

Evergreen Newcomers and Neighbors

ByLaws

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Article I NAME AND KEY DATES

The name of this organization shall be Evergreen Newcomers Club d.b.a. Evergreen Newcomers and Neighbors (“ENN” or “Club”). The Club fiscal year shall run from July 1 through June 30th. The Club membership year shall run from August 1 to July 31. An audit of the Club financial records shall be completed by September 1 of each year.

Article II MISSION

The mission of the Club is to provide opportunities for its members to meet other people through social events and activities.

Article III MEMBERSHIP

Section 1. The Club shall be open to all adult residents of Evergreen, the surrounding mountain and Front Range areas, and the metro Denver area, regardless of their length of residency.

Section 2. A dues-paying member shall be entitled to all privileges of the Club. Membership is required to participate in any Activity. However, two visits to an Activity Group meeting from a prospective member is permitted.

Section 3. At its May meeting, the Board of Directors (“Board”) shall establish the membership dues for the following membership year.

Section 4. Dues shall cover the membership year August 1 through July 31. New members (not renewing members) joining in May, June or July shall be given the next year’s membership free.

Section 5. The payment of dues and completion of the Indemnification Agreement for each adult shall entitle all adult members of a household to participate in Club Activities. Certain Activities may also require separate funding or fees.

Section 6. If membership is not renewed by October 31st of each year, the membership will be terminated and removed from all the ENN social events and activities.

Article IV BOARD AND OFFICERS

Section 1. All members of the Board are Officers of the Club. The Board shall consist of the Executive Committee and the following Committee Chairpersons: Program and Social, Activities, Publicity, Hospitality, Membership, Nominating, Community Outreach, Newsletter Editor, and the Webmaster. Each Committee shall have only one voting position on the Board.

Section 2. The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. The duties of the Executive Committee are defined in Article V, Sections 3 and 4.

Section 3. The Duties and Responsibilities of the Officers are outlined in the Club Operating Procedures.

Section 4. Officers shall serve for a term of one year, beginning July 1, unless a person assumes office after July 1, in which case that person shall serve for the remainder of that term. The partial term is not included in the three year term limit.

Section 5. Nominations for Board positions shall be filled in accordance with the Operating Procedures for the Nominating Chairperson which shall be incorporated herein by reference.

Section 6. The nominated Board slate shall be elected by a quorum of the Board at the April meeting and announced in the May Club Newsletter.

Section 7. Introduction of officers shall take place at the conclusion of the June Board meeting along with the passing of continuity file notebooks for each Board position to the newly elected Board members.

Section 8. If a vacancy occurs in any office, the Nominating Committee shall select a replacement to immediately assume the duties of that office, subject to such replacement being approved at the next Board meeting.

Section 9. A person shall serve on the Board no longer than three consecutive years in any one Board position. However, the Newsletter Editor and Webmaster shall not be bound by the three-year limitation.

Section 10. The Vice President shall assume the position of President when that position becomes vacant.

Section 11. (a) If a Board member fails to fully comply with the Operating Procedures as defined for their position, the President will discuss such failures with the offending Board member. The President will provide the Secretary with documentation of that

discussion(s). If the President is the offending Board member, the Vice President will take the action(s) defined for the President in this Section. If the Secretary is the offending party, the documentation will be sent to the remainder of the Executive Committee. If such Board member refuses to fully comply, the President will advise the Board member in question that the failures will be discussed at the next Board meeting. At that Board meeting, the Board may elect to provide a maximum of 30 days to the offending Board member to correct such failures in order to become fully compliant or be removed from the Board if such corrections are not made. Such failure(s) and actions shall be recorded by the Secretary or the remaining Executive Committee members if the Secretary is the offending Board member.

(b) If any Club member fails to act in the best interests of the Club, they will be notified as such in writing by the President or the Vice President if the President is the offending party, a copy of which will be provided to the Secretary. If the Secretary is the offending party, the documentation will be sent to the remainder of the Executive Committee. Best interest violations could include, but not be limited to, deliberate violations of Club policy, criminal, ethical and/or moral offenses. The Board will review the offenses and vote on a resolution which may include all options available including but not limited to immediate removal of the offending party from the Club. In the event of expulsion, no dues will be refunded to the offending party.

Section 12. The signature of either the Treasurer or the President shall be required on a check. The signature card at the Board-approved financial institution shall include both signatures. In order to avoid any appearance or actual conflict of interest if the President and Treasurer are related in any way, the Vice President shall replace the president as the second signatory.

Article V BOARD MEETINGS

Section 1. The Board shall meet the first Monday of each month except when the Board determines that no meeting is necessary. The meeting date may be moved by the President to another date that same month if the first Monday conflicts with a holiday.

Section 2. A quorum, consisting of 50% of the voting Board members plus one, shall be required to conduct Board business.

Section 3. During any regular or special Board meeting at which a quorum is present, motions shall be carried by a majority vote of the voting Board members present. In the event a vote is needed between Board meetings, the President may take a vote by

email following the same “Roberts Rules of Order” as regular Board meetings. In the event of an emergency, as determined by the President of the Club, decisions shall be made by a simple majority of the Executive Committee. In the event of a tie vote on a decision needed by the Executive Committee, the issue shall be taken to the full Board for a final vote.

Section 4. Any financial commitment by the Club shall first be approved by the Board at a duly convened Board meeting, by the email procedure defined in Section 3 above, or in the case of an emergency, by the Executive Committee. In the event of a tie vote on a decision needed by the Executive Committee, the issue shall be taken to the full Board for a final vote.

Section 5. Board meetings are open to all members of the Club.

Article VI COMMITTEES

Section 1. The standing committees shall be:

- a. Those listed in Article IV, Section 1.
- b. Budget
- c. Bylaws, Board Policies and Operating Procedures Review
- d. Nominating

Section 2. In addition to the standing committees listed in Section 1, the President may appoint additional permanent committees with Board approval, as deemed necessary.

Section 3. There may be a maximum of two chairpersons per committee. If there is more than one chairperson for a committee, they shall be identified as co-chairpersons with equal authority, but together they shall cast but one vote at Board meetings.

Article VII BYLAWS REVISION

Section 1. These Bylaws may be amended at any Board meeting or by email vote of the Board, provided the proposed changes have been submitted in writing or by email to all Board members at least one week prior to the Board voting. Amendments shall be passed by a quorum vote of the Board members.

Section 2. The Board Policies and Operating Procedures shall be incorporated herein by reference. In January of each year, a Bylaws, Board Policies, and Operating Procedures Review Committee consisting of three members shall be appointed by the President. This Committee shall review the existing documents and propose additions

or revisions. The proposed additions and revisions shall be presented to the Board in accordance with Section 1 of this Article.

Article VIII DISSOLUTION

In the event of the dissolution of the Club, all remaining assets of the Club, including any remaining cash, shall be donated to local charities as determined by the Board. However, sufficient cash to cover the expenses of completing any open financial affairs of the club shall be retained for that purpose.

Article IX PARLIAMENTARY PROCEDURE

The rules contained in the most current edition of "Robert's Rules of Order" shall govern Board meetings, except where Robert's Rules are inconsistent with these Bylaws and any special rules of order that this Board from time to time may adopt.