



BYLAWS

COLORADO BOCES ASSOCIATION, INC.

(This mission of the Colorado BOCES Association is to coordinate communication and cooperation among its membership to improve the educational quality and equity of the programs and services provided by its members to the school districts served and to develop public awareness of and support for Boards of Cooperative Educational Services in Colorado.)

ARTICLE I – OFFICES

The principal offices of the COLORADO BOCES ASSOCIATION, INC., hereinafter referred to as the “ASSOCIATION”, shall be located in the city and county in which the executive director of the ASSOCIATION maintains an office. The ASSOCIATION may have such other offices as the members may determine or as the affairs of the ASSOCIATION may require.

ARTICLE II – MEMBERS

Section 1. CLASSES OF MEMBERS. The ASSOCIATION membership shall be composed of three classes of members. The designation of such and the qualifications and rights of the members of such classes shall be as follows:

- A. **MEMBERS.** Must be a board of cooperative (educational) service, hereinafter referred to as “BOCES”, and shall have paid the annual assessment established by the voting delegates.
- B. **ASSOCIATE.** Unless otherwise approved by the Board of Directors, an associate member must be an employee of an education-related agency, association, institution, or organization; having paid the annual associate dues established by the voting delegates. Associate members are non-voting members of the ASSOCIATION except as referenced in Section 3.
- C. **COMMERCIAL.** Unless otherwise approved the by Board of Directors, a commercial member must be a non-education-related entity; having paid the annual commercial dues established by the voting delegates.
- D. **VOTING DELEGATES.** Each BOCES member shall be entitled to one voting delegate at the annual, quarterly, or any special business meeting of the ASSOCIATION, namely the executive director of his or her designee.

SECTION 2. MEMBER RIGHTS. Members of the ASSOCIATION shall have access to all information, services or other benefits provided by the ASSOCIATION.

SECTION 3. ASSOCIATE MEMBER RIGHTS. Each associate member may serve on committees appointed by the president; may serve as a voting delegate if so designated by an executive director; may introduce resolutions to the Board of Directors and the assembly of voting delegates, and may serve as a representative of the ASSOCIATION upon designation of the president. Associate members shall be entitled to participate in activities provided by the ASSOCIATION.

SECTION 4. COMMERCIAL MEMBER RIGHTS. Non-voting commercial members of the ASSOCIATION shall be entitled to participate in all activities provided by the ASSOCIATION.

SECTION 5. VOTING DELEGATES RIGHTS. The Board of Directors shall declare a procedure for voting. Each voting delegate shall be entitled to one vote on each matter submitted to a vote by mail or electronic ballot, or at an annual, quarterly, or special business meeting.

ARTICLE III – MEETINGS OF THE VOTING DELEGATES

SECTION 1. ANNUAL MEETING OF THE VOTING DELEGATES. An annual business meeting of the voting delegates shall be held during the summer of each year for the purpose of electing and installing officers of the ASSOCIATION and for consideration of other appropriate business items. The day, location, and hour of the annual meeting shall be determined by the Board of Directors.

SECTION 2. QUARTERLY MEETINGS OF THE MEMBERSHIP. In addition to the annual meeting of the voting delegates, quarterly business meetings shall be held during the fall, winter, and spring of each year for the purpose of considering appropriate business items of the ASSOCIATION.

SECTION 3. SPECIAL MEETINGS OF THE VOTING DELEGATES. In addition to the annual and quarterly meetings, special meetings may be held. The day, location, and hour of each special meeting shall be determined by the voting delegates at a preceding meeting or shall be determined by the Board of Directors or by the president of the ASSOCIATION.

SECTION 4. NOTICE OF MEETINGS. Notice stating the day, location, and hour of the Annual meeting and the quarterly meetings may be transmitted by telephone, mail, or electronically, to each of the members, not less than seven days or more than thirty days before the date of the meeting, by, and at the direction of the president of the ASSOCIATION. In the case of a special meeting, the purpose for which the meeting is called shall be in the notice. All special meetings notices shall state the day, location, and hour of the meeting and shall be delivered to all members at least 72 hours prior to the time of the meeting.

SECTION 5. QUORUM. The voting delegates shall constitute a quorum at any regular or special meeting of the voting delegates.

ARTICLE IV – OFFICERS

SECTION 1. OFFICERS. The officers of the ASSOCIATION shall be a president, a president-elect, a secretary/treasurer, and such other officers as may be elected in accordance with the provisions of these bylaws. The Board of Directors may determine to appoint an assistant secretary/treasurer. The assistant secretary/treasurer may be an employee of the ASSOCIATION.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the ASSOCIATION shall be elected by a simple majority of the voting delegates voting at the annual meeting. The term of office shall be for one (1) year.

SECTION 3. VACANIES. Appointment to a vacancy in any office, because of death, Resignation, disqualification, or otherwise, shall be made by the Board of Directors for the unexpired portion of the term.

SECTION 4. PRESIDENT. The president shall be a voting delegate of the ASSOCIATION. The president shall preside at all regular and special meetings of the voting delegates and all regular and special meetings of the Board of Directors. The president shall serve, or may designate the chairperson of the legislative committee and shall preside over all regular and special meetings of the committee. In addition, the president shall appoint the chairperson of all committees. The president shall sign all official reports and documents of the ASSOCIATION except when otherwise provided by these bylaws.

SECTION 5. PRESIDENT-ELECT. The president-elect shall be a voting delegate of the ASSOCIATION and shall succeed the president in office the following year. In the absence or inability of the president, the president-elect shall assume all powers and perform all duties of the president. The president-elect shall serve as the chairperson of the annual summer conference.

SECTION 6. SECRETARY/TREASURER. The elected secretary/treasurer shall be a voting delegate of the ASSOCIATION. On behalf of the elected secretary/treasurer, an employed assistant secretary/treasurer shall (1) cause notice to be given to each member of all regular and special meetings of the ASSOCIATION's voting delegates and all regular and special meetings of the Board of Directors; (2) cause all minutes of the regular and special meetings of the voting delegates and the Board of Directors to be kept and preserved; (3) cause all notices required by law to be published or posted; (4) attest to any written contract to which the ASSOCIATION is a party when such contract shall have been authorized by the voting delegates or the Board of Directors; (5) cause the preparation of a treasurer's report for each annual meeting of the voting delegates and on other occasions as directed by the Board of Directors; (6) cause the preparation of the annual budget to be considered for adoption at the annual meeting of the voting delegates; (7) by official action of the Board of Directors, cause the payment of all bills and claims against the ASSOCIATION; (8) cause to be mailed all statements; (9) cause the collection of all dues; (10) shall be the custodian of the ASSOCIATION'S money and the ASSOCIATION'S records; and (11) shall perform other duties as assigned by the Board of Directors. In the absence or inability of the assistant secretary/treasurer, the elected secretary/treasurer or any officer of the ASSOCIATION designated by the president shall perform the duties of the assistant secretary/treasurer.

SECTION 7. CBA EXECUTIVE DIRECTOR. The CBA may employ an executive director or other personnel as may be necessary to enable the ASSOCIATION to perform functions essential to its mission.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1. MEMBERSHIP. The members of the Board of Directors shall be Executive Directors of a member BOCES and shall be the president, president-elect, secretary/treasurer, immediate past president and one Director at Large.

SECTION 2. POWERS AND DUTIES. The Board of Directors shall (1) annually review and establish dues and assessments and recommend dues and assessments to the voting delegates; (2) determine the day, location, and hour of the annual and quarterly meetings of the voting delegates; (3) review, prepare, and propose an annual budget for the ASSOCIATION and present the budget for final adoption at the annual meeting of the voting delegates; (4) cause the payment of all bills and claims against the ASSOCIATION; (5) appoint to a vacancy in any office for the unexpired term; (6) approve all contracts to which the ASSOCIATION is a party; and (7) perform additional duties as necessary for the advancement of the ASSOCIATION. The Board of Directors may (1) call special meetings of the voting delegates; (2) appoint an assistant secretary/treasurer; and (3) enter into any contract or execute and deliver any instrument consistent with Colorado and federal law, in the name of and on behalf of the ASSOCIATION.

SECTION 3. MEETINGS. The Board of Directors shall meet in regular session not less than four times each year. One of the meetings shall be held during the annual summer conference. The day, location, and hour of the regular meetings shall be determined by the Board of Directors.

Special meetings of the Board of Directors may be held with the day, location, and hour of each special meeting determined by the Board of Directors or the president of the ASSOCIATION. All regular and special meetings of the Board of Directors shall be open to the ASSOCIATION's executive directors who may participate in their deliberations.

SECTION 4. NOTICES. Notice stating the day, location and hour of regular meetings of the Board of Directors shall be delivered by telephone, mail, or electronically to each member of the board not less than seven days or more than thirty days before the date of the meetings.

The executive directors of the ASSOCIATION shall be informed of such meetings by or at the direction of the president. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. All special meeting notices shall state the day, location, and hour of the meeting and shall be delivered to all members of the board at least seventy-two hours prior to the time of the meeting. Executive sessions may be called by the president to deal with matters authorized by statute. Roberts Rules of Order shall be applied in conducting all meetings.

ARTICLE VI – COMMITTEES

SECTION 1. COMMITTEES. The president of the ASSOCIATION may appoint more committees, each of which shall consist of voting delegates or associate members of the ASSOCIATION.

No such committee shall have the authority of the voting delegates or the Board of Directors unless such action has been taken by the voting delegates or the Board of Directors.

SECTION 2. VACANCIES. Vacancies in the membership of any committee shall be filled by the appointment made in the same manner as provided in the case of the original appointment.

SECTION 3. QUORUM. A majority of the whole community shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

SECTION 4. CHARGE. Upon appointment of a committee, the president shall cause the drafting of an official charge to the committee. The charge shall set forth duties and responsibilities of the committee.

SECTION 5. RULES. Each committee may adopt rules for its government, consistent with these bylaws and the charge to the committee.

ARTICLE VII – CONTRACTS, CHECKS, DEPOSITS, AND DUES

SECTION 1. CONTRACTS. The Board of Directors may authorize an officer or officer’s agent, or agents of the ASSOCIATION in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instruments, consistent with Colorado and federal law, in the name of, and on behalf of, the ASSOCIATION. Such authority may be general or confined to specific instances.

SECTION 2. FISCAL POLICIES AND PROCEDURES. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the ASSOCIATION shall be signed by such officer or officers, employees, agent or agents of the ASSOCIATION and in such manner as shall be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the assistant secretary/treasurer. All checks in excess of \$3,000.00 shall be approved by the president or other designated officer, and no employee is authorized to sign his/her own check. The Executive director shall approve all expenses of all employees except his/her own expenses. The Executive Director’s expenses and any expenses of relatives of the Executive Director shall be approved by the president or other designated officer.

An Internal Audit committee shall be appointed annually by the president and shall conduct an annual audit of all of the Association’s financial transactions and report the results to the Association during the Winter Quarterly business meeting.

If and when revenues reach \$500,000 or greater, either in the Colorado BOCES Association or the Colorado BOCES Association Foundation, an independent audit will be conducted every three years.

Any accounts in a specific bank or other financial institutions shall not exceed the \$250,000 FDIC limit.

The Executive Director and the Assistant Secretary/Treasurer shall certify to the Association at the end of each fiscal year that a reserve of 15% (fifteen percent) of the annual operating budget is maintained.

SECTION 3. DUES. The dues shall be established annually by the Board of Directors as part of the board’s duties under Article V, Section 2 (1) of these bylaws.

ARTICLE VIII – FISCAL YEAR

SECTION 1. FISCAL YEAR. The ASSOCIATION shall operate under a fiscal year Beginning August 1 and ending July 31 of the following calendar year.

ARTICLE IX – AMENDMENTS

SECTION 1. AMENDMENTS. These bylaws or sections thereof may be amended by a two-thirds majority of the voting delegates at any regular or special meeting of the voting delegates or by mail ballot. Amendments shall be mailed or electronically transmitted to each member thirty days prior to action being taken.

ARTICLE X – DISSOLUTION

SECTION 1. DISSOLUTION. In the event of dissolution of the Colorado BOCES ASSOCIATION, Inc., all assets and liabilities of the corporation shall be shared equally among the dues-paying member BOCES at the time of the dissolution.

Adopted October 15, 1989

Repealed and reenacted July 26, 1991

Repealed and reenacted July 23, 1994

Repealed and reenacted June 17, 1997

Revised and adopted June 12, 2002

Revised and Adopted September 30, 2008

Revised and Adopted April 8, 2015