

**Mountain Valley Developmental Services
Resolution March 13, 2019
Regarding Policy Manual and Executive Director Spending Authority**

WHEREAS the Board of Directors (Board) of Mountain Valley Developmental Services, a Colorado Non Profit Corporation, (Mountain Valley) has enacted certain revised Bylaws on March 14, 2018; and,

WHEREAS the Bylaws did not provide for the approval of the exiting policy manual of Mountain Valley containing policies which have been approved from time to time by the Board to insure that Mountain Valley is in compliance with state and federal laws and regulations, including but not limited to Colorado Code of Regulations (CCR) 2505-10, related to the provision of services for Mountain Valley's clients and to secure state and federal funding; and,

WHEREAS, the Board has reviewed and approved various polices from time to time including polices being approved at the Board meeting on today's date; and,

WHEREAS, the Board has in the past approved the authority for the Executive Director to enter into contracts and/or incur certain obligations but this authority was not contained in the revised Bylaws enacted on March 14, 2018;

NOW THEREFORE, the Board adopts and approves the following amendments to the Bylaws adopted by the Board on March 14, 2018 (new language in *italics* and **bold**) and the revised Bylaws with such amendments are attached in their entirety to this Resolution:

**ARTICLE V
BOARD OF DIRECTORS**

5.01 General Powers. The business and affairs of Mountain Valley shall be managed by its Board of Directors (Board). The Board shall have the powers, duties and obligations of a Board of a Colorado non-profit business corporation and shall manage the affairs of Mountain Valley as provided by the Colorado Non-Profit Act, C.R.S. § 7-121-101, et seq. The Board of Directors may enact from time to time by resolution such Rules and Regulations which the Board deems necessary and proper for the management and government of the Mountain Valley and to facilitate the orderly conduct of the affairs of the Mountain Valley affairs consistent with Mountain Valley's Articles of Incorporation and these Bylaws. *In addition the Board may from time to time enact a policy manual and amendments to the policy manual to comply with state and federal law and regulations, including but not limited to Colorado Code of Regulations (CCR) 2505-10, for providing services to clients and for purposes of obtaining funding from state and federal funding sources.*

ARTICLE VIII
CONTRACTS; LOANS; CHECKS AND DEPOSITS;
SPECIAL CORPORATE ACTS

8.01 Contracts. The Board may authorize any officer or officers, agent or agents to enter into any contract or execute or deliver any instrument in the name of and on behalf of Mountain Valley, and such authorization may be general or confined to specific instances. ***In addition, the Executive Director shall have such authority to enter into contracts as provided in 10.01 below.*** No contract or other transaction between Mountain Valley and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors or any other corporation, firm association, or entity in which one or more of its Directors or officers are financially interested, shall be either void or voidable because of such relationship of interest or because such Director or Directors are present at the meeting of the Board or a committee thereof which authorized, approves or ratifies such contract or transaction, if (1) the fact of such relationship or interest is disclosed or known to the Board or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (2) the fact of such relationship or interest is disclosed or known to the Directors entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to Mountain Valley. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof which authorized, approves or ratifies such contract or transactions, but such interested Directors shall abstain from any vote to authorize, approve, or ratify such contract or transaction.

ARTICLE X
STAFF

10.01 Executive Director. The Board may hire, or cause to be hired, an Executive Director for Mountain Valley. The Board shall adopt a job description for the Executive Director which shall form the basis for the hiring of the Executive Director. The Executive Director shall serve at the pleasure of the Board and may be terminated at any time with or without cause in the sole and absolute discretion of the Board. The Executive Director shall perform such duties as assigned to him or her by the Board. ***The Executive Director shall have the authority, without prior board approval, to enter into contracts for goods or services which contracts do not exceed \$10,000 and shall have the further authority, with the written approval of at least three Board Officers (this can be by written email confirmation from the Board Officers), to enter into contracts for goods or services which contracts do not exceed \$20,000.***

ADOPTED BY A VOTE OF THE BOARD OF DIRECTORS THIS 13TH DAY OF MARCH, 2019.

Mountain Valley Developmental Services, Inc.


Secretary