

**BYLAWS
OF
RURAL SOLUTIONS**

**ARTICLE I
OFFICE AND REGISTERED AGENT**

The name of the corporation shall be Rural Solutions. The principal office of Rural Solutions (the "Corporation") shall be in the State of Colorado and shall be located in Sterling, Colorado.

The Corporation shall have and continuously maintain in the State of Colorado a registered office and registered agent whose office is identical with such registered office, as required by the Colorado Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II
BOARD OF DIRECTORS**

Section 1. Powers. The general policies controlling the operation of Rural Solutions shall be established by the Board of Directors, which hereafter may be referred to as the "Board". Members of the Board of Directors hereafter may be referred to as "Directors". The Board of Directors shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation, and these Bylaws.

Section 2. Composition. The general participants in the activities of Rural Solutions shall be those persons residing in Northeast/Eastern Colorado who are interested in the purpose and objectives of Rural Solutions. The counties involved are Cheyenne, Elbert, Kit Carson, Lincoln, Logan, Morgan, Phillips, Sedgwick, Washington, and Yuma. Commissioners from Eastern District County Commissioners (as established by CCI) may appoint a commissioner to represent them.

The number of Directors shall be from thirteen (13) to twenty (20) as determined by the Board.

The organizations to be represented on the Board of Directors for the Corporation are listed below. It is expected that the directors of the participating organizations will serve as Directors on the Corporation's Board. If this is not possible, a designee may be appointed by the responsible board for the participating organization.

The Corporation may add to or remove from The Board of Directors a non-profit charitable organization and/or public agency that have expressed an interest in the mission of the Corporation by a majority vote of the Board of Directors.

BOARD OF DIRECTORS

ORGANIZATION	COUNTY REPRESENTED
Cheyenne County Department of Human Services	Cheyenne
Centennial Mental Health	Cheyenne, Elbert, Kit Carson, Lincoln, Logan, Morgan, Phillips, Sedgwick, Washington, and Yuma
Area Agency on Aging	Logan, Morgan, Phillips, Sedgwick, Washington, and Yuma
Sedgwick County Department of Human Services	Sedgwick
Morgan County Family Center	Morgan
Northeast Colorado Health Department	Sedgwick, Phillips, Yuma, Washington, Logan, and Morgan
Eastern Colorado Services for the Developmentally Disabled	Cheyenne, Elbert, Kit Carson, Lincoln, Logan, Morgan, Phillips, Sedgwick, Washington, and Yuma
Rural Communities Resource Center	Yuma and Washington
Baby Bear Hugs	Cheyenne, Elbert, Kit Carson, Lincoln, Logan, Morgan, Phillips, Sedgwick, Washington, and Yuma
Morgan County Department of Human Services	Morgan
Yuma County Department of Human Services	Yuma
Elbert County Department of Human Services	Elbert
Logan County Department of Social Services	Logan
Washington County Department of Human Services	Washington
Kit Carson County Health and Human Services	Kit Carson
Lincoln County Department of Social Services	Lincoln
Phillips County Department of Social Services	Phillips
Member of Eastern District County Commissioners	Cheyenne, Elbert, Kit Carson, Lincoln, Logan, Morgan, Phillips, Sedgwick, Washington, and Yuma
Colorado Workforce Center	Cheyenne, Elbert, Kit Carson, Lincoln, Logan, Morgan, Phillips, Sedgwick, Washington, and Yuma

Ex-officio members may be appointed at any time to the Board of Directors by a simple majority vote of the full Board in order to facilitate the objectives or needs of Rural Solutions. Ex-officio members have no voting authority on the Board of Directors.

Section 3. Term. A Director's term shall be three (3) years with no limit on the number of terms served.

Section 4. Voting and Quorum. Each Director shall have a right to one (1) vote. It shall be considered a quorum when a majority of the Directors are present at any meeting of the Board and/or a representative of at least six (6) of the ten (10) counties are present, but if less than a majority of the Directors are present at said meeting from time-to-time without further notice. Any Director representing a participating organization shall be able to designate in writing a proxy for a regular meeting which shall include voting privileges.

Section 5. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 6. Resignation. Any director may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Board.

Section 7. Removal. Any Director may be removed from such office, with or without cause, by a majority vote of the elected Directors at any regular meeting or at a special meeting of the Board called expressly for that purpose.

Section 8. Vacancies. A vacancy on the Board shall occur when a Director moves from the region, a Director resigns, a Director dies or a Director has been removed. When a vacancy occurs on the Board, nominations for replacement by the participating organization will be received and voted on by the majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Regular Meetings. Regular meetings of the Board shall be held at least six times per year. Notice of regular meetings will be provided to the Board. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 10. Special Meetings. Special meetings of the Board may be called at the direction of the President or by any three (3) Directors of the Board with at least 24 hours notice and to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 11. Annual Meeting. There shall be an annual meeting to be held at such time, date and place during the month of June as the Board designates.

Section 12. Notice. Notice of any special meeting of the Board of Directors shall be given at least one (1) week, but not more than thirty (30) days, previously thereto by written notice delivered personally, sent electronically, or sent by mail to each Director at his address as shown

by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 13. Compensation. Directors shall not receive any compensation for their services as such. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor or from being reimbursed for actual expenses incurred in connection with their duties.

ARTICLE III OFFICERS

Section 1. Officers. The officers of the Board of Directors shall be a President, Past President, Vice-President, Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. Election of Officers. Officers shall be elected from the Board of Directors and by a majority of the Board. The President and Secretary of the Board will be elected for two-year terms to begin on even fiscal years, and the Vice-president and Treasurer will be elected to begin terms on odd fiscal years. Officers shall be elected at the annual meeting in June of each year or at any scheduled meeting announced at least two (2) weeks in advance to the Board. These officers constitute the Executive Committee.

Section 3. Term of Office. An officer's term shall be two (2) years with no limit on the number of terms served.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any Officer may be removed from such office, with or without cause, by a majority vote of the elected Directors at any regular meeting or at a special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. Duties of Officers.

President – The President of the Board shall preside at all meetings of the Board and shall be an ex-officio member of all committees. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, except in cases where

the signing and executing thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice-President – The Vice-President shall act as an aide to the President and in the absence of the President shall have all powers and perform all the duties of the President. In the event of the absence of both, a temporary President shall be selected by the majority of the Directors in attendance to perform the duties of the President. The Vice-President shall perform such other duties as from time-to-time may be assigned to him/her by the President or by the Board of Directors.

Secretary – The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Treasurer – If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall be responsible for overseeing all funds and securities of the Corporation; including receipts for moneys due and payable to the Corporation from any source whatsoever, and for depositing all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Past- President – The Past President of the Board shall act as an advisor to Officers of the Board as needed to preserve continuity of the organization.

ARTICLE IV COMMITTEES

Section 1. Committees and Task Forces. The Board of Directors may by resolution adopted by a majority of the Directors create and appoint members to such other committees and task forces as they shall deem necessary to conduct the business of the Corporation. Each Committee shall consist of one or more Directors. Standing Committees shall be the following: Executive, Bylaws and Policy, Personnel, Finance, Fundraising, Symposium/Special Events/Legislative Breakfast, and Board Development/Nominating. Such committees and task forces shall have the power and duties designated by the Board of Directors and shall give advice and make non-binding recommendations to the Board. No such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation,

amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2. Executive Committee. The Executive Committee is empowered by the Board to act on behalf of the Board as necessary to conduct the business of the Corporation, except in cases of personnel issues and making financial decisions.

Section 3. Term of Office. Each member of a committee' term, other than the Executive Committee, shall be for one (1) year with no limit on the number of terms served.

Section 4. Vacancies. Vacancies in the membership of committees may be filled by the President of the Board.

Section 5. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE V MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of Rural Solutions shall be July 1 through June 30.

Section 2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the State of Colorado Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by persons authorized by the Board of Directors and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the said Directors. All books and records of the Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII CONFLICT OF INTEREST

Rural Solutions shall adopt a Conflict of Interest Policy which shall be adopted by the Board of Directors. The Conflict of Interest Policy shall be attached to these Bylaws.

All Directors or any designated proxy members shall annually sign a statement that affirms that such person

- a. has received a copy of the conflicts-of-interest policy
- b. has read and understands the policy
- c. has agreed to comply with the policy
- d. understands that the organization is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax- exempt purposes.

ARTICLE IX INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation may indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with

any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the organization for damages arising out of his or her own gross negligence in the performance of a duty to the organization.

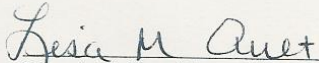
Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The organization may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the organization would have the power to indemnify the person against that liability under law.


ARTICLE X CHANGES TO BYLAWS

These Bylaws may be changed from time to time by a simple majority vote of the full Board in order to facilitate the objectives or needs of Rural Solutions. Board of Directors shall be given thirty (30) days notice of proposed changes before voting upon changes in Bylaws. Bylaw changes may be voted upon during a regular, special, or annual meeting. Proxy or absentee votes are not valid in making changes to these Bylaws.

Bylaws Approved by Board of Directors this 3 Day of September 2008 and are effective September 3, 2008



Lisa Ault, President



Steve Romero, Secretary

Original Bylaws Adopted: 1/5/2000

Revisions: 6/2002
7/2004 (Adopted)
June 27, 2007
August 6, 2008
September 3, 2008