

Instruction to chapter president: Please have this letter read in its entirety at your next chapter meeting.

May 1, 2022

Dear Colorado P.E.O. Sisters,

Attached are the proposed amendments to the Colorado P.E.O. Charitable Corporation Bylaws that will be presented for consideration and voted upon at the CPCC annual meeting held in conjunction with the Convention of Colorado State Chapter this June. The CPCC annual meeting is scheduled for Saturday afternoon June 4, 2022, at 3:30 pm. All voting members of the Convention of Colorado State Chapter are voting members of the CPCC annual meeting.

The CPCC managed Colorado P.E.O. Chapter House residence was closed and sold, December 2021, thus requiring several proposed amendments to the CPCC Bylaws. Chapters are encouraged to read the proposed amendments in their entirety so all members may be fully informed of the changes being presented and have the opportunity to express their views and opinions. At a minimum, all explanations and rationales must be read at your chapter meeting. (NOTE: Proposed amendments to be considered "as a whole" include a main amendment and one or more conforming amendments. One rationale has been written for the entire group which will be discussed as a group and voted upon with a single vote. NOTE: Proposed amendments placed in a block are not related and are housekeeping in nature and will be voted upon with a single vote without discussion.) After hearing the discussion on the proposed amendments from your chapter, as well as at the annual meeting, your delegate should vote as she sees fit.

Delegates should bring a copy of the proposed amendments to the Colorado P.E.O. Charitable Corporation annual meeting. We look forward to seeing you there.

Susan Strain Miller, W, Chair Colorado P.E.O. Charitable Corporation

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

(Page numbers refer to the 2021 Colorado P.E.O. Charitable Corporation Bylaws as printed/posted in the 2021 Proceedings of Colorado State Chapter)

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

1. Submitted by CPCC Board of Directors

(page 127) Amend Article III, OBJECT AND PURPOSE, sentence 2, by striking out a) and inserting a new a); and in b), by striking out the words "maintaining and" prior to the word "operating".

Current Wording	Proposed Amendment	If Adopted, It Will Read
The primary activities of	The primary activities of	The primary activities of
Colorado P.E.O. Charitable	Colorado P.E.O. Charitable	Colorado P.E.O. Charitable
Corporation shall include but	Corporation shall include but	Corporation shall include but
not be limited to a)	not be limited to a)	not be limited to a)
maintaining and operating a	maintaining and operating a	holding/maintaining the
home for independent living	home for independent living	proceeds of the sale of the
(hereinafter called Colorado	(hereinafter called Colorado	Chapter House residence as
P.E.O. Chapter House) for	P.E.O. Chapter House) for	an asset to be used for
the benefit of members of	the benefit of members of the	exempt purposes within the
the P.E.O. Sisterhood,	P.E.O. Sisterhood, qualifying	meaning of Section
qualifying members of their	members of their families,	501(c)(3) of the Internal
families, and persons who	and persons who are not	Revenue Code and b)
are not members of the	members of the P.E.O.	operating the Colorado
P.E.O. Sisterhood but who	Sisterhood but who are	P.E.O. Marguerite Fund to
are sponsored by a P.E.O.	sponsored by a P.E.O. and	provide assistance to
and meet the criteria	meet the criteria established	Colorado P.E.O. members
established by the Colorado	by the Colorado P.E.O.	and non-members.
P.E.O. Charitable	Charitable Corporation and	
Corporation and b)	a) holding/maintaining the	
maintaining and operating	proceeds of the sale of the	
the Colorado P.E.O.	Chapter House residence as	
Marguerite Fund to provide	an asset to be used for	
assistance to Colorado	exempt purposes within the	
P.E.O. members and non-	meaning of Section 501(c)(3)	
members.	of the Internal Revenue	
	Code and b) maintaining and	
	operating the Colorado	
	P.E.O. Marguerite Fund to	
	provide assistance to	
	Colorado P.E.O. members	
	and non-members.	

EXPLANATION: Would change a primary activity of the Colorado P.E.O. Charitable Corporation from maintaining and operating the Colorado P.E.O. Chapter House to holding/maintaining the proceeds of the sale of the Chapter House residence as an asset to be used for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; and would remove a primary activity to maintain the Colorado P.E.O. Marguerite Fund and leave a primary activity to operate the Colorado P.E.O. Marguerite Fund.

RATIONALE: The Colorado P.E.O. Chapter House has been sold and the new purpose for the funds has not been determined.

THE FOLLOWING THREE PROPOSED AMENDMENTS WILL BE CONSIDERED AS A WHOLE

Will be discussed as a group and voted upon as one.

2. Submitted by CPCC Board of Directors

(page 128) Amend ARTICLE V CORPORATION MEETINGS, Section 1. Annual Meeting, subsection A. Time and Place, sentence 1, by striking out the word "at" and inserting the words "in conjunction with".

Current Wording Proposed Ame	endment If Adopted, It Will Read
The annual meeting of Colorado P.E.O. Charitable Corporation shall be held at the Convention of Colorado State Chapter. The annual meeting of Colorado P.E.O. Corporation shall to in conjunction with Convention of Colorado State Chapter.	The annual meeting of Charitable be held at the Corporation shall be held in conjunction with the

EXPLANATION: Would change when the annual meeting of the Colorado P.E.O. Charitable Corporation is held from at Convention of Colorado State Chapter to in conjunction with the Convention of Colorado State Chapter.

RATIONALE: Provides flexibility for scheduling the CPCC meeting outside the gavel for Convention of Colorado State Chapter.

2.A. Conforming Amendment

(page 140) Amend ARTICLE XV AMENDMENTS, Section 1. Bylaws, subsection B. Distribution to Members, sentence 1, by striking out the words "during convention" and inserting the words "held in conjunction with the Convention of Colorado State Chapter".

Current Wording	Proposed Amendment	If Adopted, It Will Read
B. Distribution to Members.	B. Distribution to Members.	B. Distribution to Members.
Copies of the proposed	Copies of the proposed	Copies of the proposed
amendments and	amendments and	amendments and
resolutions to be voted on	resolutions to be voted on	resolutions to be voted
at the annual corporate	at the annual corporate	on at the annual
meeting shall be sent by	meeting shall be sent by	corporate meeting shall
the Board of Directors to	the Board of Directors to	be sent by the Board of
each local chapter and	each local chapter and	Directors to each local
other members of	other members of	chapter and other
convention eligible to vote	convention eligible to vote	members of convention
at the annual corporate	at the annual corporate	eligible to vote at the
meeting during	meeting during	annual corporate
convention by May 1.	convention <u>held in</u>	meeting held in
	conjunction with the	conjunction with the
	Convention of Colorado	Convention of Colorado
	State Chapter by May 1.	State Chapter by May 1.

2.B. Conforming Amendment

(page 141) Amend ARTICLE XV AMENDMENTS, Section 2. Articles of Incorporation, subsection B. Distribution to Members, sentence 1, by striking out the words "during convention" and inserting the words "held in conjunction with the Convention of Colorado State Chapter".

Proposed Amendment	If Adopted, It Will Read
B. Distribution to Members.	B. Distribution to Members.
Copies of the proposed	Copies of the proposed
amendments and	amendments and
resolutions to be voted on	resolutions to be voted on
at the annual corporate	at the annual corporate
meeting shall be sent by	meeting shall be sent by
the Board of Directors to	the Board of Directors to
•	each local chapter and
	other members of
	convention eligible to vote
· •	at the annual corporate
	meeting held in
	conjunction with the
	Convention of Colorado
	State Chapter by May 1.
State Chapter by May 1.	
	B. Distribution to Members. Copies of the proposed amendments and resolutions to be voted on at the annual corporate

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THE FOLLOWING THREE PROPOSED AMENDMENTS WILL BE CONSIDERED AS A BLOCK

The block will be voted upon as one without discussion

3. Submitted by CPCC Board of Directors

(page 130) Amend ARTICLE VI BOARD OF DIRECTORS, Section 4. Election of Directors, subsection A., sentence 1, by striking out the words "In a year a vacancy for a past president of Colorado State Chapter may be filled," prior to the words "if there", and by striking out the word "that" and inserting the word "a"; and by striking out subsection B.

Striking out the word that t	nd inserting the word a , and by s	striking out subscotion b.
Current Wording	Proposed Amendment	If Adopted, It Will Read
 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 	State Chapter may be filled, if there is but one nominee for that a 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.	A. If there is but one nominee for a vacancy, election shall be by voice vote. If more than one nominee is presented, election shall be by ballot.

vote. vote.	vote.	vote.	
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EXPLANATION: Would remove the specific wording for filling a vacancy of a past president of Colorado State Chapter to the Board of Directors; and would remove the procedure for filling a second vacancy.

RATIONALE: The procedure for filling any vacancy in the Board of Directors is the same.

NOTE: If this amendment is adopted, the subsequent subsection will be relettered to conform.

4. Submitted by CPCC Board of Directors

(page 131) Amend ARTICLE VII OFFICERS, Section 2. Duties of Officers, subsection D. Treasurer, by adding a new sentence 2.

Current Wording	Proposed Amendment	If adopted, It Will Read
D. Treasurer. The treasurer	D. Treasurer. The treasurer	D. Treasurer. The treasurer
shall, subject to the direction		shall, subject to the
and supervision of the	direction and supervision of	direction and supervision of
Board of Directors, be the	the Board of Directors, be	the Board of Directors, be
principal financial officer of	the principal financial officer	15
Colorado P.E.O. Charitable	of Colorado P.E.O.	of Colorado P.E.O.
Corporation, shall oversee	Charitable Corporation,	Charitable Corporation,
the care and custody of all	shall oversee the care and	shall oversee the care and
funds, securities, evidences	custody of all funds,	custody of all funds,
of indebtedness and other	securities, evidences of	securities, evidences of
personal property of	indebtedness and other	indebtedness and other
Colorado P.E.O. Charitable	personal property of	personal property of
Corporation.	Colorado P.E.O. Charitable	Colorado P.E.O. Charitable
	Corporation. Any voluntary	Corporation. Any voluntary
	contributions collected by	contributions collected by
	the treasurer of Colorado	the treasurer of Colorado
	P.E.O. Charitable	P.E.O. Charitable
	Corporation shall be	Corporation shall be
	allocated as specified in the	allocated as specified in the
	gift document.	gift document.

EXPLANATION: Would specify any voluntary contributions collected by the treasurer of Colorado P.E.O. Charitable Corporation are allocated as specified in the gift document.

RATIONALE: Clarifies voluntary contributions are directed to the account the donor specifies.

5. Submitted by CPCC Board of Directors

(page 132) Amend ARTICLE VII OFFICERS, Section 3. Election, by striking out sentence 2 and sentence 3.

Current Wording	Proposed Amendment	If Adopted, It Will Read
Election of officers shall be	Election of officers shall be	Election of officers shall be
held at the first regular	held at the first regular	held at the first regular
meeting following the annual	meeting following the annual	meeting following the annual
meeting of Colorado P.E.O.	meeting of Colorado P.E.O.	meeting of Colorado P.E.O.
Charitable Corporation.	Charitable Corporation.	Charitable Corporation.
Outgoing members shall be	Outgoing members shall be	
present without vote. The	present without vote. The	
director serving as chairman	director serving as chairman	

at the last annual meeting	at the last annual meeting	
shall preside.	shall preside.	

EXPLANATION: Would remove the requirement that outgoing members are present at the first regular meeting following the annual meeting for the election of officers, without vote; and would remove the requirement that the director serving as chairman at the last annual meeting presides at the meeting.

RATIONALE: The presence of members at a meeting who are no longer on the Board of Directors is not necessary.

6. Submitted by CPCC Board of Directors

(page 132) Amend ARTICLE VII OFFICERS, Section 4. Term of Office, by striking out sentence 2.

Current Wording	Proposed Amendment	If Adopted, It Will Read
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.		A term of office shall be one year. The term of office shall begin immediately following election.

EXPLANATION: Would remove the stipulation that no director may serve in the same office more than two (2) consecutive terms.

RATIONALE: Allows the CPCC Board of Directors more flexibility in filling offices.

7. Submitted by CPCC Board of Directors

(page 133) Amend ARTICLE X COLORADO P.E.O. CHAPTER HOUSE, by inserting the word "PROJECT" following the word "HOUSE".

Current Wording	Proposed Amendment	If Adopted, It Will Read
ARTICLE X COLORADO	ARTICLE X COLORADO	ARTICLE X COLORADO
P.E.O. CHAPTER HOUSE	P.E.O. CHAPTER HOUSE	P.E.O. CHAPTER HOUSE
	PROJECT	PROJECT

EXPLANATION: Would change the title of Article X from COLORADO P.E.O. CHAPTER HOUSE to COLORADO P.E.O. CHAPTER HOUSE PROJECT.

RATIONALE: The Colorado P.E.O. Chapter House has been sold.

NOTE: If this amendment is adopted, all references in the Bylaws of CPCC to Colorado P.E.O. Chapter House will be changed to Colorado P.E.O. Chapter House Project to conform.

8. Submitted by CPCC Board of Directors

(page 133) Amend ARTICLE X COLORADO P.E.O. CHAPTER HOUSE, Section 1. Purpose, sentence 4, by striking out the words "If the Colorado P.E.O. Chapter House residence should be sold" prior to the words "the Colorado P.E.O. Chapter House Project"; and by striking out the words "without dissolution" and inserting the words "with or without real property".

Current Wording	Proposed Amendment	If Adopted, It Will Read
If the Colorado P.E.O.	If the Colorado P.E.O.	The Colorado P.E.O. Chapter
Chapter House residence	Chapter House residence	House Project may continue
should be sold, the Colorado	should be sold, the Colorado	with or without real property.
P.E.O. Chapter House project		
may continue without	may continue without	
dissolution.	dissolution with or without real	
	<u>property</u> .	

EXPLANATION: Would remove the reference if the Colorado P.E.O. Chapter House residence is sold the Colorado P.E.O. Chapter House Project would continue without dissolution; and would add that the Colorado P.E.O. Chapter House Project may continue with or without real property.

RATIONALE: The CPCC has a substantial amount of money in the Chapter House Operations account following the sale of the Chapter House residence and the proceeds will be held as a Chapter House asset until the Articles of Incorporation are amended to specify a new purpose.

THE FOLLOWING FOUR PROPOSED AMENDMENTS WILL BE CONSIDERED AS A BLOCK

The block will be voted upon as one without discussion

9. Submitted by CPCC Board of Directors

(page 133) Amend ARTICLE X COLORADO P.E.O. CHAPTER HOUSE Section 2. Administration, sentence 1, by inserting the word "Project" prior to the word "Trustees".

Current Wording	Proposed Amendment	If Adopted, It Will Read
The Colorado P.E.O. Chapter House shall be administered, subject to the direction and	The Colorado P.E.O. Chapter House shall be administered, subject to the direction and	The Colorado P.E.O. Chapter House shall be administered, subject to the direction and
supervision of the Colorado P.E.O. Charitable Corporation	supervision of the Colorado P.E.O. Charitable Corporation	supervision of the Colorado P.E.O. Charitable Corporation
Board of Directors, by a group of three (3) trustees, hereinafter called the Chapter	Board of Directors, by a group of three (3) trustees, hereinafter called the Chapter	Board of Directors, by a group of three (3) trustees, hereinafter called the Chapter
House Trustees.	House <u>Project</u> Trustees.	House Project Trustees.

EXPLANATION: Would change the name of the trustees of the Chapter House to Chapter House Project Trustees.

RATIONALE: The Colorado P.E.O. Chapter House has been sold.

NOTE: If this amendment is adopted, all references in the Bylaws of CPCC to Chapter House Trustees will be changed to Chapter House Project Trustees to conform.

10. Submitted by CPCC Board of Directors

(page 133) Amend ARTICLE X COLORADO P.E.O. CHAPTER HOUSE, Section 3. Appointment, by inserting a new sentence 2.

Current Wording	Proposed Amendment	If adopted, It Will Read
The Chapter House Trustees shall consist of three (3) members, one of whom, when feasible, shall be a past president of Colorado State Chapter.	The Chapter House Trustees shall consist of three (3) members, one of whom, when feasible, shall be a past president of Colorado State Chapter. The President of Colorado State Chapter shall serve as an ex-officio member.	The Chapter House Trustees shall consist of three (3) members, one of whom, when feasible, shall be a past president of Colorado State Chapter. The President of Colorado State Chapter shall serve as an ex-officio member.

EXPLANATION: Would specify the state president is an ex-officio member of the Chapter House Trustees.

RATIONALE: The president of Colorado State Chapter should be an ex-officio member of the Chapter House Trustees.

11. Submitted by CPCC Board of Directors(page 134) Amend ARTICLE X COLORADO P.E.O. CHAPTER HOUSE, Section 6. Finance, by striking out subsection A. subsection B and subsection C.

Finance, by striking out subsection A, subsection B and subsection C.			
Current Wording	Proposed Amendment	If Adopted, It Will Read	
Section 6. Finance.	Section 6. Finance.	Section 6. Finance.	
A. Annual Dues. Any	A. Annual Dues. Any	A. Reimbursement of	
allocation per active	allocation per active	Expenses. Colorado P.E.O.	
member of Colorado State	member of Colorado State	Charitable Corporation	
Chapter collected for	Chapter collected for	shall pay all expenses	
Colorado P.E.O. Chapter	Colorado P.E.O. Chapter	incurred by members of the	
House by the treasurer of	House by the treasurer of	Chapter House Trustees in	
Colorado P.E.O. Charitable	Colorado P.E.O. Charitable	performing the duties	
Corporation shall be	Corporation shall be	relating to the operation	
allocated specifically for the	allocated specifically for	and management of the	
operations of Colorado	the operations of Colorado	Colorado P.E.O. Chapter	
P.E.O. Chapter House.	P.E.O. Chapter House.	House. The allowance for	
B. Voluntary Contributions.	B. Voluntary Contributions.	mileage will be consistent	
Any voluntary contributions	Any voluntary contributions	with the Colorado state	
collected for Colorado	collected for Colorado	executive board policy.	
P.E.O. Chapter House by	P.E.O. Chapter House by		
the treasurer of Colorado	the treasurer of Colorado		
P.E.O. Charitable	P.E.O. Charitable		
Corporation shall be	Corporation shall be		
allocated specifically for the	allocated specifically for		
operations of Colorado	the operations of Colorado		
P.E.O. Chapter House	P.E.O. Chapter House		
unless otherwise specified	unless otherwise specified		
in the gift document.	in the gift document.		
C. Rent and Other Income.	C. Rent and Other Income.		
Any amounts received by	Any amounts received by		
or for the benefit of	or for the benefit of		
Colorado P.E.O. Chapter	Colorado P.E.O. Chapter		
House for rent, usage fees	House for rent, usage fees		

or other income shall be or other income shall be allocated specifically for the allocated specifically for operations of Colorado the operations of Colorado P.E.O. Chapter House. P.E.O. Chapter House. D. Reimbursement of D. Reimbursement of Expenses. Colorado P.E.O. Expenses.Colorado P.E.O. **Charitable Corporation** Charitable Corporation shall pay all expenses shall pay all expenses incurred by members of the incurred by members of the Chapter House Trustees in Chapter House Trustees in performing the duties performing the duties relating to the operation relating to the operation and management of the and management of the

EXPLANATION: Would remove the reference to any allocation of dues and any voluntary contributions collected for Colorado P.E.O. Chapter House by the treasurer of CPCC be allocated specifically for the operations of Colorado P.E.O. Chapter House; and would remove reference to any rent, usage fees or other income received by or for the benefit of Colorado P.E.O. Chapter House is allocated specifically for the operations of Colorado P.E.O. Chapter House.

Colorado P.E.O. Chapter

House. The allowance for

mileage will be consistent

with the Colorado state

executive board policy.

RATIONALE: There is no allocation of state dues for the Colorado P.E.O. Chapter House; voluntary contributions are allocated as specified by the gift document in accordance with standard treasurer procedures; and with the sale of Colorado P.E.O. Chapter House, rent and other usage fees are no longer collected.

NOTE: If this amendment is adopted, the subsequent subsection will be relettered to conform.

12. Submitted by CPCC Board of Directors

Colorado P.E.O. Chapter

House. The allowance for

mileage will be consistent

with the Colorado state

executive board policy.

(page 138) Amend ARTICLE XIII COLORADO P.E.O. MARGUERITE FUND, Section 3. Appointment, by inserting a new sentence 2.

Current Wording	Proposed Amendment	If Adopted, It Will Read
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.	The Marguerite Fund Trustees shall consist of three (3) members, one of whom, when feasible shall be a past president of Colorado State Chapter. The President of Colorado State Chapter shall serve as an ex-officio member. Any member of Colorado P.E.O. Charitable Corporation is eligible to serve as a Marguerite Fund Trustee.	The Marguerite Fund Trustees shall consist of three (3) members, one of whom, when feasible shall be a past president of Colorado State Chapter. The President of Colorado State Chapter shall serve as an ex-officio member. Any member of Colorado P.E.O. Charitable Corporation is eligible to serve as a Marguerite Fund Trustee.

EXPLANATION: Would specify the state president is an ex-officio member of the Marguerite

Fund Trustees.

RATIONALE: The president of Colorado State Chapter should be an ex-officio member of the Marguerite Fund Trustees.

13. Submitted by CPCC Board of Directors

(page 135) Amend ARTICLE X COLORADO PEO CHAPTER HOUSE, by striking out Section 7 and inserting a new Section 7.

Current Wording	Proposed Amendment	If Adopted, It Will Read
Section 7. Closing and Sale of Colorado P.E.O. Chapter	Section 7. Closing and Sale of Colorado P.E.O. Chapter	Section 7. Closing and Sale of Colorado P.E.O. Chapter
House Residence.	House Residence.	House Residence.
A resolution presented by	A resolution presented by	A. Disbursements of Assets.
either of the following parties	either of the following parties	All proceeds from sale of
shall be subject to the	shall be subject to the	the Colorado P.E.O.
approval of two-thirds of the	approval of two-thirds of the	Chapter House residence
votes cast at an annual or	votes cast at an annual or	shall be held in the Chapter
special meeting of Colorado	special meeting of Colorado	House operating fund of
P.E.O. Charitable Corporation:	P.E.O. Charitable Corporation:	. •
A. Resolution by Board of	A. Resolution by Board of	Charitable Corporation for
Directors. The Board of	Directors. The Board of	future use as approved by
Directors may adopt a	Directors may adopt a	the membership and
resolution recommending	resolution recommending	consistent with the CPCC
that Colorado P.E.O.	that Colorado P.E.O.	Articles of Incorporation.
Chapter House residence	Chapter House residence	
be closed and sold.	be closed and sold.	
B. Resolution by Members of	B. Resolution by Members of	
Colorado P.E.O. Charitable	Colorado P.E.O. Charitable	
Corporation. Members of	Corporation. Members of	
Colorado P.E.O. Charitable	Colorado P.E.O. Charitable	
Corporation representing	Corporation representing	
15% of the P.E.O. Chapters	15% of the P.E.O. Chapters	
in Colorado may present a	in Colorado may present a	
resolution to close and sell	resolution to close and sell-	
the Colorado P.E.O.	the Colorado P.E.O.	
Chapter House residence at	•	
any annual meeting of the	any annual meeting of the	
Colorado P.E.O. Charitable	Colorado P.E.O. Charitable	
Corporation, provided that	Corporation, provided that	
the necessary circularization		
has been obtained from the	has been obtained from the	
executive board of the	executive board of the	
Colorado State Chapter or	Colorado State Chapter or	
Convention of Colorado	Convention of Colorado	
State Chapter.	State Chapter.	
C. This Section operates	C. This Section operates	
outside the parameters of	outside the parameters of	
the preamble set forth in	the preamble set forth in	

- Section 7, 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 (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 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 CPCC 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 quidelines decided upon by the Board of Directors at the time of closing, provided that funds are available.
- Section 7, 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-(including, but not limited to, fire, flood, blizzard, etc.) which prevents residential occupancy for six or more months. This resolution willbe 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 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 CPCC Articles of Incorporation, Anv 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 quidelines decided upon by the Board of Directors at the time of closing, provided that funds are available.

Section 7. Closing and Sale of Colorado P.E.O. Chapter House Residence.

A. Disbursements of Assets.

All proceeds from sale 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 CPCC Articles of Incorporation.

EXPLANATION: Would remove reference to the process for closing and selling the Chapter House residence and specify proceeds from the sale of the Chapter House residence are held in the Chapter House operating fund of CPCC; would remove reference to assisting residents find new housing if Chapter House is sold; and would remove reference to residents utilizing the Share the Care Program for two years or longer prior to the sale will continue to receive assistance in the same amount with time guidelines decided by the Board of Directors at the time of closing, provided funds are available.

RATIONALE: The Chapter House has been sold and the use of the Share the Care Fund if Chapter House is closed and sold is outlined in Article XI, Section 5.

14. Submitted by CPCC Board of Directors

(page 136) Amend ARTICLE XI SHARE THE CARE FUND, Section 1. Purpose, sentence 3, by inserting the word "initially" prior to the word "established"; and by adding a sentence 4.

by meering are were minimi	prior to the word octabilities
Current Wording	Proposed Amendment
Section 1. Purpose.	Section 1. Purpose.
A fund entitled Share the	A fund entitled Share the
Care was established by	Care was established by
Colorado P.E.O. Chapter	Colorado P.E.O. Chapter
House, Inc. in 1968 through	House, Inc. in 1968 through
action of the Board of	action of the Board of
Trustees. Support by the	Trustees. Support by the
membership was confirmed	membership was confirmed
at the following convention of	at the following convention of
Colorado State Chapter	Colorado State Chapter
when a contribution of	when a contribution of
\$1,000 was given from	\$1,000 was given from
Colorado State Chapter	Colorado State Chapter
funds. Share the Care Fund	funds. Share the Care Fund
was established to provide	was <u>initially</u> established to
assistance for Chapter	provide assistance for
House residents whose	Chapter House residents
financial position impedes	whose financial position
residency at Chapter House.	impedes residency at
	Chapter House. <u>By vote at</u>
	the 2022 annual meeting of
	CPCC, the purpose of the

pose. Share the olished by). Chapter 968 through ard of ort by the as confirmed convention of Chapter ution of en from Chapter e Care Fund ablished to nce for residents position ncy at . By vote at al meeting of CPCC, the purpose of the Share the Care Fund became to provide

If Adopted, It Will Read 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 initially established to provide assistance for Chapter House residents whose financial position impedes residency at Chapter House. By vote at the 2022 annual meeting of CPCC, the purpose of the Share the Care Fund became to provide

assistance to those who		
were residing at the		
Colorado P.E.O. Chapter		
House residence when it		
was closed.		

assistance to those who were residing at the Colorado P.E.O. Chapter House residence when it was closed.

EXPLANATION: Would clarify the initial purpose of the Share the Care Fund was to provide assistance for Chapter House residents whose financial position impedes residency; and would specify that the purpose of the fund was changed by vote at the 2022 annual meeting of CPCC to provide assistance to those who were residing at the Colorado P.E.O. Chapter House residence when it was closed.

RATIONALE: The Chapter House has been sold and the purpose of the Share the Care Fund also needs to change.

15. Submitted by CPCC Board of Directors

(page 136) Amend ARTICLE XI SHARE THE CARE FUND, by striking out Section 3. Administration and inserting a new Section 3. Administration.

by letter to the CPCC chair.

B. Distribution of funds is
made directly to the facility
where the former Chapter
House resident currently
lives, under the supervision
of the treasurer of Colorado
P.E.O. Charitable
Corporation.

EXPLANATION: Would remove the procedure for obtaining applications to receive assistance from the Share the Care Fund, where to send the applications and who reviews the applications; would specify applications approved prior to closing the Chapter House facility remain in effect; would specify the Chapter House Trustees will confirm annually a continuing or increased financial need and document the confirmation by letter to the CPCC chair; would change where the assistance funds are sent from the operating funds of Chapter House to the facility where the former Chapter House resident currently lives.

RATIONALE: Applications for assistance from the Share the Care Fund for new recipients are not being accepted and current recipients continue to receive funds following their relocation after the sale of the Chapter House.

THE FOLLOWING TWO PROPOSED AMENDMENTS WILL BE CONSIDERED AS A WHOLE WITH A SINGLE VOTE

Will be discussed as a group and voted upon as one.

16. Submitted by CPCC Board of Directors

(page 136) Amend ARTICLE XI SHARE THE CARE FUND, Section 4. Fund Assets, by striking out sentence 1; in sentence 2, by inserting the words "A. Records." prior to the words "The financial"; and by inserting a new subsection B. Further Use of Share the Care Fund Assets".

Current Wording	Proposed Amendment	If adopted, It Will Read
Section 4. Fund Assets.	Section 4. Fund Assets.	Section 4. Fund Assets.
Share the Care assets shall	Share the Care assets shall	A. Records. The financial
be used only to subsidize	be used only to subsidize	records and accounts of
resident fees. The financial	resident fees.	this fund shall be kept
records and accounts of this	A. Records. The financial	separate and apart from
fund shall be kept separate	records and accounts of	the books and accounts of
and apart from the books and	this fund shall be kept	other funds of the
accounts of other funds of the	separate and apart from	Colorado P.E.O. Charitable
Colorado P.E.O. Charitable	the books and accounts	Corporation and shall be
Corporation and shall be	of other funds of the	listed separately on
listed separately on financial	Colorado P.E.O.	financial reports.
reports.	Charitable Corporation	B. Further Use of Share the
	and shall be listed	Care Fund Assets. The
	separately on financial	assets of the Share the
	reports.	Care Fund are to be used
	B. Further Use of Share the	to provide assistance to

Care Fund Assets. 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, consistent to the extent possible with the purpose of the 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.

those who were residing at the Colorado P.E.O. Chapter House residence when it was closed. consistent to the extent possible with the purpose of the 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.

EXPLANATION: Would remove the requirement that Share the Care assets are used only to subsidize Chapter House resident fees; would add a new subsection, Further Use of Share the Care Fund Assets, to specify the assets are used to provide assistance to those who were residing at the Colorado P.E.O. Chapter House residence when it was closed, consistent to the extent possible with the purpose of the Share the Care Fund as outlined in Article XI, Section 1; and would specify if the uses of the Share the Care Fund assets no longer become possible, at the discretion of the Board of Directors of CPCC, the assets of the fund are to be used for any of the charitable purposes of CPCC.

RATIONALE: Including further use of the assets of the Share the Care Fund under Fund Assets allows information on the assets to be in one location.

16.A. Conforming Amendment

(page 137) Amend ARTICLE XI SHARE THE CARE FUND, by striking out Section 5. Closing and Sale of the Colorado P.E.O. Chapter House Residence and Further Use of Share the Care Fund Assets.

Current Wording	Proposed Amendment	If Adopted, It Will Read
Section 5. Closing and Sale of the Colorado P.E.O. Chapter House Residence and Further Use of Share	Section 5. Closing and Sale of the Colorado P.E.O. Chapter House Residence and Further Use of Share	
the Care Fund Assets.	the Care Fund Assets.	
If the Colorado P.E.O. Chapter House residence is	If the Colorado P.E.O. Chapter House residence is	

closed and sold pursuant to Section 7 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 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.

closed and sold pursuant to Section 7 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 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.

EXPLANATION: Would remove the section on the closing and sale of Colorado P.E.O. Chapter House Residence and Further Use of Share the Care Fund Assets; would remove reference to providing financial assistance to individuals in need who are residing in facilities similar to the Colorado P.E.O. Chapter House residence when it was closed; and would remove from this section of the bylaws reference to the assets of the Share the Care Fund being used for any of the charitable purposes of the CPCC if the Board of Directors deems the uses of the fund are no longer possible.

17. Submitted by CPCC Board of Directors

(page 137) ARTICLE XII ENDOWMENT FUND, Section 4. Closing and Sale of the Colorado P.E.O. Chapter House Residence and Further Use of Endowment Fund Assets, by striking out the words "Closing and Sale of the Colorado P.E.O. Chapter House Residence and Further" in the title; in sentence 1, by striking out the words "If the Colorado P.E.O. Chapter House residence is closed and sold pursuant to Section 7 of Article X" prior to the words "the assets"; and by striking out the words "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," prior to the word "consistent".

Current Wording

Proposed Amendment

If Adopted, It Will Read

Section 4. Closing and Sale of the 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 7 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.

Section 4. Closing and Sale of the 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 7 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

Section 4. Use of **Endowment Fund Assets.**

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, 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.

EXPLANATION: Would remove from the Endowment Fund reference to the closing and sale of the Colorado P.E.O. Chapter House residence; and would remove reference to providing 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.

P.E.O. Charitable

Corporation.

RATIONALE: The Chapter House has been sold and any references to the closing and sale of it should be removed from the bylaws.

18. Submitted by CPCC Board of Directors

(page 139) Amend ARTICLE XIII COLORADO P.E.O. MARGUERITE FUND, Section 5. Finance, subsection B. Christmas Shower, sentence 1, by striking out the words ", assigned in alphabetical groups," following the words "Local chapters"; and by adding a new sentence 2.

Current Wording	Proposed Amendment	If adopted, It Will Read
B. Christmas Shower. Local chapters, assigned in alphabetical groups, may be asked to contribute to the Colorado P.E.O. Marguerite Fund Christmas Shower.	B. Christmas Shower. Local chapters, assigned in alphabetical groups, may be asked to contribute to the Colorado P.E.O. Marguerite Fund Christmas Shower. If donations exceed distribution guidelines they may be distributed, upon vote of the trustees, for a Spring Shower.	B. Christmas Shower. Local chapters may be asked to contribute to the Colorado P.E.O. Marguerite Fund Christmas Shower. If donations exceed distribution guidelines they may be distributed, upon vote of the trustees, for a Spring Shower.

EXPLANATION: Would remove the requirement that local chapters be assigned in alphabetical groups when requesting contributions to the Colorado P.E.O. Marguerite Fund Christmas Shower; and would allow donations that exceed distribution guidelines to be used for a Spring Shower, if approved by vote of the trustees.

RATIONALE: Removes an unnecessary restriction for asking local chapters for contributions; and provides for the distribution of donations that exceed expenses to be used for another event.

THE FOLLOWING TWO PROPOSED AMENDMENTS WILL BE CONSIDERED AS A WHOLE WITH A SINGLE VOTE

Will be discussed as a group and voted upon as one.

19. Submitted by CPCC Board of Directors

(page 140) Amend ARTICLE XV AMENDMENTS, Section 1. Bylaws, subsection A. Proposal of Amendments, sentence 2, by striking out the word "writing" and inserting the words "manipulable format" and by striking out the word "November" and inserting the word "January"; and by striking out sentence 3 and inserting a new sentence 3 and new sentence 4.

Current Wording	Proposed Amendment	If Adopted, It Will Read
A. Proposal of Amendments.	A. Proposal of Amendments.	A. Proposal of Amendments.
Amendments to the bylaws	Amendments to the bylaws	Amendments to the bylaws
of Colorado P.E.O.	of Colorado P.E.O.	of Colorado P.E.O.
Charitable Corporation	Charitable Corporation	Charitable Corporation
may be proposed by any	may be proposed by any	may be proposed by any
local chapter, the Board of	local chapter, the Board of	local chapter, the Board of
Directors, the Chapter	Directors, the Chapter	Directors, the Chapter
House or Marguerite Fund	House or Marguerite Fund	House or Marguerite Fund
Trustees, or the Executive	Trustees, or the Executive	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.

Board of Colorado State Chapter. Proposed amendments shall be submitted in writing manipulable format to the chairman of the Board of Directors by November January 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. Proposed amendments shall be sent by the Board of Directors by February 1 to the chair of the Amendments and Recommendations Committee. The final proposed amendments shall be sent by the Board of Directors by April 1 to the state executive board for circularization permission.

Board of Colorado State Chapter. Proposed amendments shall be submitted in manipulable format to the chairman of the Board of Directors by January 1 of each year. Proposed amendments shall be sent by the Board of Directors by February 1 to the chair of the Amendments and Recommendations Committee. The final proposed amendments shall be sent by the Board of Directors by April 1 to the state executive board for circularization permission.

EXPLANATION: Would change the format for submitting proposed amendments to the Bylaws of CPCC from writing to manipulable format; would change the due date for proposed amendments to be submitted to the CPCC board chairman from November 1 to January 1; would change who the CPCC Board of Directors submits proposed amendments to from the state executive board to the chair of the Amendments & Recommendations Committee and change the date they are to be sent from January 1 to February 1; and would change the date the Board of Directors are to submit proposed amendments to the state board for circularization permission from January 1 to April 1.

RATIONALE: Changing the submission format for proposed amendments to the Bylaws of CPCC and the Articles of Incorporation allows the proposed amendments to be inserted into a combined document easily; providing two additional months for proposed amendments to be submitted to the CPCC Board chairman allows time for them to be thoroughly reviewed; sending the proposed amendments to the A&R chair makes them consistent with the state bylaws; and providing two additional months for the amendments to be submitted to the state board for circularization permission allows time for the final proposed amendments to be thoroughly reviewed.

19.A. Conforming Amendment

(page 140) Amend ARTICLE XV AMENDMENTS, Section 2. Articles of Incorporation, subsection A. Proposal of Amendments, sentence 2, by inserting the word "Proposed" prior to the word "amendments", by striking out the word "writing" and inserting the words "manipulable format", and by striking out the words "November 1" and inserting the words "January 1 of each year"; and by striking out sentence 3 and inserting a new sentence 3 and new sentence 4.

Current Wording 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.

- **Proposed Amendment** 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. Proposed amendments shall be submitted in writing manipulable format to the chairman of the Board of Directors by November 1 January 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. Proposed amendments shall be sent by the Board of Directors by February 1 to the chairman of the Amendments and Recommendations Committee. The final proposed amendments shall be sent by the Board of Directors by April1 to the state executive board for circularization permission.
- If Adopted, It Will Read 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. Proposed amendments shall be submitted in manipulable format to the chairman of the Board of Directors by January 1 of each year. Proposed amendments shall be sent by the Board of Directors by February 1 to the chairman of the Amendments and Recommendations Committee. The final proposed amendments shall be sent by the Board of Directors by April 1 to the state executive board for circularization permission.

EXPLANATION: Would change the format for submitting proposed amendments to the Articles of Incorporation from in writing to manipulable format; would change the due date for proposed amendments to be submitted to the CPCC board chairman from November 1 to January 1 of each year; would change who the CPCC Board of Directors submit proposed amendments to from the state executive board to the chair of the Amendments & Recommendations Committee and change the date they are to be sent from January 1 to February 1; and would change the

date the Board of Directors are to submit proposed amendments to the state board for circularization permission from January 1 to April 1.

EDITORIAL RESOLUTION

Resolved, That the 2022–2023 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.