

Bylaws of the Volunteer Corps

of the Vail Valley Medical Center

These Bylaws are adopted by the Board of Directors of the Volunteer Corps of the Vail Valley Medical Center on the 9th day of November, 2006. These Bylaws supersede in all respects the bylaws adopted by the Board of Directors on October 14th, 2004; November 13th, 2003; and in September of 1998.

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ARTICLE I: Name of the Organization

The name of the organization will be the Volunteer Corps of the Vail Valley Medical Center (hereinafter, the “Corporation.”)

ARTICLE II: Location of the Organization

The principal office at which general business of the Corporation will be transacted and where records of the Corporation will be kept shall be in Vail Valley Medical Center, Colorado or at such location as may be determined by the Board of Directors of the Corporation. The Corporation may have such other offices as the Board of Directors may determine appropriate.

ARTICLE III: Purposes and Powers

3.1 Purposes

The Corporation is organized as a supporting organization under Section 509(a)(3) of the Internal Revenue Code and shall at all times be operated exclusively for the benefit of, and to perform the functions of Vail Clinic, Inc. doing business as the Vail Valley Medical Center or “VVMC,” located in Vail, Colorado. The goals of the Corporation are to promote and advance the welfare of VVMC and its patients and raise, receive, maintain and administer funds for VVMC.

3.2 Powers

The Corporation shall have and may exercise all of the powers, rights, privileges and immunities now or subsequently conferred upon nonprofit corporations organized pursuant to the Colorado Revised Nonprofit Corporation Act, as it may be amended from time to time (the “CRNCA”), to the extent not inconsistent with the Corporation’s Articles of Incorporation.

ARTICLE IV: Membership

4.1 Membership

Membership in the Corporation shall be open to any person who has an interest in supporting VVMC and its operations, and who complies with the requirements for Members as set forth in these Bylaws.

4.2 Membership Classifications

a. Active Members

Active Members are those Members who provide at least 50 hours annually, for full time residents of VVMC's service area, and 25 hours annually, for part time residents who reside in VVMC's service area for six months or less during each year, of volunteer service to the Corporation's service programs and/or fundraising projects. Active Members must comply with standards set by the Joint Commission by completing annual education modules and recording hours of service.

b. Contributing Members

Contributing Members are those Active Members who give annual financial support of \$50 or more to the Corporation and who are interested in the Corporation's purpose and mission.

c. Honorary Members

Honorary Members are those Members who are recognized for meritorious service to the Corporation by a unanimous vote of the members present at any regular Board meeting. An Honorary Member shall be exempt from the payment of dues and shall enjoy all of the privileges of membership in the Corporation except the right to vote and the right to hold office.

4.3 Membership Rights

Active Members shall have the right to vote for the Directors and officers of the Corporation, to participate in meetings of the Members of the Corporation and to hold office in the Corporation. Honorary Members shall have the right to participate in meetings of the Members of the Corporation.

4.4 Membership Meetings; Notice; Quorum

There shall be three (3) general meetings a year for all Members; one in the fall, one in the winter, and the annual meeting and officer installation held in June. Service meetings shall be held periodically, with the number of meetings determined by the chairperson of each service. The President or a majority of the Board may call a special general meeting or change the date of a meeting for a reasonable cause. Notice shall be given to all Active Members at least forty-eight hours prior to the meeting. Fifteen percent (15%) of the membership shall constitute a quorum at any general meeting of the Corporation.

4.5 Membership Requirements

The requirements of Active and Contributing Members shall be determined by the Board of Directors from time to time. All requirements are subject to change in order to comply with VVMC and/or Joint Commission regulations. Members who fail to comply shall become Members "not in good

standing,” shall be placed on inactive status until the applicable Active and/or Contributing Member requirements have been met and, during such period of inactive status, shall have none of the rights of a Member of the Corporation.

ARTICLE V: Board of Directors

5.1 Board of Directors; Number; Qualifications

The Corporation shall be governed by a Board of Directors (the “Board”). The Board shall consist of not less than five (5) nor more than nine (9) individuals, who shall be Members of the Corporation. The members of the Board shall be the President, the First Vice President, the Second Vice President/Membership, the Treasurer, the Assistant Treasurer, the Recording Secretary, the Corresponding Secretary, who shall be elected by the Members of the Corporation, and at least one Board member appointed by the President and CEO of VVMC (each, a “VVMC Director”). The number of Directors may be increased or decreased from time to time by resolution of the Board. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Directors shall be natural persons who are eighteen (18) years of age or older.

5.2 Tenure; Election of Directors

The term of office for each Director other than the VVMC Directors shall begin at the annual Officer installation meeting of the Board of Directors in June. Elected Directors shall hold office for a period of one (1) year following their election and until his or her successor has been elected and qualified. The VVMC Director(s) shall serve at the pleasure of the President and CEO of VVMC. Any Director may resign at any time by giving written notice to the Board. Such resignation shall take place at the time specified therein, and the acceptance of such resignation shall not be necessary to make it effective. Any Director other than a VVMC Director may be removed, with or without cause, at any time by the vote of the Directors then in office at a special meeting called for that purpose. At each annual meeting, or at a special meeting called for such purpose, the Board of Directors of the Corporation shall elect, by the affirmative vote of the majority of the Directors then in office, the number of the individuals necessary to fill any vacancies that have not been previously filled, or any newly-created directorships. If there are more individuals nominated than positions to be filled, then the individuals receiving the greatest number of votes shall be elected.

5.3 Powers

The Board of Directors shall have general power to control and manage the affairs and property of the Corporation, and shall have full power to adopt rules and regulations governing the action of the Board of Directors and the Corporation, consistent with the purposes and limitations set forth in the Articles of Incorporation. Specifically, these powers include, but are not limited to, the following:

- a. Hiring, directing and supervising any individual contracted on behalf of the Corporation for the express purposes of fundraising and/or conduct of fundraising activities specifically related to the Corporations purposes;
- b. Managing and directing the disbursement of all monies received by the Corporation in furtherance of the Corporation's purposes; and
- c. Develop, design and assist in the implementation of educational programs and services related to the Corporation.

5.4 Annual Meeting

The annual meeting of the Board of Directors shall be held at such time and place as determined by the Board of Directors.

5.5 Regular and Special Meetings

The Board of Directors shall hold regular meetings on a monthly basis, or as otherwise determined by the Board. Special meetings of the Board of Directors shall be held at the call of the President or a majority of the Board. Special meetings shall be held at such a time and place as determined by the authority calling the meeting.

5.6 Notice of Special Meetings

Special meetings shall be held only upon forty eight (48) hours written notice transmitted via mail, facsimile or e-mail. The notice of a special meeting shall state the place, date and hour of the meeting, and the business to be conducted at the special meeting. If the notice is mailed, it shall be by first class mail and shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid, directed to the Director at his or her address as it appears on the books of the Corporation. Notices transmitted via facsimile shall be deemed received upon transmission, provided that the sender retains proof, through a printed transmission report, that the facsimile was sent. Notices sent via e-mail shall be sent to all members of the Board of Directors in the form of a group e-mail and shall only be deemed received upon the receipt of an e-mail response.

- 5.7 Waiver of Notice
When any notice is required to be given to a Director, a waiver thereof in writing signed by the person entitled to the notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. In addition, attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except when 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.
- 5.8 Attendance at Meetings
If any Director other than a VVMC Director shall be unable to attend at least three (3) consecutive meetings of the Board in any fiscal year, such Director shall be considered to have resigned except when any absence is excused by the majority vote of the Board upon a showing of reasonable cause by the Director. The Director must make a request for the Board vote within thirty (30) days after the Board meeting which he or she did not attend.
- 5.9 Meetings by Teleconference or Similar Communications Equipment
Members of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at a meeting.
- 5.10 Action by Directors Without Meeting
Any action required by the CRNCA to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board of Directors either:
a. votes for such action; or
b. votes against such action or abstains from voting, and waives the right to demand that action not be taken without a meeting.

Action taken under this section is only effective if the affirmative vote for such action equals or exceeds the number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. Such action taken in writing and without a meeting must be evidenced by writings describing the action and signed by all Directors. A Director's right to demand that action not be taken without a meeting shall be deemed to have been waived if the Corporation receives a

signed writing voting for or against such action described in the writing. Action taken pursuant to this section has the same effect as action taken at a meeting of the Board of Directors and shall be effective when the last writing necessary to effect the action is received by the Corporation, unless the writing specifies a different effective date. Any Director who has signed a writing pursuant to this section may revoke such writing by a writing signed and dated by the Director describing the action and stating that the Director's prior vote with respect thereto is revoked, if such writing is received by the Corporation prior to the last writing necessary to effect the action.

5.11 Quorum; Voting

At all meetings of the Board of Directors, a majority of the number of Directors then in office, which shall include at least one VVMC Director, shall constitute a quorum for the transaction of business or any specified item of business. The vote of a majority of the Board of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as may otherwise be specifically provided by statute, by the Articles of Incorporation or by these Bylaws. A meeting of the Board where there is less than a quorum present may be adjourned from time to time without further notice to the members of the Board until such time as a quorum is present.

5.12 Compensation

Directors shall not receive any salary or other compensation for their services.

5.13 Committees

By resolution adopted by a majority of the Board of Directors, the Board may establish one or more committees and appoint the members thereof. Each committee shall be chaired by a member of the Corporation, who shall be so designated at the time of appointment. Such committees shall have and may exercise such authority as shall be provided in the resolution. All committees established by the Board of Directors shall meet as needed, shall keep regular minutes of their respective meetings and shall report their actions to the Board at the meeting of the Board next following such actions.

5.14 Meeting Procedures

Roberts Rules of Order Revised (latest edition) shall govern procedure at all meetings of the board and its committees on matters not expressly governed by these Bylaws.

ARTICLE VI: Officers

- 6.1 Officers
The elected officers of the Corporation shall be the President, First Vice President, Second Vice President/Membership, Treasurer, Assistant Treasurer, Recording Secretary and Corresponding Secretary. The Board may also elect such additional vice presidents, additional officers and committee chairs as it shall determine from time to time advisable. The officers of the Corporation shall be elected annually by the Members at the business meeting of the annual meeting.
- 6.2 Qualifications; Tenure; Resignation; Removal
An officer shall be eighteen (18) years of age or older. Each officer of the Corporation shall hold office for a one (1) year term, or until his or her successor is elected or appointed or until his or her earlier displacement from office by resignation, removal or otherwise. An officer may be reelected for an additional term of one (1) year in that same office, but after two (2) successive years in the same office, reelection to that office is barred for a period of one (1) year. Any part of a term in excess of six (6) months shall be considered a full one (1) year term. Any officer may resign by written notice to the President (the President shall provide written notice to the Board) and may be removed for cause or without cause by the Board of Directors. If the office of the President is vacated, the First Vice President shall assume the position of President, and if the office of Treasurer is vacated, the Assistant Treasurer shall assume the position of Treasurer, each for the remainder of the term of the departing officer. All other vacant offices shall be filled by the Board of Directors.
- 6.3 Compensation
The compensation of all Officers of the Corporation, if any, shall be fixed by the Board of Directors.
- 6.4 Powers and Duties
All officers, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or, to the extent not so provided, as may be prescribed by the Board of Directors from time to time.
- a. President
The President shall be the chief executive officer of the Corporation and preside at all meetings of the Board of Directors. The President, in consultation with the Board, appoints the Directors of Services and standing committees. The President is an ex-officio member of all committees of the

Corporation except the Nominating Committee. The President represents the Corporation in seeking approval of VVMC's President and CEO on the Corporation's Policies and Procedures. He or she shall have general and active management of the business of the Corporation. He or she shall see to it that all resolutions and orders of the Board of Directors are carried into effect, and, in connection therewith, he or she shall be authorized to delegate to the other officers of the Corporation such of his or her powers and duties as President at such times and in such manner as he or she may deem to be advisable.

b. First Vice President

The First Vice President shall be the first in line to succeed to the presidency only if the President is removed or resigns. The First Vice President shall assist the President in the management of the business of the Corporation and the implementation of resolutions and orders of the Board of Directors at such times and in such manner as the President requests. The First Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President, and he or she or they shall have such other powers and duties as the Board of Directors or the President may from time to time prescribe. The First Vice President is an ex-officio member of all committees of the Corporation except the Nominating Committee.

c. Second Vice President

The Second Vice President/Membership shall be responsible for assisting the Volunteer Coordinator or other VVMC liaison with maintaining annual Corporation membership requirements and Corporation Member compliance records. The Second Vice President/Membership shall award service pins and other awards, as appropriate.

d. Treasurer

The Treasurer shall have the care and custody of the corporate funds and other valuable effects, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of

the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer may disburse funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President and the Board of Directors, upon request, an account of all of his or her transactions as treasurer and of the financial condition of the Corporation, and shall, at the request of the Board, submit the Corporation's books for audit at the close of the fiscal year or as the Board may otherwise require. The Treasurer shall perform such other duties as generally are incident to the office of Treasurer and as may be prescribed by the Board of Directors or by the President.

e. Assistant Treasurer

The Assistant Treasurer shall be an active aide to the Treasurer and shall perform the duties of the Treasurer should the office of the Treasurer become vacant.

f. Recording Secretary

The Recording Secretary shall attend all meetings of the Board of Directors and the Members and shall record the minutes of all proceedings taken at such meetings, and maintain all documents evidencing corporate actions taken by written consent of the Board of Directors, in a book to be kept for that purpose and kept on file in the Corporation's office. Should the Recording Secretary be unable to attend a meeting, he or she shall be responsible for finding a temporary substitute to record the minutes of all proceedings, and shall resume the duties of Recording Secretary upon return. He or she shall see to it that all notices of special meetings of the Board of Directors are duly given in accordance with these Bylaws or as required by statute; he or she shall be the custodian of the seal of the Corporation and, when authorized by the Board of Directors, he or she shall cause the Corporate seal to be affixed to any document requiring it, and when so affixed, attested by his or her signature of a substitute Recording Secretary; and he or she shall perform such other duties as generally are incident to the office of Secretary and as from time to time may be

prescribed by the Board of Directors or by the President.

g. Corresponding Secretary

The Corresponding Secretary shall be responsible for the Corporation's correspondence and outreach to the Members and family of the Corporation as directed by the Board. He or she shall report monthly at the meeting of the Board of Directors.

ARTICLE VII: Standing and Special Committees; and Services
[NOTE: UNDER THE CRNCA, ANY COMMITTEE THAT EXERCISES ANY POWER OF THE BOARD MUST BE COMPRISED SOLELY OF DIRECTORS]

7.1 Standing Committees

The Corporation shall have the following standing committees: Finance Committee and Special Committees, and Chairpersons of standing committees shall be appointed by the incoming President in consultation with the Board. Such chairpersons, except as otherwise provided for in these Bylaws, shall appoint Active Members to serve on their committees. In the organization and supervision of committees and services, Chairpersons shall observe provisions set forth in the Policies and Procedures of the Corporation.

7.2 Nominating Committee

A Nominating Committee of five (5) Members shall be presented and approved at the March meeting of the Board of Directors. Members of this committee shall be as follows: the immediate past-President, who shall be the Chairperson, one (1) person from the previous Nominating Committee, one (1) member of the Board of Directors (excluding the President and Vice President) and two (2) persons from the membership-at-large. This committee shall:

- a. Nominate one (1) candidate for each of the following elected offices: President, First Vice President, Second Vice President, Treasurer, Assistant Treasurer, Recording Secretary and Corresponding Secretary;
- b. Secure consent of each nominee;

- c. Notify the Members in writing of the slate of officers at least fifteen (15) days prior to the annual meeting;
- d. Nominate one candidate for each vacancy for the next year's Nominating Committee, providing the President with the names prior to the March meeting of the Board of Directors; and
- e. Ensure that no person serves more than two (2) consecutive years on the Nominating Committee.

Additional nominations may be made. Such nominations must be in writing and must include the signatures of five (5) Members together with the candidate's written consent to the nomination. These additional nominations must be received by the Nominating Committee Chairman at least one week prior to the annual meeting and shall be announced with the Nominating Committee's report at the annual meeting. No Member shall be nominated who is not an Active Member. If two or more Members are nominated for an office, the election shall be by ballot. The failure of the Nominating Committee to prepare a complete slate of nominees shall not invalidate the election of officers.

7.3

Finance Committee

The Corporation's Finance Committee shall be comprised of the President, Treasurer and two (2) Members appointed by the President. Additional Members may be appointed by the President as needed. The President shall serve as the chairperson of the Finance Committee.

7.4

Special Committees

The President, with the consent of the Board of Directors, may create special committees as needed. The nature and responsibilities of volunteer services shall be determined by the Board of Directors. Such services shall be described in the Corporation's Policies and Procedures.

ARTICLE VIII: Loans; Loans to Directors and Officers

No loans shall be contracted for or on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation. No loans shall be made by the Corporation to its Directors and Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE IX: Indemnification

The Corporation shall, to the fullest extent permitted by Colorado law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that he is or was a Director or Officer of the Corporation. The right of indemnification shall inure to the benefit of the heirs and personal representatives of the Director or Officer.

ARTICLE X: Dissolution

The Corporation may dissolve and wind up its affairs in the manner provided by the CRNCA, but upon such dissolution, the assets of the Corporation shall be applied and distributed as follows:

- a. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor.
- b. Assets held by the Corporation on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.
- c. Any remaining assets held by the Corporation shall be disposed of exclusively to and for the benefit of VVMC, and any assets not so disposed of by the District Court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations as said court shall determine.

No distribution shall be made that contravenes the Corporation's Articles of Incorporation or would jeopardize or cause a loss of the Corporation's Section 501(c)(3) tax exempt status.

ARTICLE XI: General Provisions

11.1

Capital and Operational Expenses

All expenditures for capital must be approved by the Board of Directors of the Corporation. The Treasurer of the Corporation shall have the authority to authorize operational

expenses in the amount of five thousand dollars (\$5,000) or less. Any operational expenses over five thousand dollars (\$5,000) must be approved by the Board of Directors.

11.2 Checks, Drafts, Notes

All checks or other orders for the payment of money and all notes or other instruments evidencing indebtedness of the Corporation shall be signed on its behalf by such the Treasurer of the Corporation, or such other person or persons as the Board of Directors may from time to time by resolution designate.

11.3 Fiscal Year

The fiscal year of the Corporation shall coincide with the fiscal year of VVMC, which is November 1 through October 31, unless otherwise established by resolution of the Board of Directors.

11.4 Seal

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Colorado." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

11.5 Loans or Grants

The Board of Directors, or persons so designated by the Board, may solicit contributions, loans or grants for purposes of furthering the objectives of the Corporation.

11.6 Conflicts of Interest

If any person who is a Director or Officer of the Corporation is aware that the Corporation is about to enter into any business transaction directly or indirectly with himself or herself, any member of his or her family, or any entity in which he has any legal, equitable or fiduciary interest or position, including, without limitation, as a Director, Officer, shareholder, partner beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Corporation of his or her interest of position; and (b) aid the persons charged with making the decision by disclosing any material facts within his or her knowledge that bear on the advisability of such transaction from the standpoint of the Corporation.

11.7 Amendment

These Bylaws may be amended, altered or repealed by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors at any meeting in which a quorum is present, provided that notice of the proposed amendment, alteration or repeal shall have been delivered to each Board member with the notice of the meeting at which the

proposed amendment, alteration or repeal will be presented for action.