



COLORADO P.E.O. CHARITABLE CORPORATION

These governing documents are presented together as required/requested by the Study and Research Committee of International Chapter P.E.O. Sisterhood. These documents and revisions are governed by Roberts Rules of Order, newly revised, in all cases to which they are applicable, and in which they are not inconsistent with the *Constitution, Bylaws and Standing Rules of the P.E.O. Sisterhood*, and the *Bylaws and Standing Rules of Colorado State Chapter*. (CPCC Bylaws, Article XII Parliamentary Authority).

ARTICLES OF INCORPORATION

(As last amended June 4, 2016)

BYLAWS

(As last amended June 7, 2018)

ARTICLES OF INCORPORATION
COLORADO P.E.O. CHARITABLE CORPORATION

Amended June 4, 2016

Know all men by these presents: That we, Rachel Allen Upton, Gladys Thompson and Margaret Aldom, residents of the state of Colorado and Citizens of the United States of America, have associated ourselves for the purpose of forming a body corporate and politic, not for pecuniary profit under and by virtue of the laws and of the state of Colorado, and we do hereby make, execute and acknowledge this certificate in writing of our intention so to become a body corporate under and by virtue of said laws.

First. The name of our said corporation shall be Colorado P.E.O. Charitable Corporation.

Second. The objects and purposes for which our said corporation is formed and incorporated are:

A. To establish a fund to receive contributions, membership dues, gifts and bequests for the philanthropic, benevolent, charitable and nonprofit benefit of members of the Colorado State Chapter of the P.E.O. Sisterhood (and members of their families and other non-members as further described in the following section (B) of this Second article). Such funds to be allowed to accumulate toward the acquisition of a home for P.E.O. members, the operation of which shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future United States Internal Revenue law) (the "Code").

B. To establish, maintain and operate in the state of Colorado a home for the benefit of members of the P.E.O. Sisterhood (including members of their families who meet criteria established by the corporation), who may desire to live in such a home. This will not preclude the corporation, if and to the extent deemed reasonable, necessary and prudent by the corporation's board of directors based upon the economic practicalities of operating such a home for such purposes, from providing residency in the home to persons who are not members of the P.E.O. Sisterhood (or qualifying members of the families), but who are sponsored by a P.E.O. sister. If this is done, preference for residency in the home shall be given first to members of the P.E.O. Sisterhood, second to qualifying members of their families and third to persons who are not members of the P.E.O. Sisterhood (or qualifying members of their families) but who are sponsored by a P.E.O. Sister.

C. To erect, build or otherwise procure a suitable building or buildings for the aforesaid purpose.

D. To acquire by gift, bequest, devise, purchase, lease or otherwise, all kinds of property, both real and personal.

E. To own, hold, sell and convey, exchange, lease, mortgage and encumber and otherwise dispose of all kinds of property, both real and personal.

F. To borrow money and make, execute and deliver promissory notes or other forms of indebtedness therefore and make, execute and deliver security thereof on real or personal property.

G. To invest and reinvest funds of the corporation in all kinds of real and personal property, including bonds, stocks and other forms of securities.

H. To do and perform all acts and things which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created.

Third. The corporation shall be non-stock and no dividends nor pecuniary profits shall be declared.

Fourth. Every member of the Colorado State Chapter, P.E.O. Sisterhood in good standing shall be a member of this corporation.

Fifth.

A. Board of Directors. The management of the affairs of the corporation shall be vested in a Board of Directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act (the "Act"), these Articles of Incorporation, or the bylaws of the corporation. The number of directors, their classifications, if any, their terms of office, and the manner of their election or appointment shall be determined according to the bylaws of the corporation from time to time in force.

B. Liability of Directors. No director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's duty of loyalty to the corporation for monetary damages for any of the following:

- (1) any breach of such director's duty of loyalty to the corporation,
- (2) any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,
- (3) acts specified in Section 7-128-403 of the Act, as it now exists or hereafter may be amended, regarding a director's assent to or participation in the making of any loan by the corporation to any director or officer of the corporation, or
- (4) any transaction from which such director derived an improper personal benefit. If the Act hereafter is amended to authorize the further elimination of the liability of directors, then the liability of a director of the corporation in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent

permitted by the Act. Any repeal or modification of this Article V (B) shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Sixth. The annual meeting of this corporation shall be held at the Convention of Colorado State Chapter of the P.E.O. Sisterhood. The time and place shall be designated in the convention program. A majority of the members of said convention shall constitute a quorum. The voting members of this corporation shall be the members of the annual convention of the Colorado State Chapter and the directors of the corporation.

Seventh. The principal office of said corporation shall be located in the City of Colorado Springs, and the County of El Paso, State of Colorado.

Eighth. The directors shall have power to make such prudential bylaws as they deem proper for the management of the affairs of this corporation according to the laws in such case made and provided.

Ninth. The term of existence of this corporation is perpetual unless dissolved according to law.

Tenth.

A. The corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation contributions to which are deductible under section 170(c)(2) of the Code.

B. No part of the net earnings of the Colorado P.E.O. Charitable Corporation shall inure to the benefit of any private shareholder, member or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Second article herein.

C. No substantial part of the activities of the corporation shall consist of carrying on propaganda, lobbying, or otherwise attempting to influence legislation, and the corporation shall not participate in any political campaign on behalf of or against any candidate for political office.

Eleventh.

A. In the event of dissolution of this corporation, the assets remaining after the donors' requests have been met shall be distributed for charitable purposes only to charitable organizations which are exempt under Section 501(c)(3) of the **Code**. Any such assets not so disposed of shall be disposed by the Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such

organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

B. No member, director, or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation assets upon dissolution of the corporation.

In testimony, Whereof, we have hereunto set our hands and seals, on this 22nd day of June, AD, 1949.

Revised June 11, 1963

Revised June 17, 1965

Revised June 12, 1969

Revised June 14, 1997

Revised June 05, 1999

Revised June 03, 2005

Revised June 02, 2012

Revised June 04, 2016

GLADYS THOMPSON (SEAL)
RACHEL ALLEN UPTON (SEAL)
MARGARET ALDOM (SEAL)

COLORADO P.E.O. CHARITABLE CORPORATION BYLAWS

Amended June 7, 2019

ARTICLE I - NAME

The name of this corporation shall be Colorado P.E.O. Charitable Corporation.

ARTICLE II - ESTABLISHING ACT

The Colorado Foundation Fund of the P.E.O. Sisterhood was incorporated as a Colorado corporation on July 20, 1949 under Colorado Secretary of State's document number 116747 (later renumbered as 19871180800). On July 2, 1963 under Colorado Secretary of State's document number 167369, the Articles of Incorporation were amended to (1) include among the objects and purposes of the corporation the receipt of funds for the philanthropic, benevolent, charitable, and nonprofit benefit of members of the Colorado State Chapter of the P.E.O. Sisterhood, and (2) establish the corporation as a not for profit corporation. On July 2, 1965, under Colorado Secretary of State's document number 180800, the Articles of Incorporation were amended to change the name of the corporation to Colorado P.E.O. Chapter House, Inc. On July 6, 2012, under Colorado Secretary of State's document number 20121371156, the Articles of Incorporation were amended to change the name of the corporation to Colorado P.E.O. Charitable Corporation.

ARTICLE III - OBJECT AND PURPOSE

The primary, but not sole, object and purpose of Colorado P.E.O. Charitable Corporation shall be to receive contributions, membership dues, gifts and bequests for the philanthropic, benevolent, charitable and non-profit benefit of members of the Colorado State Chapter of the P.E.O. Sisterhood, and non-members within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Internal Revenue law (the "Code"). The primary activities of Colorado P.E.O. Charitable Corporation shall include but not be limited to a) maintaining and operating a home (hereinafter called Colorado P.E.O. Chapter House) for the benefit of members of the P.E.O. Sisterhood, qualifying members of their families, and persons who are not members of the P.E.O. Sisterhood but who are sponsored by a P.E.O. and meet the criteria established by the Colorado P.E.O. Charitable Corporation and b) maintaining and operating the Colorado P.E.O. Marguerite Fund to provide assistance to Colorado P.E.O. members and non-members.

ARTICLE IV - MEMBERS

Members in good standing of Colorado State Chapter of the P.E.O. Sisterhood, hereinafter referred to as Colorado State Chapter, are members of Colorado P.E.O. Charitable Corporation.

ARTICLE V - CORPORATION MEETINGS

Section 1. Annual Meeting.

A. Time and Place. The annual meeting of Colorado P.E.O. Charitable Corporation shall be held at the Convention of Colorado State Chapter. The time and place of the annual meeting shall be designated in the convention program. Notice of the time and place of the annual meeting shall be sent to each local chapter by the Board of Directors of Colorado P.E.O. Charitable Corporation by May 1.

B. Quorum. A majority of members of convention of Colorado State Chapter shall constitute a quorum.

C. Voting. If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless approval by a greater number of votes is required by law, Colorado P.E.O. Charitable Corporation's Articles of Incorporation, or these bylaws.

D. Voting Members. The voting members of this corporation shall be the voting members of the annual convention of Colorado State Chapter and the directors of the Corporation.

Section 2. Special Meetings.

A. Procedure to Call

1. Special meetings of the members of Colorado P.E.O. Charitable Corporation may be called by the chairman or a majority of the Board of Directors with the authorization of the Executive Board of Colorado State Chapter or Convention of Colorado State Chapter.

2. Members of Colorado P.E.O. Charitable Corporation representing 15% of the P.E.O. Chapters in Colorado may call a special meeting. No chapter shall initiate the circularization necessary to call a special meeting without first obtaining authorization of the Executive Board of Colorado State Chapter or Convention of Colorado State Chapter.

B. Time and Place. The Board of Directors shall determine the time and place of the special meeting. If not held in conjunction with the convention of Colorado State Chapter, thirty days' notice of the time, place and purpose of such special meeting shall be sent by the Board of Directors to each local chapter entitled to vote at the last annual meeting of Colorado P.E.O. Charitable Corporation.

C. Expenses. Expenses incurred by the Board of Directors and the cost of the meeting facility, printing and mailing shall be paid by the Colorado P.E.O. Charitable Corporation. Colorado P.E.O. Charitable Corporation will not be responsible for any other expenses pertaining to the special meeting.

D. Quorum and Manner of Voting. A majority of votes entitled to be cast by members of Colorado P.E.O. Charitable Corporation on a matter shall constitute a quorum for action on that matter. If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the matter, unless approval by greater number of votes is required by law, Colorado P.E.O. Charitable Corporation's Articles of Incorporation or these bylaws.

Section 3. Proxies.

At all special meetings of Colorado P.E.O. Charitable Corporation, a member may vote by proxy by signing an appointment form or similar writing either personally or by the member's duly authorized attorney-in-fact. A member may also appoint a proxy by mail, e-mail or fax, providing a written statement of the appointment to the proxy or other person duly authorized by the proxy to receive appointments as agent for the proxy or to Colorado P.E.O. Charitable Corporation. The transmitted appointment shall set forth or be transmitted with written evidence from which it can be determined that the member transmitted or authorized the transmission of the appointment. The proxy appointment form or similar writing shall be filed with the secretary of Colorado P.E.O. Charitable Corporation by 3:00 p.m. the Monday before the meeting. The appointment of a proxy is effective when received by the Colorado P.E.O. Charitable Corporation and is valid for eleven (11) months unless a different period is expressly provided in the appointment form or similar writing.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Number of Directors.

Colorado P.E.O. Charitable Corporation shall be administered by a Board of Directors of seven voting members. Four members shall be elected by the members of Colorado P.E.O. Charitable Corporation, one of whom, when feasible, shall be a past president of Colorado State Chapter. The president of Colorado State Chapter, the chairman of the Chapter House Trustees (as defined below) and the chairman of the Marguerite Fund Trustees (as defined below) shall serve as ex-officio members. In the absence of the Chapter House Trustees chairman and/or the Marguerite Fund Trustees chairman, another trustee from the respective entity shall serve as an ex-officio member having a vote. The vice president of Colorado State Chapter shall serve as an ex-officio member having a vote in the absence of the president of Colorado State Chapter.

Section 2. Qualifications and Term of Directors.

Any member of Colorado P.E.O. Charitable Corporation is eligible to serve on the Board of Directors. A term shall be a period of four years commencing at the first regular meeting following the annual meeting of Colorado P.E.O. Charitable Corporation. No person shall serve as an elected member for

more than one consecutive four-year term. A director appointed pursuant to Section 5 below who serves a term of more than one year shall not be eligible for election to the Board of Directors in the year following expiration of her appointed term.

Section 3. Nomination of Directors.

A. Nomination of directors shall be by a nominating committee appointed by the president of Colorado State Chapter. The committee shall consist of a past president of Colorado State Chapter who will serve as chairman, and two active resident members of Colorado State Chapter.

B. By April 1, the name of the nominees and appropriate information about the nominee(s) shall be forwarded to the chairman of the Board of Directors by the nominating committee.

C. The name(s) of the nominee(s) and appropriate information shall be sent to each local chapter by the Board of Directors by May 1.

D. At the time of the election, opportunity shall be given for nominations from the floor. Consent of all nominees must be obtained.

E. All expenses of the nominating committee shall be paid by Colorado P.E.O. Charitable Corporation.

Section 4. Election of Directors.

A. In a year a vacancy for a past president of Colorado State Chapter may be filled, if there is but one nominee for that vacancy, election shall be by voice vote. If more than one nominee is presented, election shall be by ballot.

B. Election to fill the second vacancy shall be by ballot unless only one nominee is presented, in which case, election shall be by voice vote.

C. When the number of nominees is greater than the number of vacancies, election shall be by ballot, otherwise a voice vote shall be taken. The two nominees who receive the highest number of votes cast shall be elected.

Section 5. Interim Vacancy.

An interim vacancy of the Board of Directors shall be filled by appointment by the president of Colorado State Chapter on recommendation of the nominating committee.

Section 6. Meetings and Quorum.

A. Attendance. All meetings of the Board of Directors shall be open unless executive session is requested. A visitor is requested to notify the Board Chairman of his/her intent to be present at a meeting.

B. Regular Meetings. Regular meetings shall be held when necessary but not less than once quarterly. Date, time and place of regular meetings shall

be set by the chairman. Notice of each meeting shall be mailed, emailed or faxed to each director at least ten days prior to the date of the meeting. Five voting directors shall constitute a quorum.

C. Special Meetings. Special meetings may be called by the chairman or two members. Each director shall be notified by mail, email or fax of the date, time, place and purpose of such special meeting at least five days prior to the date of the meeting. Five voting directors shall constitute a quorum.

D. Emergency Meetings. Emergency meetings may be called by any director when immediate and unexpected action must be taken. Notice of an emergency meeting may be made without written notice and requires no specific period of previous notice so long as a reasonable attempt is made to reach each director. Emergency action may be taken at such meeting or by telephone conference by any four voting directors.

E. Voting. A vote of the majority of the directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors. No director may vote or act by proxy at any meeting of the directors.

ARTICLE VII OFFICERS

Section 1. Officers.

Officers shall be chairman, vice-chairman, secretary and treasurer. Each officer shall be a member of the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Duties of Officers.

A. Chairman. The chairman shall, subject to the direction and supervision of the Board of Directors, be the chief executive officer of the Colorado P.E.O. Charitable Corporation. The chairman shall preside at all meetings of the Board of Directors. The chairman has the authority to table a discussion for future consideration, unless at that time a vote is called.

B. Vice Chairman. The vice chairman shall in general, and in the absence of the chairman, perform all duties incident to the office of chairman and such other duties as may be prescribed by the Board of Directors.

C. Secretary. The secretary shall prepare and maintain as permanent records the minutes of the proceedings of the Board of Directors and a record of all actions taken by the Board of Directors without a meeting.

D. Treasurer. The treasurer shall be the principal financial officer of Colorado P.E.O. Charitable Corporation, shall oversee the care and custody of all funds, securities, evidences of indebtedness and other personal property of Colorado P.E.O. Charitable Corporation.

Section 3. Election.

Election of officers shall be held at the first regular meeting following the annual meeting of Colorado P.E.O. Charitable Corporation. Outgoing members shall be present without vote. The director serving as chairman at the last annual meeting shall preside.

Section 4. Term of Office.

A term of office shall be one year. No director may serve in the same office more than two (2) consecutive terms. The term of office shall begin immediately following election.

Section 5. Vacancy in Office.

Any vacancy in office shall be filled by election of the Board of Directors for the remainder of the unexpired term.

ARTICLE VIII COMMITTEES

Committees may be appointed by the chairman with the approval of the Board of Directors. The chairman shall be an ex-officio member of all committees. In no case shall any committee have the authority to act for the Board of Directors.

ARTICLE IX FINANCE

Section 1. Reimbursement of Expenses.

Colorado P.E.O. Charitable Corporation shall pay all expenses incurred by members of the Board of Directors and committees in performing the duties relating to the operation and management of Colorado P.E.O. Charitable Corporation. The allowance for mileage will be consistent with the Colorado State Executive Board policy.

Section 2. Expenditures, Loans and Encumbrances.

Approval by written ballot by two-thirds of the votes cast at the annual meeting or at a special meeting of Colorado P.E.O. Charitable Corporation shall be required for:

- A. Expenditure of funds for the acquisition or improvement of real or personal property or incurrence of obligation for same, when the total amount involved is in excess of \$100,000.
- B. Placement of a loan of any kind or character, secured or unsecured or both, and/or placement of any encumbrance against real or personal property when the total amount of such a loan or loans is in excess of \$100,000.
- C. Sale of real property.

Section 3. Annual Audit.

The treasurer shall send a copy of the annual audit of Colorado P.E.O. Charitable Corporation to the president of Colorado State Chapter.

ARTICLE X COLORADO P.E.O. CHAPTER HOUSE

Section 1. Purpose.

The Colorado P.E.O. Charitable Corporation shall operate and maintain the Colorado P.E.O. Chapter House residence for the benefit of members of the P.E.O. Sisterhood (including members of their families who meet criteria established by the Colorado P.E.O. Charitable Corporation), who may desire to reside in such a home. This will not preclude the Colorado P.E.O. Charitable Corporation, if and to the extent deemed reasonable, necessary and prudent by the Colorado P.E.O. Charitable Corporation's Board of Directors based upon the economic practicalities of operating such a home for such purposes, from providing residency in the home to persons who are not members of the P.E.O. Sisterhood (or qualifying members of their families), but who are sponsored by a P.E.O. sister. If this is done, preference for residency in the home shall be given as a residence first for members of the P.E.O. Sisterhood, second to qualifying members of their families, and third to persons who are not members of the P.E.O. Sisterhood (or qualifying members of their families) but who are sponsored by a P.E.O. sister.

Section 2. Administration.

The Colorado P.E.O. Chapter House shall be administered, subject to Section 2. Administration. The Colorado P.E.O. Chapter House shall be administered, subject to the direction and supervision of the Colorado P.E.O. Charitable Corporation Board of Directors, by a group of three (3) trustees, hereinafter called the Chapter House Trustees.

Section 3. Appointment.

The Chapter House Trustees shall consist of three (3) members, one of whom, when feasible, shall be a past president of Colorado State Chapter. Any member of Colorado P.E.O. Charitable Corporation is eligible to serve as a Chapter House Trustee. A term for Chapter House Trustees shall be a period of three (3) years, and no person shall serve consecutive terms. The president of Colorado State Chapter shall, with the approval of the executive board, appoint one Chapter House Trustee each year. The senior member in point of service shall be the chairman of the Chapter House Trustees. If an entirely new group of Chapter House Trustees must be appointed, the president of Colorado State Chapter shall designate the chairman, the second and third member who shall serve one, two and three years, respectively. An interim vacancy of the Chapter House Trustees shall be filled by appointment by the president of Colorado State Chapter with the

approval of the executive board. A trustee who has been appointed to fill out a vacancy may serve an additional three (3) year appointment.

Section 4. Meetings.

A. Attendance. All meetings of the Chapter House Trustees shall be open unless executive session is requested. A visitor is requested to notify the chairman of the Chapter House Trustees of his/her intent to be present at a meeting.

B. Regular Meetings. Regular meetings shall be held when necessary but not less than once quarterly. Date, time and place of regular meetings shall be set by the chairman. Notice of each meeting shall be mailed, emailed or faxed to each Chapter House Trustee at least ten days prior to the date of the meeting. Two of the three Chapter House Trustees shall constitute a quorum.

C. Special Meetings. Special meetings may be called by the chairman or two Chapter House Trustees. Each Chapter House Trustee shall be notified by mail, email or fax of the date, time, place and purpose of such special meeting at least five days prior to the date of the meeting. Two of the three Chapter House Trustees shall constitute a quorum.

D. Emergency Meetings. Emergency meetings may be called by any Chapter House Trustee when immediate and unexpected action must be taken regarding the management of Colorado P.E.O. Chapter House. Notice of an emergency meeting may be made by mail, email, fax or telephone without written notice and requires no specific period of previous notice so long as a reasonable attempt is made to reach each Chapter House Trustee. Emergency action may be taken Emergency action may be taken at such meeting or by telephone conference by any two Chapter House Trustees.

E. Voting. A vote of the majority of the Chapter House Trustees present at a meeting at which a quorum is present, shall be the act of the Chapter House Trustees. No Chapter House Trustee may vote or act by proxy at any meeting of the Chapter House Trustees.

Section 5. Officers.

Officers shall be chairman, vice chairman and secretary. Each officer shall be a Chapter House Trustee.

Section 6. Finance.

A. Annual Dues. Any allocation per active member of Colorado State Chapter collected for Colorado P.E.O. Chapter House by the treasurer of Colorado P.E.O. Charitable Corporation shall be allocated specifically for the operations of Colorado P.E.O. Chapter House.

B. Voluntary Contributions. Any voluntary contributions collected for Colorado P.E.O. Chapter House by the treasurer of Colorado P.E.O. Charitable Corporation shall be allocated specifically for the operations of Colorado P.E.O. Chapter House unless otherwise specified in the gift document.

C. Rent and Other Income. Any amounts received by or for the benefit of Colorado P.E.O. Chapter House for rent, usage fees or other income shall be allocated specifically for the operations of Colorado P.E.O. Chapter House.

D. Reimbursement of Expenses. Colorado P.E.O. Charitable Corporation shall pay all expenses incurred by members of the Chapter House Trustees in performing the duties relating to the operation and management of the Colorado P.E.O. Chapter House. The allowance for mileage will be consistent with the Colorado state executive board policy.

Section 7. Chapter House Share The Care Fund.

A. Establishment. A fund entitled Share The Care was established by Colorado P.E.O. Chapter House, Inc. in 1968 through action of the Board of Trustees. Support by the membership was confirmed at the following convention of Colorado State Chapter when a contribution of \$1,000 was given from Colorado State Chapter funds. Share The Care Fund was established to provide assistance for Chapter House residents whose financial position impedes residency at Chapter House.

B. Funding. Voluntary contributions to Colorado P.E.O. Charitable Corporation designated for the Colorado P.E.O. Chapter House Share The Care Fund, from any source shall be processed and deposited into an account designated for Share The Care funds. Contributions to Share The Care are deductible by donors in computing taxes imposed by the Internal Revenue Code of the United States.

C. Administration.

1. Application. Applications shall be available through the Chapter House manager or any current trustee. Completed applications shall be sent to the chairman of Chapter House Trustees. Applications shall be considered by a committee of three appointed by the chairman of Chapter House Trustees.

2. Distribution of funds is made directly to the operating funds of Chapter House for the account of recipient resident(s) by the treasurer of Colorado P.E.O. Charitable Corporation.

D. Fund Assets. Share The Care assets shall be used only to subsidize resident(s) fees. The financial records and accounts of this fund shall be kept separate and apart from the books and accounts of other funds of Colorado P.E.O. Chapter House, or Colorado P.E.O. Charitable Corporation

and shall be listed separately on reports of Colorado P.E.O. Chapter House funds.

E. Dissolution of the Colorado P.E.O. Chapter House and Further Use of Share the Care Fund Assets. If the Colorado P.E.O. Chapter House is dissolved pursuant to Section 9 of this Article X, the assets of the Share the Care Fund are to be used to provide assistance to those who were residing at the Colorado P.E.O. Chapter House when it was dissolved and further to make distributions or otherwise provide financial assistance to individuals in need who are residing in facilities similar to the Colorado P.E.O. Chapter House, consistent to the extent possible with the initial establishment of the Share the Care Fund above in Section 7(A) of this Article X. If the foregoing uses of the Share the Care Fund assets no longer become possible, in the discretion of the Board of Directors of the Colorado P.E.O. Charitable Corporation, the assets of the Share the Care Fund are to be used for any of the charitable purposes of the Colorado P.E.O. Charitable Corporation.

Section 8. Chapter House Endowment Fund.

A. Establishment. The Endowment Fund of Colorado P.E.O. Chapter House was originally established in 1980. The purpose of the Chapter House Endowment Fund (C.H.E.F.) is to provide funds to be invested for support of the Colorado P.E.O. Chapter House. Earnings and growth can be used for designated purposes in the operations according to policy of Colorado P.E.O. Charitable Corporation.

B. Funding. Voluntary contributions to Colorado P.E.O. Charitable Corporation designated for C.H.E.F. from any source shall be processed and deposited into an account designated for C.H.E.F. Contributions to C.H.E.F. are deductible by donors in computing taxes imposed by the Internal Revenue Code of the United States.

C. Administration. Chapter House Endowment Fund shall be invested according to the investment policy of Colorado P.E.O. Charitable Corporation. The financial records and accounts of this fund shall be kept separate and apart from the books and accounts of other funds of Colorado P.E.O. Chapter House, or Colorado P.E.O. Charitable Corporation and shall be listed separately on reports of Colorado P.E.O. Chapter House Funds.

D. Dissolution of the Colorado P.E.O. Chapter House and Further Use of Chapter House Endowment Fund Assets. If the Colorado P.E.O. Chapter House is dissolved pursuant to Section 9 of this Article X, the assets of the Chapter House Endowment Fund are to be used to provide assistance to those who were residing at the Colorado P.E.O. Chapter House when it was dissolved and further to make distributions or otherwise provide financial

assistance to individuals in need who are residing in assisted living facilities or facilities similar to the Colorado P.E.O. Chapter House, consistent to the extent possible with the initial establishment of the Chapter House Endowment Fund above in Section 8(A) of this Article X. If the foregoing uses of the Chapter House Endowment Fund assets no longer become possible, in the discretion of the Board of Directors of the Colorado P.E.O. Charitable Corporation, the assets of the Chapter House Endowment Fund are to be used for any of the charitable purposes of the Colorado P.E.O. Charitable Corporation.

Section 9. Dissolution of Colorado P.E.O. Chapter House.

A resolution presented by either of the following parties shall be subject to the approval of three-fourths of the votes cast at two consecutive annual meetings of Colorado P.E.O. Charitable Corporation:

A. Resolution by Board of Directors. The Board of Directors may adopt a resolution recommending that Colorado P.E.O. Chapter House be dissolved.

B. Resolution by Members of Colorado P.E.O. Charitable Corporation. Members of Colorado P.E.O. Charitable Corporation representing 15% of the P.E.O. Chapters in Colorado may present a resolution to dissolve the Colorado P.E.O. Chapter House at any annual meeting of the Colorado P.E.O. Charitable Corporation, provided that the necessary circularization has been obtained from the executive board of the Colorado State Chapter or Convention of Colorado State Chapter.

C. This Section operates outside the parameters of the preamble set forth in Section 9, in that it pertains to specific circumstances. The Board of Directors shall adopt a resolution recommending that the Colorado P.E.O. Chapter House be dissolved if there is a major catastrophic event (including, but not limited to, fire, flood, blizzard, etc.) which prevents residential occupancy for six or more months. This resolution will be presented at the earliest annual meeting of the Colorado P.E.O. Charitable Corporation and will become effective with a majority vote of that annual meeting.

D. Disbursements of Assets. If dissolved, all assets of the Colorado P.E.O. Chapter house shall be disbursed to the general funds of the Colorado P.E.O. Charitable Corporation. Any remaining residents will be assisted in finding new housing. Any residents utilizing the Share the Care Program for two years or longer will continue to receive assistance in the same amount with time guidelines decided upon by the Board of Directors at the time of dissolution.

ARTICLE XI COLORADO P.E.O. MARGUERITE FUND

Section 1. Purpose.

The Colorado P.E.O. Marguerite Fund shall be maintained to provide assistance to Colorado P.E.O. members and nonmembers.

Section 2. Administration.

The Colorado P.E.O. Marguerite Fund shall be administered, subject to the direction and supervision of the Colorado P.E.O. Charitable Corporation Board of Directors, by a group of trustees, hereinafter called the Marguerite Fund Trustees.

Section 3. Appointment.

The Marguerite Fund Trustees shall consist of three (3) members, one of whom, when feasible shall be a past president of Colorado State Chapter. Any member of Colorado P.E.O. Charitable Corporation is eligible to serve as a Marguerite Fund Trustee. Each Marguerite Fund Trustee shall serve for three (3) years. The president of Colorado State Chapter shall, with the approval of the executive board, appoint one Marguerite Fund Trustee each year. The senior member in point of service shall be the chairman of the Marguerite Fund Trustees. If an entirely new group of Marguerite Fund Trustees must be appointed, the president of Colorado State Chapter shall designate the chairman, the second and third member who shall serve one, two and three years, respectively. An interim vacancy of the Marguerite Fund Trustees shall be filled by appointment by the president of Colorado State Chapter with the approval of the executive board.

Section 4. Meetings.

Members of the Marguerite Fund Trustees shall meet at the call of the chairman.

Section 5. Finance.

A. Voluntary Contributions. This fund shall be supported by voluntary contributions sent to the treasurer of Colorado P.E.O. Charitable Corporation.

B. Christmas Shower. Local chapters, assigned in alphabetical groups, may be asked to contribute to the Colorado P.E.O. Marguerite Fund Christmas Shower.

C. Reimbursement of Expenses. All expenses of the Marguerite Fund Trustees shall be paid by Colorado P.E.O. Charitable Corporation.

D. Investment of Funds. Funds shall be invested in secure investments such as certificates of deposit and money markets where there is no loss of principal.

Section 6. Application Procedure.

A. Application. An application for assistance, which includes a case history and financial summary, may be secured from any member of the Marguerite Fund Trustees or from the Colorado State Chapter website by any member of a chapter.

B. Approval. An application for assistance, completed and signed by the applicant, may be recommended for payment by Colorado P.E.O. Charitable Corporation only upon unanimous approval by the Marguerite Fund Trustees.

C. Renewal. All recipient applications must be updated and reviewed in order to be renewed.

D. Sponsor. All applicants are required to have a Colorado P.E.O. sponsor.

Section 7. Financial Assistance.

A. Monthly Allowance. An applicant may be recommended for an allowance not to exceed five hundred dollars (\$500.00) monthly for one year.

B. One-time assistance. Any applicant may be recommended for one grant not to exceed seven hundred fifty dollars (\$750.00) within any twelve-month period.

C. Emergency assistance, approved by the Board of Directors of Colorado P.E.O. Charitable Corporation, after consultation with the Marguerite Fund Trustees shall not exceed five hundred dollars (\$500.00) annually.

D. Discontinuation of Assistance. The Marguerite Fund Trustees shall, upon the written recommendation of a recipient's sponsor, discontinue assistance.

Section 8. Visits/Contact.

One or more members of the Marguerite Fund Trustees may visit/contact each recipient when feasible.

Section 9. Dissolution of the Fund.

A. Vote. The Colorado P.E.O. Marguerite Fund may be dissolved at a convention of Colorado State Chapter when approved by a two-thirds vote of members present and voting.

B. Disbursement of Assets. If dissolved, all assets of the Colorado P.E.O. Marguerite Fund shall be disbursed to the general funds of Colorado P.E.O. Charitable Corporation.

ARTICLE XII PARLIAMENTARY AUTHORITY

Robert's Rules of Order, newly revised, shall govern Colorado P.E.O. Charitable Corporation in all cases to which they are applicable, and in

which they are not inconsistent with the *Constitution, Bylaws and Standing Rules of the P.E.O. Sisterhood*, and the *Bylaws and Standing Rules of Colorado State Chapter*.

ARTICLE XIII AMENDMENTS

Section 1. Bylaws.

A. Proposal of Amendments. Amendments to the bylaws of Colorado P.E.O. Charitable Corporation may be proposed by any local chapter, the Board of Directors, the Chapter House or Marguerite Fund Trustees, or the Executive Board of Colorado State Chapter. Proposed amendments shall be submitted in writing to the chairman of the Board of Directors by November 1 of each year. Proposed amendments shall be sent by the Board of Directors by January 1 to the State Executive Board for circularization permission.

B. Distribution to Members. Copies of the proposed amendments and resolutions to be voted on at the annual corporate meeting shall be sent by the Board of Directors to each local chapter and other members of convention eligible to vote at the annual corporate meeting during convention by May 1.

C. Approval. Proposed amendments shall be subject to the approval by two-thirds of the votes cast at the annual meeting of Colorado P.E.O. Charitable Corporation.

Section 2. Articles of Incorporation.

A. Proposal of Amendments. Members of Colorado P.E.O. Charitable Corporation may adopt a resolution setting forth proposed amendments to the Articles of Incorporation in accordance with the Colorado Non-profit Corporation Act provided that the authorization for the necessary circularization has been obtained from the Executive Board of Colorado State Chapter or convention of Colorado State Chapter. Amendments shall be submitted in writing to the chairman of the Board of Directors by November 1. Proposed amendments shall be sent by the Board of Directors by January 1 to the State Executive Board for circularization permission.

B. Distribution to Members. Copies of the proposed amendments and resolutions to be voted on at the annual corporate meeting shall be sent by the Board of Directors to each local chapter and other members of convention eligible to vote at the annual corporate meeting during convention by May 1.

C. Approval. Proposed amendments shall be subject to the approval by two-thirds of the votes cast at the annual meeting of Colorado P.E.O. Charitable Corporation.

ARTICLE XIV DISSOLUTION

A resolution presented by either of the following parties shall be subject to the approval of three-fourths of the votes cast at two consecutive annual meetings of Colorado P.E.O. Charitable Corporation

Section 1. Resolution by Board of Directors.

The Board of Directors may adopt a resolution recommending that Colorado P.E.O. Charitable Corporation be dissolved.

Section 2. Resolution by Members of Colorado P.E.O. Charitable Corporation.

Members of Colorado P.E.O. Charitable Corporation representing 15% of the P.E.O. Chapters in Colorado may present a resolution to dissolve at any annual meeting of the Colorado P.E.O. Charitable Corporation, provided that the necessary circularization has been obtained from the Executive Board of the Colorado State Chapter or Convention of Colorado State Chapter.

Section 3. Disbursement of Assets.

If dissolved, all assets of the Colorado P.E.O. Charitable Corporation shall be disbursed to P.E.O. related Section 501(c)(3) organizations, or in furtherance of P.E.O. related 501(c)(3) purposes, pursuant to the recommendation of the Colorado State Executive Board as finally determined by the Board of Directors of the Colorado P.E.O. Charitable Corporation.

