

# **Crisis Intervention Teams Association of Colorado, Inc.**

**4000 Justice Way  
Castle Rock, CO 80109**

**Fourth amended and restated**

## **BY-LAWS**

**ratified by the Board of Directors on July 18, 2012**

### **ARTICLE I**

#### **NAME**

This corporation shall be known as the Crisis Intervention Teams Association of Colorado, Inc., a Colorado non-profit corporation, and may be referred to as CITAC.

### **ARTICLE II**

#### **PRINCIPLE BUSINESS OFFICE**

The principle office of the corporation is located at 4000 Justice Way, Castle Rock, Colorado 80109.

#### **SECTION I. - CHANGE OF ADDRESS**

The designation of the state of the corporation's principle office may be changed by amendment of these by-laws. The board of directors may change the principle office from one location to another within the State of Colorado by noting the changed address and effective date on the corporation's public website, "www.citac.us," and such change of address shall not be deemed, nor shall it require, an amendment of these by-laws.

#### **SECTION II. - OTHER OFFICES**

The corporation may also have offices at such other places, within its state of incorporation, where it is qualified to do business, as its business and activities may require and as the board of directors may, from time to time, designate.

### **ARTICLE III**

#### **NON-PROFIT PURPOSES**

This corporation is organized and operated as a non-profit corporation under the laws of the State of Colorado for the benefit of law enforcement officers certified as Crisis Intervention Team (CIT) officers and others with a professional interest in Crisis Intervention Teams; promotion of the professionalism, training and education of individuals involved in and related to Crisis Intervention Teams; and other similar non-profit purposes. Any income

received shall be applied only to the non-profit purposes and objectives of the corporation. It shall operate strictly within the requirements of the laws of Colorado governing non-profit corporations. Should this corporation ever dissolve, its assets shall be turned over to a similarly organized non-profit entity exempt under section 501 (C)(3) of the Internal Revenue code, to be designated by the board of directors.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

The Board of Directors of CITAC shall consist of no more than fifteen (15) persons, which shall include the corporate officers. The corporate officers shall consist of a president, vice-president, treasurer, and secretary. Each corporate officer shall be a Colorado P.O.S.T.-certified peace officer. At a minimum, the board of directors shall consist of the corporate officers plus one director at large, as defined below.

Board members other than the corporate officers shall serve as directors at large. It is the intention of the corporation that the board of directors represent a broad range of collaborative partners within the criminal justice/mental health interface, including but not limited to sworn and non-sworn law enforcement personnel, mental health service providers, medical service providers, advocates for people with mental illness and/or developmental disabilities, advocates for the homeless or economically disadvantaged, emergency first responders, members of government agencies directly involved in CIT, and others with a legitimate interest in the mission of the corporation. Irrespective of the above, the composition of the board of directors shall always be such that at least a simple majority of directors are Colorado P.O.S.T. certified public peace officers.

The term of office for all directors shall be two years, except that the first elected president and treasurer shall serve an initial term of three years. Thereafter, the term of office of the president and treasurer will be two years. No corporate officer shall hold the same position for more than two terms, unless no other nominations are received for a term-limited position, the incumbent is willing to continue serving in the same position, and the incumbent board of directors ratifies the term limit extension by majority vote. No director shall serve on the board for more than ten (10) consecutive years.

Elections for board vacancies will occur in August of each year. Elected directors shall take office on September 1 of the year in which they are elected. All directors shall be elected by the general membership of the corporation as stipulated in Article VI.

The board of directors shall have control and management of the corporation's activities, finances, disbursements, policies, discipline of members, removal of directors for cause, and general supervision of the affairs of the corporation. No purchase or expense exceeding five hundred dollars (\$500.00) may be incurred in the name of the corporation without the approval of the board. Any person who makes an expenditure or obligates the corporation without board authorization will be required to reimburse or indemnify CITAC, unless the

expenditure or obligation is subsequently ratified by the board.

The board of directors shall meet at least once each year. The annual meeting of the board of directors shall take place on the third Wednesday of September, at a time and place published to the general membership of the corporation at least 30 days in advance of the meeting. Such notice may be made by e-mail, unless a member specifically requests notification by other means. A request for notification by other means must be made to the board secretary. If extenuating circumstances prevent the annual meeting from being held at that date and time, the board shall set a new date and time within the same calendar year, which shall be published to the general membership.

The board may convene such other meetings as it deems necessary. Notice to the general membership of any meeting other than the annual meeting may be accomplished by posting the date, time, and location on the public website, [www.citac.us](http://www.citac.us) no less than three days prior to the meeting.

A quorum (simple majority) of currently filled board positions shall be required to conduct corporate business at any regularly scheduled board meeting or special meeting. Any business conducted by the board requires a majority vote of those present for approval. In the event that a vote fails to receive a majority due to an even number of votes, the presidents' vote shall decide the outcome of the vote.

A director may be removed from office for cause if a resolution to that effect is duly presented at any board meeting and at least two-thirds of directors present at that meeting vote in favor of the resolution.

## ARTICLE V

### OFFICERS

The officers of this corporation shall be president, vice-president, secretary, and treasurer.

The president shall serve as the chief executive officer of the corporation, preside at all meetings, be ex-officio member of all committees, exercise general supervision over affairs of the corporation, and perform such other duties as are ordinarily incumbent upon a president.

The vice-president shall preside at meetings in the absence of the president, serve as chairman of all fund raising activities, and become interim president in the event that the office of president is vacated for any reason until the general membership elects a new president.

The secretary shall keep and maintain all records and minutes of the corporation and send out notices of meeting and generally perform such duties as are incumbent upon a secretary.

The treasurer shall have custody of funds of the corporation which he or she shall promptly deposit in the depository approved by the board of directors, disburse funds to meet authorized obligations of the corporation, make and

submit regular financial statements in the form, manner and frequency required by the board of directors, prepare all required financial and tax documents, and perform such other duties as are incumbent upon a treasurer.

## **ARTICLE VI**

### **ELECTION PROCEDURES**

On or about June 1 of each year, the secretary will solicit and accept nominations from the general membership for upcoming board vacancies. Such solicitation and nomination may be by any verifiable means, including mail, e-mail, or TDD printout. Nominations will not be accepted by telephone.

Nominations for corporate officers must specify the position for which the nomination is made. Self-nomination is allowed. The secretary will notify nominees of their nomination and give them the opportunity to accept or decline the nomination. Nominations will be accepted until noon on June 30.

Nominees for any board vacancy must be either (1) an individual member in good standing; or (2) the designee of an organizational member in good standing. An organizational member may designate only one person affiliated with the organization to run for a board vacancy. Such candidates must be voted into office in the same manner as individual members who would be running for the same board vacancy. Other persons affiliated with the same member organization may run for office on the board of directors provided that they are also individual members of the association.

Upon accepting a nomination, the nominee shall prepare a biographical brief and campaign statement not exceeding 300 words, setting forth their qualifications and reasons for wanting to serve on the board. The statement, along with an appropriate photograph (optional), will be posted on the CITAC website. The statement and photograph must be provided to the board secretary by no later than July 10. The secretary will post statements and photographs on the CITAC website as soon as practicable.

If, during any election cycle, there are only enough qualified candidates to fill each corporate officer vacancy, and there are no candidates for director at large who have not previously been either elected as a director at large by a vote of the general membership, or been elected as a corporate officer, then each candidate will be deemed to be elected by assent, and no further election proceedings shall be necessary during that election cycle.

On or about July 15, the secretary will assemble a ballot and distribute it to all general members in good standing. Ballots must be properly completed and returned to the secretary by no later than 5:00 p.m. on August 10. Ballots received after 5:00 p.m. on August 10 will not be counted.

Each individual and organizational member shall be entitled to cast one vote for each corporate officer vacancy and one vote for a director at large.

Individual members who are employed by or affiliated with an organizational member may cast their individual votes separately from the organization's.

The contact person designated on an organizational member's membership application shall be responsible for casting the organization's votes.

The candidate for a corporate officer vacancy receiving the most votes of all ballots cast shall be elected to fill that vacancy. Any candidate for a director at large vacancy must receive at least 20 percent of the votes cast in order to be elected onto the board.

Election results will be posted on the CITAC website by no later than August 20.

## **ARTICLE VII**

### **GENERAL PROHIBITIONS**

Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under sections 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by any corporation contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986.

## **ARTICLE VIII**

### **FISCAL YEAR**

The fiscal year of the corporation shall be from January 1 to December 31 of that year.

## **ARTICLE IX**

### **MEMBERSHIP**

Membership in CITAC is open to individuals and organizations representing a broad range of collaborative partners within the criminal justice/mental health interface, including but not limited to sworn and non-sworn law enforcement personnel, mental health service providers, medical service providers, advocates for people with mental illness and/or developmental disabilities, advocates for the homeless or economically disadvantaged, emergency first responders, members of government agencies directly involved in CIT, and others with a legitimate interest in the mission of the corporation. Applications from prospective members not fitting one of the above categories will be reviewed by the secretary, who will make a determination based on the totality of the circumstances whether to accept the application. Denial of applications may be appealed to the board of directors at its next regular meeting. The decision of the board of directors shall be final.

### **ORGANIZATIONAL MEMBERSHIP**

Each organizational member will be allotted six seats at CITAC-sponsored training events and conferences. Organizational members may also designate one individual affiliated with the organization to run for office on the Board of Directors. Such candidates must be voted into office in the same manner as individual members who would be running for the same board vacancy.

#### **MEMBERSHIP DUES**

Membership fees, the amount of which shall be determined by the board of directors, shall be due from all prospective members at the time application. If an application is denied, the dues will be promptly refunded. Dues cover membership only for the calendar year in which they are paid. Annual renewals are due to the treasurer by February 1. Any member not paying his or her dues by the due date shall not be considered to be in good standing. Good standing may be restored by paying dues for that year, but the restoration of good standing cannot be retroactive.

#### **CHARTER MEMBERSHIP**

Any member joining the association during its inaugural year of 2008 shall be designated a charter member. Charter membership confers no special rights, privileges or benefits upon the member, other than that they shall enjoy the title of charter member for as long as their membership remains in good standing. Any charter member whose membership lapses by one year or more will be allowed to rejoin the association at any time, but they will no longer be considered a charter member.

## **ARTICLE X**

#### **AMENDMENTS TO BY-LAWS**

The board of directors may amend these by-laws from time to time, as necessary. Before any motion to amend the by-laws is accepted, specific notice must be given to all general members, in the same manner as required for the notice of the annual meeting of the board, at least thirty days in advance of the meeting at which any vote regarding an amendment to the by-laws will be held. The notice must contain a statement that a change to the by-laws is being proposed, and a brief summary of the proposed change.

No amendment to these by-laws shall pass unless ratified by at least two-thirds of the directors present at the meeting.

#### **RULES OF ORDER**

Meetings of the board of directors and any committees or subcommittees of CITAC will be conducted using Robert's Rules of Order.