any circumstances.

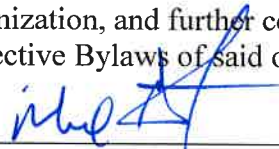
Article XIII – Dissolution of Corporation

Dissolution of the Corporation: The Corporation may be dissolved upon the vote of two-thirds (2/3) of the entire membership of the Board, provided that written notice is given to all Board members that such dissolution action is to be considered at a regular or special meeting of the Board. Said written notice shall be given to all members of the Board at least ten (10) days prior to the meeting when there will be a vote to dissolve the Corporation. The vote for dissolution of the Corporation shall be conducted by roll call vote and shall be recorded by the Secretary of the Corporation in the minutes of the meeting.

Bylaws Certificate

The undersigned certifies that they are the Secretary of Six Points Evaluation and Training, Inc., a Colorado nonprofit organization, and that, as such, the undersigned is hereby authorized to execute this certificate on behalf of said organization, and further certifies that attached hereto is a complete and correct copy of the presently effective Bylaws of said organization.

Dated: December 19, 2017



Signature
Mike Gierut

Secretary (print)