

**PROPOSED AMENDMENTS TO THE BYLAWS OF  
COLORADO P.E.O. CHARITABLE CORPORATION**

*(Page numbers refer to the 2019 printing/posting of the  
Colorado P.E.O. Charitable Corporation Bylaws)*

Underlined print = insert or add; ~~Line through words~~ = strike out

**1. Submitted by Chapter FF/Denver. Amend CPCC Bylaws.**

Amend ARTICLE VII - OFFICERS, Section 2. Duties of Officers, Subsection D. Treasurer, by inserting a comma and the words “subject to the direction and supervision of the Board of Directors,” following the words “The treasurer shall.”

<b>CURRENT WORDING</b>	<b>PROPOSED CHANGE</b>	<b>IF ADOPTED, IT WILL READ:</b>
(page BL-5)  D. 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.	(page BL-5)  D. The treasurer shall, <u>subject to the direction and supervision of the Board of Directors</u> , 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.	(page BL-5)  D. The treasurer shall, subject to the direction and supervision of the Board of Directors, 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.

**EXPLANATION:** Would clarify that treasurer activities are directed and supervised by the entire Board of Directors.

**RATIONALE:** The Treasurer, as with other Directors and Officers, is not authorized to act independently of the Board of Directors.

**NOTE:** The CPCC board has no objection to this amendment. It reflects current operations.

**THE FOLLOWING TWO PROPOSED AMENDMENTS WILL BE CONSIDERED SERIATIM**

Each will be discussed separately but voted upon as one.

**2. Submitted by Chapter FF/Denver. Amend CPCC Bylaws.**

Amend Article III, OBJECT AND PURPOSE, second paragraph, subparagraph (a) by inserting the words “for independent living” following the words “and operating a home.”

CURRENT WORDING	PROPOSED CHANGE	IF ADOPTED, IT WILL READ:
(page BL-1)  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)...	(page BL-1)  The primary activities of Colorado P.E.O. Charitable Corporation shall include but not be limited to a) maintaining and operating a home <u>for independent living</u> (hereinafter called Colorado P.E.O. Chapter House)...	(page BL-1)  The primary activities of Colorado P.E.O. Charitable Corporation shall include but not be limited to a) maintaining and operating a home for independent living (hereinafter called Colorado P.E.O. Chapter House)...

**EXPLANATION:** Would include the words independent living which has been the scope of accommodation at the Colorado P.E.O. Chapter House from its beginning.

**3. Submitted by Chapter FF/Denver. Amend CPCC Bylaws.**

Amend Article X - COLORADO P.E.O. CHAPTER HOUSE, Section 1. Purpose, first sentence by inserting a comma and the words “an independent living” following the words Chapter House.

CURRENT WORDING	PROPOSED CHANGE	IF ADOPTED, IT WILL READ:
(page BL-7)  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...	(page BL-7)  Section 1. Purpose. The Colorado P.E.O. Charitable Corporation shall operate and maintain the Colorado P.E.O. Chapter House, <u>an independent living</u> residence for the benefit of members of the P.E.O. Sisterhood...	(page BL-7)  Section 1. Purpose. The Colorado P.E.O. Charitable Corporation shall operate and maintain the Colorado P.E.O. Chapter House, an independent living residence for the benefit of members of the P.E.O. Sisterhood...

**EXPLANATION:** Would include the words independent living which has been the scope of accommodation at the Colorado P.E.O. Chapter House from its beginning.

**RATIONALE:** Notes the type of accommodations at Colorado P.E.O. Chapter House for those not familiar with the demonstrated purpose.

**NOTE:** The CPCC board has no objection to these amendments. They reflect current operations.

**4. Submitted by CPCC Board of Directors. Amend CPCC Bylaws.**

Amend ARTICLE V – CORPORATION MEETINGS by striking out Section 3. Proxies.

<b>CURRENT WORDING</b>	<b>PROPOSED CHANGE</b>	<b>IF ADOPTED, IT WILL READ:</b>
<p>(Page CPCC BL – 3)</p> <p>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.</p>	<p>(Page CPCC BL – 3)</p> <p><del>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.</del></p>	

EXPLANATION: Removes the language allowing for proxy voting.

RATIONALE: Proxy voting is not allowed in any other aspect of P.E.O – International, S/P/D, or local chapters - and there is no need for it in CPCC.

**5. Submitted by CPCC Board of Directors. Amend CPCC Bylaws.**

Amend ARTICLE XI - COLORADO P.E.O. MARGUERITE FUND, Section 9. Dissolution of the Fund, subsection A, by striking out the words “a convention of Colorado State Chapter” and inserting the words “an annual or special meeting of the Colorado P.E.O. Charitable Corporation.”

CURRENT WORDING	PROPOSED CHANGE	IF ADOPTED, IT WILL READ:
<p>(Page CPCC BL – 13)</p> <p>Section 9. Dissolution of the Fund.</p> <p>A. Vote.</p> <p>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.</p>	<p>(Page CPCC BL – 13)</p> <p>Section 9. Dissolution of the Fund.</p> <p>A. Vote.</p> <p>The Colorado P.E.O. Marguerite Fund may be dissolved at <del>convention of Colorado State Chapter</del> <u>an annual or special meeting of the Colorado P.E.O. Charitable Corporation</u> when approved by a two-thirds vote of members present and voting.</p>	<p>(Page CPCC BL – 13)</p> <p>Section 9. Dissolution of the Fund.</p> <p>A. Vote.</p> <p>The Colorado P.E.O. Marguerite Fund may be dissolved at an annual or special meeting of the Colorado P.E.O. Charitable Corporation when approved by a two-thirds vote of members present and voting.</p>

**EXPLANATION:** Clarifies that the CPCC is the organizational body with authority for the MF project; and changes the required vote for dissolution of the MF to be at an annual or special meeting of CPCC.

**RATIONALE:** Corrects the MF dissolution clause to indicate the MF is a project under the CPCC. Should have been changed in 2012.

**6. Submitted by CPCC Board of Directors. Amend CPCC Bylaws.**

Amend ARTICLE X - COLORADO P.E.O. CHAPTER HOUSE, by striking out Section 7, Chapter House Share The Care Fund, and inserting it to be new Article XI - SHARE THE CARE FUND, with amendments shown.

CURRENT WORDING	PROPOSED CHANGE	IF ADOPTED, IT WILL READ:
<p>(Page CPCC BL – 9) Section 7. Chapter House Share The Care Fund.</p> <p>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.</p> <p>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.</p> <p>C. Administration. 1. Application. Applications shall be available through the Chapter House manager or any</p>	<p>(Page CPCC BL – 9) <del>Section 7. Chapter House Share The Care Fund</del></p> <p><u>ARTICLE XI – SHARE THE CARE FUND.</u></p> <p><del>A. Establishment</del> <u>Section 1. Purpose.</u> 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.</p> <p><del>B. Section 2. Funding.</del> Voluntary contributions to Colorado P.E.O. Charitable Corporation designated for the <del>Colorado P.E.O. Chapter House</del> 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.</p>	<p>(Page CPCC BL – 9) ARTICLE XI – SHARE THE CARE FUND.</p> <p>Section 1. Purpose. 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.</p> <p>Section 2. Funding. Voluntary contributions to Colorado P.E.O. Charitable Corporation designated for the 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.</p> <p>Section 3. Administration. A. Application. Applications shall be available through the Chapter House manager or any</p>

<p>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.</p> <p>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.</p> <p>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.</p> <p>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</p>	<p><del>C.</del> <u>Section 3. Administration.</u></p> <p><del>1.</del> <u>A.</u> 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.</p> <p><del>2.</del> <u>B.</u> 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.</p> <p><del>D.</del> <u>Section 4. Fund Assets.</u> 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 <del>Colorado P.E.O. Chapter House,</del> <u>or the</u> Colorado P.E.O. Charitable Corporation and shall be listed separately on <u>financial</u> reports. <del>of Colorado P.E.O. Chapter House funds.</del></p> <p><del>E.</del> <u>Section 5. Closing and Sale of</u> <del>Dissolution of the Colorado P.E.O. Chapter House</del> <u>Residence</u> and Further Use of Share The Care Fund Assets. If the Colorado P.E.O. Chapter House <u>residence is closed and sold dissolved</u> pursuant to Section 9 of <del>this</del> 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 <u>residence</u> when</p>	<p>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.</p> <p>B. 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.</p> <p>Section 4. Fund Assets. Share The Care assets shall be used only to subsidize resident fees. The financial records and accounts of this fund shall be kept separate and apart from the books and accounts of other funds of the Colorado P.E.O. Charitable Corporation and shall be listed separately on financial reports.</p> <p>Section 5. Closing and Sale of Colorado P.E.O. Chapter House Residence and Further Use of Share The Care Fund Assets. If the Colorado P.E.O. Chapter House residence is closed and sold pursuant to Section 9 of 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 residence when it was closed 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 residence, consistent to the extent possible with the purpose of the</p>
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<p>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.</p>	<p>it was closed <del>dissolved</del> 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 <u>residence</u>, consistent to the extent possible with the purpose of the Share The Care Fund above in <u>Section 1. of this Article XI.</u> <del>Section 7(A) of this Article X.</del> 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.</p>	<p>Share The Care Fund above in Section 1. of this Article XI. 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.</p>
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**EXPLANATION:** Establishes an independent Article number for the STC fund and removes reference to Colorado P.E.O. Chapter House from the STC fund.

**RATIONALE:** Clarifies that the STC fund is recognized as a separate fund within the CPCC.

**NOTE:** If this amendment is adopted, the subsequent articles will be renumbered.



**7. Submitted by CPCC Board of Directors. Amend CPCC Bylaws.**

Amend ARTICLE X - COLORADO P.E.O. CHAPTER HOUSE, by striking out Section 8, Chapter House Endowment Fund, and inserting it to be new Article XII - ENDOWMENT FUND, with amendments shown.

CURRENT WORDING	PROPOSED CHANGE	IF ADOPTED, IT WILL READ:
<p>(Page CPCC BL – 10)</p> <p>Section 8. Chapter House Endowment Fund.</p> <p>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.</p> <p>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.</p> <p>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</p>	<p>(Page CPCC BL – 10)</p> <p><del>Section 8. Chapter House Endowment Fund.</del></p> <p><u>ARTICLE XII – ENDOWMENT FUND.</u></p> <p><del>A. Establishment.</del> <u>Section 1. Purpose.</u> 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.</p> <p><del>B. Section 2. Funding.</del> Voluntary contributions to Colorado P.E.O. Charitable Corporation designated for <u>the Endowment Fund C.H.E.F.</u> from any source shall be processed and deposited into an account designated for <u>the Endowment Fund C.H.E.F.</u> Contributions to <u>the Endowment Fund C.H.E.F.</u> are deductible by donors in computing taxes imposed by the Internal Revenue Code of the United States.</p> <p><del>C. Section 3. Administration.</del> <u>The Chapter House Endowment Fund shall be invested according to the investment</u></p>	<p>(Page CPCC BL – 10)</p> <p>ARTICLE XII – ENDOWMENT FUND.</p> <p>Section 1. Purpose. The Endowment Fund provides 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.</p> <p>Section 2. Funding. Voluntary contributions to Colorado P.E.O. Charitable Corporation designated for the Endowment Fund from any source shall be processed and deposited into an account designated for the Endowment Fund. Contributions to the Endowment Fund are deductible by donors in computing taxes imposed by the Internal Revenue Code of the United States.</p> <p>Section 3. Administration. The 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. Charitable Corporation and shall</p>

<p>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.</p> <p>D. Dissolution of the Colorado PEO 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.</p>	<p>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 <del>Colorado P.E.O. Chapter House</del>, or Colorado P.E.O. Charitable Corporation and shall be listed separately on financial reports. <del>of Colorado P.E.O. Chapter House</del></p> <p><del>D.</del> <u>Section 4. Closing and Sale of Dissolution of the Colorado P.E.O. Chapter House Residence and Further Use of Chapter House Endowment Fund Assets.</u> If the Colorado P.E.O. Chapter House <u>residence is closed and sold dissolved</u> pursuant to Section 9 of this Article X, the assets of the <del>Chapter House</del> Endowment Fund are to be used to provide assistance to those who were residing at the Colorado P.E.O. Chapter House <u>residence</u> when it was <u>closed dissolved</u> 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 <u>residence</u>, consistent to the extent possible with the initial establishment of the <del>Chapter House</del> Endowment Fund above in <u>Section 1 of this Article XII</u>. If the foregoing uses of the <del>Chapter House</del> 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 <del>Chapter House</del></p>	<p>be listed separately on financial reports.</p> <p>Section 4. Closing and Sale of Colorado P.E.O. Chapter House Residence and Further Use of Endowment Fund Assets. If the Colorado P.E.O. Chapter House residence is closed and sold pursuant to Section 9 of Article X, the assets of the Endowment Fund are to be used to provide assistance to those who were residing at the Colorado P.E.O. Chapter House residence when it was closed 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 residence, consistent to the extent possible with the initial establishment of the Endowment Fund above in Section 1 of this Article XII. If the foregoing uses of the 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 Endowment Fund are to be used for any of the charitable purposes of the Colorado P.E.O. Charitable Corporation.</p>
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	Endowment Fund are to be used for any of the charitable purposes of the Colorado P.E.O. Charitable Corporation.	
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**EXPLANATION:** Establishes an independent Article number for the Endowment Fund and removes reference to Colorado P.E.O. Chapter House from the Endowment Fund.

**RATIONALE:** Clarifies that the Endowment fund is a separate fund within CPCC and provides support for the Chapter House.

**NOTE:** If this amendment is adopted, the subsequent articles will be renumbered.

**8. Submitted by CPCC Board of Directors. Amend CPCC Bylaws.**

Amend ARTICLE X - COLORADO P.E.O. CHAPTER HOUSE, Section 1. Purpose, first sentence, by inserting a comma and the words “so long as financially sustainable,” following the word “residence.”

<b>CURRENT WORDING</b>	<b>PROPOSED CHANGE</b>	<b>IF ADOPTED, IT WILL READ:</b>
<p>(Page CPCC BL – 7)</p> <p>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. ...</p>	<p>(Page CPCC BL – 7)</p> <p>Section 1. Purpose. The Colorado P.E.O. Charitable Corporation shall operate and maintain the Colorado P.E.O. Chapter House residence, <u>so long as financially sustainable</u>, 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. ...</p>	<p>(Page CPCC BL – 7)</p> <p>Section 1. Purpose. The Colorado P.E.O. Charitable Corporation shall operate and maintain the Colorado P.E.O. Chapter House residence, so long as financially sustainable, 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. ...</p>

**EXPLANATION:** Provides that operation of the Colorado P.E.O. Chapter House shall continue only while financially sustainable.

**RATIONALE:** Clarifies that the Colorado P.E.O. Chapter House operations cannot continue if not financially feasible to prevent placing the assets of the other CPCC funds at risk.

**9. Submitted by CPCC Board of Directors. Amend CPCC Bylaws.**

Amend ARTICLE X – COLORADO P.E.O. CHAPTER HOUSE, Section 9, by striking out the word “Dissolution” in the title and inserting the words “Closing and Sale” and conforming this change in Subsections A, B, C and D; in the first paragraph by striking out the words “three-fourths” and inserting the words “two-thirds”, and by striking out the words “two consecutive” and inserting the word “an”, and by inserting the words “or special” following the word “annual”; and in Subsection D, first sentence, by striking out the words “disbursed to the general funds of the Colorado P.E.O. Charitable Corporation” and inserting the words “held in the Chapter House operating fund of the Colorado P.E.O. Charitable Corporation for future use as approved by the membership and consistent with the CPCC Articles of Incorporation”, and in the last sentence by striking out the word “dissolution” and inserting the words “closing, provided that funds are available.”

CURRENT WORDING	PROPOSED CHANGE	IF ADOPTED, IT WILL READ:
<p>(Page CPCC BL – 11)</p> <p>Section 9. Dissolution of Colorado P.E.O. Chapter House.</p> <p>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:</p> <p>A. Resolution by Board of Directors. The Board of Directors may adopt a resolution recommending that Colorado P.E.O. Chapter House be dissolved.</p> <p>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</p>	<p>(Page CPCC BL – 11)</p> <p>Section 9. <del>Dissolution</del> <u>Closing and Sale</u> of Colorado P.E.O. Chapter House <u>Residence</u>.</p> <p>A resolution presented by either of the following parties shall be subject to the approval of <del>three-fourths</del> <u>two-thirds</u> of the votes cast at <del>two consecutive</del> <u>an annual or special</u> meetings of Colorado P.E.O. Charitable Corporation:</p> <p>A. Resolution by Board of Directors. The Board of Directors may adopt a resolution recommending that Colorado P.E.O. Chapter House <u>residence</u> be <del>dissolved</del> <u>closed and sold</u>.</p> <p>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 <del>dissolve</del> <u>close and sell</u> the Colorado P.E.O. Chapter</p>	<p>(Page CPCC BL – 11)</p> <p>Section 9. Closing and Sale of Colorado P.E.O. Chapter House Residence.</p> <p>A resolution presented by either of the following parties shall be subject to the approval of two-thirds of the votes cast at an annual or special meeting of Colorado P.E.O. Charitable Corporation:</p> <p>A. Resolution by Board of Directors. The Board of Directors may adopt a resolution recommending that Colorado P.E.O. Chapter House residence be closed and sold.</p> <p>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 close and sell the Colorado P.E.O. Chapter House residence at any annual meeting of the Colorado P.E.O.</p>

<p>necessary circularization has been obtained from the executive board of the Colorado State Chapter or Convention of Colorado State Chapter.</p> <p>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...</p> <p>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.</p>	<p>House <u>residence</u> 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.</p> <p>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 <u>residence</u> be <del>dissolved</del> <u>closed and sold</u> if there is a major catastrophic event...</p> <p>D. Disbursements of Assets. If <del>dissolved</del> <u>closed and sold</u>, all <u>proceeds of the sale of the assets of the Colorado P.E.O. Chapter House residence</u> shall be <del>disbursed to the general funds of the Colorado P.E.O. Charitable Corporation</del> <u>held in the Chapter House operating fund of the Colorado P.E.O. Charitable Corporation for future use as approved by the membership and consistent with the CPMC Articles of Incorporation</u>. 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</p>	<p>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.</p> <p>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 residence be closed and sold if there is a major catastrophic event...</p> <p>D. Disbursements of Assets. If closed and sold, all proceeds of the sale of the assets of the Colorado P.E.O. Chapter House residence shall be held in the Chapter House operating fund of the Colorado P.E.O. Charitable Corporation for future use as approved by the membership and consistent with the CPMC Articles of Incorporation. 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 closing, provided that funds are available.</p>
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	at the time of <del>dissolution</del> <u>closing, provided that funds are</u> <u>available.</u>	
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**EXPLANATION:** Changes the section references from dissolution to closing and sale of the Colorado P.E.O. Chapter House residence; changes the vote requirement for the sale of the Chapter House real property from 3/4 votes at 2 annual meetings to a 2/3 vote at one annual or special meeting; and directs that proceeds from a sale are held in the Chapter House operating account for use as approved by the membership and consistent with CPCC Articles of Incorporation.

**RATIONALE:** Changes the vote requirement for disposing of the Colorado P.E.O. Chapter House property to match all other general vote requirements under the CPCC. Replaces “dissolved” and “dissolution” with accurate verbiage for disposing of real property by sale.

**NOTE:** If this amendment is adopted, all other bylaws that refer to this bylaw will be changed to conform to the language used in this amendment.

**10. Submitted by CPCC Board of Directors. Amend CPCC Bylaws.**

Amend ARTICLE X - COLORADO P.E.O. CHAPTER HOUSE, Section 1. Purpose, by adding a paragraph.

CURRENT WORDING	PROPOSED CHANGE	IF ADOPTED, IT WILL READ:
<p>(Page CPCC BL – 7)</p> <p>Section 1. Purpose. The Colorado P.E.O. Charitable Corporation shall operate and maintain the Colorado P.E.O. Chapter House residence... who are sponsored by a P.E.O. sister.</p>	<p>(Page CPCC BL – 7)</p> <p>Section 1. Purpose. The Colorado P.E.O. Charitable Corporation shall operate and maintain the Colorado P.E.O. Chapter House residence...who are sponsored by a P.E.O. sister. <u>If the Colorado P.E.O. Chapter House residence real property should be sold, the Colorado P.E.O. Chapter House project may continue without dissolution.</u></p>	<p>(Page CPCC BL – 7)</p> <p>Section 1. Purpose. The Colorado P.E.O. Charitable Corporation shall operate and maintain the Colorado P.E.O. Chapter House residence...who are sponsored by a P.E.O. sister. If the Colorado P.E.O. Chapter House residence should be sold, the Colorado P.E.O. Chapter House project may continue without dissolution.</p>

**EXPLANATION:** Clarifies that the sale of real property does not dissolve the Chapter House project.

**RATIONALE:** Specifies the project is not the same thing as the property.



**Resolution of the Colorado P.E.O. Charitable Corporation (CPCC) Board of Directors  
to Sell the Chapter House Property**

WHEREAS, the Colorado P.E.O. Chapter House property has served the members of the Colorado State P.E.O. Sisterhood for the past fifty-four years by providing a non-profit independent living facility for its members and others, and

WHEREAS, the advent of retirement living communities and continuum-of-care centers now available to our members and others in their hometowns has created a declining census in the Colorado P.E.O. Chapter House property, and

WHEREAS, the Colorado P.E.O. Chapter House property has had operating losses over the past five fiscal years, 2017-2021, totaling more than \$600,000, which losses have been covered by withdrawals from the investment account that is available for operating expenses of the property, and

WHEREAS, the age of the Colorado P.E.O. Chapter House building and the amount of maintenance that has been deferred over the years have resulted in expenditures totaling more than \$150,000 in the current fiscal year alone in order to keep the building habitable and the property safe, with more than \$300,000 more in projected maintenance needs over the next ten years, and

WHEREAS, the Chapter House Review Committee, appointed for the sole purpose of doing a thorough examination of the Chapter House in order to recommend viable options to the CPCC Board for the future of the Chapter House, concluded after its research and inquiries in 2020 that in view of its financial performance and maintenance needs the Colorado P.E.O. Chapter House property is no longer sustainable as an independent living facility, and

WHEREAS, the Chapter House Review Committee further concluded that the money currently being spent on maintenance, payroll, property insurance, flood insurance, groceries and utilities would be better utilized to evolve the project to allow members and others from the entire state of Colorado who live in residential care facilities to apply for assistance from, and to benefit from, the funds, and that the Chapter House property should be sold as soon as possible, and

WHEREAS, the CPA firm engaged by the CPCC pursuant to suggestion from the executive offices of P.E.O. International to perform a projection of how much longer the current investments available for operating expenses/losses of the Chapter House will last projected that all such funds will be exhausted sometime in fiscal year 2023, and

WHEREAS, this resolution is presented by the CPCC Board of Directors for vote at the 2021 CPCC annual meeting pursuant to CPCC Bylaws, Article X, Section 9.A.,

NOW THEREFORE be it

RESOLVED, that the Colorado P.E.O. Chapter House property be closed and sold as soon as possible; and

RESOLVED, that a schedule of severance pay be established for the employees; and

RESOLVED, that financial assistance for housing, where needed, be immediately available to each resident who was residing at the property at the time of its closing as provided in the CPCC bylaws; and

RESOLVED, that the proceeds from the sale of the property be deposited into the CPCC fund prescribed in the CPCC bylaws, remain invested, and used only for the purposes permitted for such proceeds in the CPCC bylaws; and

RESOLVED that the CPCC board shall study the guidelines and purposes of the grant assistance funds in other states that have established such funds with proceeds from the sale of their chapter houses, among other appropriate resources, and shall propose to the CPCC membership at the next CPCC annual meeting bylaw amendments to provide for the purposes and administration of the grant assistance fund that will be established with the sale proceeds and used for the benefit of residents throughout the state of Colorado.

Adopted by the CPCC Board of Directors on January 1, 2021.

Adopted as amended by the CPCC Board of Directors on April 26, 2021.

#### **EDITORIAL RESOLUTION**

*Resolved*, That the 2021-2022 CPCC Board of Directors be authorized to correct article and section designations, punctuation and cross-references, and to make such other technical and conforming changes as may be necessary to reflect the intent of CPCC.