



Policy:	BYLAWS MCKEE FOUNDATION
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**BYLAWS
MCKEE MEDICAL CENTER FOUNDATION**

Mission

We raise funds that support the health and wellness of the McKee medical center communities, improving the quality of lives.

Offices

The principal office of the McKee Medical Center Foundation (“the Foundation”) shall be located in Loveland, Colorado. The Foundation shall designate a registered office at the principal office, or as otherwise allowed by Colorado law. The Foundation may have offices at such other places within and without Colorado as the membership may from time to time determine.

Nonprofit Operation

The Foundation is not organized for profit. The Foundation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Foundation will be distributed to its Members, Board or Officers. No Member of the Foundation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Foundation. The Foundation shall be authorized and empowered to pay reasonable compensation for Board member and officer’s services.

ARTICLE I MEMBERSHIP

General Powers

The business and affairs of the Foundation shall be managed by the Board of Directors (“the Board”). The Board shall have the powers and the duties necessary for the administration of the Foundation and for the operations and maintenance of the Foundation property. The Board may adopt such rules and regulations for the conducts of the meeting and the management of the Foundation as they may deem proper, and consistent with these By Laws, the Articles of Inception or the laws of the State of Colorado.

Section 1. Types of Membership

Active and Honorary Members

- A. The Foundation shall have two (2) types of membership: Active and Honorary. Honorary which includes Emeritus status both of which are non-voting members. References in these bylaws to Board members or Board shall mean the Active Board members or Active Board.
- B. Board members shall be appointed at the annual meeting. Prospective board members shall meet with three (3) active members prior to applying to the board. The prospective members will be provided the member agreement, committee designations and responsibilities prior to application. The prospective member shall be appointed to an initial term of three (3) years.
- C. Honorary, non-voting, members may be elected at the annual meeting of the Board.

Section 2. Representative Members

- A. The individuals in the following positions or on the following committees shall be members of the Board during their tenure in those positions:
 - a. McKee Medical Center Local Advisory Board and Volunteer Service League
 - b. A representative from the Trustee
 - c. The Chief Executive Officer of Banner Northern Colorado and the McKee Foundation Executive Director shall be a non-voting ex officio member of the Foundation Board.
 - d. Executive Director of the McKee Medical Center Foundation (as a non-voting, ex-officio member of the Board)

Section 3. Membership Terms

- A. The term of office for Board members shall be three (3) years, commencing with the fiscal year; provided, however, that the initial term of a new board member, or the term of a member appointed to fill a vacancy, shall be staggered for a term of up to three (3) years in the discretion of the board to assure that approximately one- third of the memberships expire each year. Terms shall be no longer than 9 years, with the exception of a post leadership year to ensure continuity.
- B. The term of office for Honorary Board members shall be at the discretion of the Board. There shall be no restriction on the number of years such members may serve.
- C. Emeritus status is achieved automatically at the end of the 3rd term, unless the member chooses to become Emeritus prior to the end of their max term.

Section 4. Eligibility, Rights and Responsibilities

- A. Membership on the Foundation's Board is, and at all times shall be, considered to be a privilege and not a right.
- B. Any adult person, regardless of race, creed, sexual orientation, national origin or religion, shall be eligible to become a Board member or Honorary Board member of this Foundation, provided only that he or she has a sincere interest and a desire to assist in carrying out and fulfilling the purposes for which the Foundation has been created.
- C. Board member activities are reflected in the Responsibilities of Foundation Board Members.
- D. Members shall attend 70% of all committee and board meetings, in addition to sanctioned Foundation events.

Section 5. Number of Members

- A. The Board shall consist of no more than twenty-five (25) members.
- B. There shall be no limit to the number of Honorary and Emeritus Board members.

Section 6. Removal

Removal of Active or Honorary Board members is at the sole discretion of the Board in serving the best interests of the Foundation. A vote of at least two-thirds (2/3) of the Board members, voting in person or by proxy, by secret written ballot is required. Notice of said election shall be given to all active Board members at least ten (10) days prior to the meeting or any special meeting called for removal purposes.

ARTICLE II MEETINGS

Section 1. Regular Meetings

Regular meetings of the Board will be scheduled at a minimum quarterly and up to six times a year. Members shall be notified of such meetings two (2) weeks in advance.

Section 2. Special Meetings

Special meetings of the Board may be called at any time by the President of the Board, or may be called by written request of a majority of the members of the Board. Notice of the meeting may be sent via emailing or other electronic methods of communication at least four (4) days before the meeting, unless such notice is waived by a majority of the Board.

Section 3. Action without a Meeting

Electronic voting by the full board may occur on approval by the Executive Committee for items that need action before a board meeting may convene.

Section 4. Annual Meetings

The business year of the Foundation shall be the calendar year. The annual meeting of the Board shall be held in the first month of the last quarter of the fiscal year. The Honorary and Emeritus Board members shall be invited to attend the Annual meetings. The agenda will include but is not limited to:

1. The officers of the board for a two (2) year term.
2. Committee Chair positions.
3. Committee member appointments
4. Annual budget confirmation

Section 5. Quorum and Voting

1. At all meetings of the Board and of each standing committee established under Article IV of these by-laws, fifty percent (50%) of the Board members, or fifty percent (50%) of the members of each respective committee, shall constitute a quorum for the transaction of business. If a quorum shall not be present or represented, the members present in person or by proxy may adjourn the meeting.
2. All matters shall be decided by a vote of the majority of the members present at the meeting and entitled to vote on the subject matter; abstaining members must indicate so prior to the vote. Voting shall be oral, but may be written ballot if such written vote is demanded by any member present and entitled to vote. A member may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the presiding member of the Board, or committee, before or at the time of the meeting. Each proxy shall be valid for voting on matters at only a single meeting as stated in the execution of such proxy and shall be valid until final adjournment of such meeting.
3. Motions may only be brought forth by voting board members. Meetings shall be managed by Robert's Rules of Order, unless otherwise designated by the Board.

ARTICLE III OFFICERS

Section 1. Officers

- A. The officers of the Board shall begin their term at the first of the calendar year, the officers shall consist of a President, Vice President, Secretary/Treasurer and such other officers as the Board may elect. No person shall hold more than one (1) office at the same time.

- B. All duties and responsibilities for positions held are prescribed in the job descriptions as approved by the Board to be accepted by the elected members of the Board.

Section 2. Election

Every two (2) years, at the annual meeting, the Foundation Board shall elect a President, Vice President, and Secretary/Treasurer, or until respective successors shall qualify and be elected. Their term will begin at the start of the fiscal year.

Section 3. President

- A. The President shall preside at all Executive Committee and Board meetings, and shall have such other powers and duties as may be prescribed from time to time by the Board.
- B. The President may delegate authority for daily operations of the Foundation to the Executive Director in writing every new term.

Section 4. Vice President

- A. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and in so acting shall have all the powers of the President. The current Vice President is the President Elect and shall become President for the succeeding term. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.
- B. The Vice President will chair the Governance Committee and facilitate nominations, Board training, review of policies and procedures in collaboration with the Foundation staff and the Governance Committee.

Section 5. Secretary/Treasurer

- A. The Secretary/Treasurer will chair the Finance and Investment Committee.
- B. The Secretary/Treasurer shall insure that all records of Foundation funds, holdings, and property are maintained. The Secretary/Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.
- C. The Secretary/Treasurer may designate in writing responsibilities upon approval of the Board to the Foundation Staff to facilitate operations.

Section 6. Executive Director

- A. The Executive Director of the Foundation will serve as an ex officio, non-voting officer of the Board.
- B. The Executive Director is responsible for facilitating the activities of the Foundation and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

ARTICLE IV STANDING COMMITTEES

Section 1. Chairpersons

The President of the Board shall nominate chairpersons of the various standing committees, which will be voted on at the annual meeting. Such appointments shall be for a term of one (1) year, but may be renewed. The chairperson of each committee shall submit a written or oral report to the Board at each Board meeting.

Section 2. Standing Committee Membership

- A. The number of committee members and the functions of each committee shall be prescribed in the Board approved committee duties and description agreements.
- B. The standing committees of the Foundation shall be as follows, but are not limited to:
 - 1. Executive Committee
 - 2. Finance and Investment Committee
 - 3. Governance Committee
 - 4. Fund Development Committee
 - 5. Audit Committee
- C. Other Committees

The Board may designate one or more other advisory councils, which may include non-board members. Such other councils shall have no voting authority and may exercise no such power of the Board. The councils may be but are not limited to:

- 1. Donor Advisory Counsel
- 2. Gala Planning Committee

ARTICLE V BOARD GOVERNANCE POLICIES

Section 1. Indemnification

The Foundation shall, to the extent legally permissible, indemnify every Board member and officer, it is the member's personal representatives and administrators against all loss, costs and expenses, including attorneys fees reasonably incurred in connection with any action, suit or proceeding at which a member may be made a party by reason of being or having been a Board member or officer of the Foundation; however, no indemnification shall be provided for any such person with respect to matters which shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. The foregoing rights shall not be exclusive of the other rights to which such Board member or officer may be entitled. All liability, loss, damage, costs and expenses incurred or suffered by the Foundation by reason of or arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the Board as a common expense

Section 2. Board policies

Board Polices shall support the mission, vision, goals and objectives of the McKee Medical Center Foundation. Minimum polices shall include:

1. Conflict of interest policy
2. Confidentiality statements
3. Financial and investment policies
4. Whistleblower policies
5. Code of ethics policy
6. Document retention policy per state archives regulations

ARTICLE VI AMENDING BYLAWS

- A. These Bylaws may be amended at any regular meeting or any duly called special meeting of the Foundation Board by majority vote of the Board members present, as long as a quorum is present.
 1. Recommended bylaws amendments will be provided to the Board in writing by the Governance Committee after approval of the Executive Committee not less than one month minimum prior to the initial Board review meeting. The Board will conduct an initial review meeting and a subsequent approval meeting.

- B. These Bylaws are made pursuant to Article XII of McKee Medical Center Foundation Trust Fund Agreement and Declaration of Trust (Amended March 2002).

ARTICLE VII DISSOLUTION

Section 1. Proposal

For a proposal to dissolve the Foundation to be authorized: (a) the Board shall adopt the proposal to dissolve; (b) the Board shall recommend the proposal to dissolve to the members entitled to vote thereon unless the Board determines that, because of conflict of interest or other special circumstances, it should make no recommendation and communicates the its determination to the members; and (c) the members entitled to vote on the proposal to dissolve shall approve the proposal to dissolve as provided in Section 4 of this article.

Section 2. Conditional Approval

The Board may condition the effectiveness of the dissolution, and the members may condition their approval of the dissolution on any basis.

Section 3. Notice

The Foundation shall give notice in accordance with the provisions of these Bylaws to each member entitled to vote on the proposal of the members' meeting at which the proposal to dissolve will be voted on. The notice shall state that the purpose, or one of the purposes, of the meeting is to consider the proposal to dissolve the Foundation, and the notice shall contain or be accompanied by a copy of the proposal or a summary thereof.

Section 4. Required Vote

The proposal to dissolve shall be approved by a majority of the members entitled to vote on such proposal to be effective.

Section 5. Plan of Dissolution

The plan of dissolution shall indicate to whom the assets owned or held by the Foundation will be distributed after all creditors have been paid.

Section 6. Articles of Dissolution

At any time after dissolution is authorized, the Foundation may dissolve by delivering to the secretary of state, for filing, articles of dissolution stating: (a) the domestic entity name of the Foundation; (b) the principal office address of the Foundation's principal office; and (c) that the Foundation is dissolved.

Section 7. Effect of Dissolution

Upon dissolution, the Foundation may continue its corporate existence but may not carry on any activity except as is appropriate to wind up and liquidate its affairs including: (a) collecting its assets; (b) returning, transferring, or conveying assets held by the Foundation upon a condition requiring return, transfer, or conveyance which condition occurs by reason of the dissolution, in accordance with such condition; (c) transferring, subject to any contractual or legal requirements, its assets as provide herein or as set forth in the articles of incorporation; (d) discharging or making provision for discharging its liabilities; and (e) doing every other act necessary to wind up and liquidate its assets and affairs.

Section 8. Distribution for Exempt Purposes

Upon dissolution of the Foundation, the assets shall be distributed for one or more exempt purposes under section 501(c)(3) of the Internal Revenue Code.