

Bylaws for Bears of the Old Pueblo, Inc.

Originally Adopted: March 1997 Last Revised: December 2017



1.0 Changes to By-Laws

These By-Laws may be changed, amended or repealed at any time by the action of the membership at a regular business meeting of the organization. Proposed changes shall be presented in writing at a regular business meeting. A motion must be passed to place the proposed changes on the agenda of the next regular business meeting. The proposed changes will be published by mail or email at least ten days prior to the next regular business meeting. A majority vote of those present is sufficient to approve changes, amendments or repeal; members may vote by written or email proxy submitted to the President or Secretary.

2.0 Membership

2.1 Members

Anyone may become a member of the organization by completing a membership application and paying annual dues. Membership applications will ask only for identifying information such as name, address, telephone number, email address and age, either 18-21 or over 21. The applicant is required to sign the application to certify age. Members must be at least 18 years of age. Members under the age of 21 will sign the membership form clause stating they will refrain from the consumption of alcohol. The organization reserves the right to request identification from a member with proof of age, such as a government-issued ID or other proof.

2.2 Removal of Members

Members past or present may be removed from membership by a 3/4 vote of those present and/or voting at a regular business meeting; members who are not able to be present may vote by proxy submitted in writing or by email to the President or Secretary. Any member may request that this vote be by secret ballot. A motion must be passed (by simple majority of those present) at a regular

monthly business meeting to place removal of membership on the agenda of the next regular monthly business meeting. The Secretary will notify all current members by email or mail prior to the meeting when the motion will be considered. This notification must be sent out at least seven days in advance of the meeting to ensure adequate notice of the vote is given.

2.3 Reinstatement of a Member

If a former member was removed by vote of the membership and wishes to become a member again, the following procedure will be used: After one year from the removal vote or the most recent reinstatement vote, an individual who was removed from membership and wishes to rejoin may apply to the President and meet with the Executive Board. The matter will be referred to the next regular monthly business meeting.

Members may be reinstated to membership by a 3/4 vote of those present and/or voting at a regular business meeting; members who are not able to be present may vote by proxy submitted in writing or by email to the President or Secretary. Any member may request that this vote be by secret ballot. The Secretary will notify all members by email or mail prior to the meeting when the motion will be considered. This notification must be sent out at least seven days in advance of the meeting to ensure adequate notice of the vote is given. When membership lapses as a result of not paying dues, a former member does not need to apply for reinstatement, and will be reinstated upon payment of dues.

3.0 Meetings

3.1 Scheduling and Conduct of Meetings

The organization shall hold regular business meetings at least six times a year on a day and time as proposed by the Executive Board and voted on by the membership, with one meeting required in the month of February as the Annual Meeting of the Corporation. Other meetings will be determined at the monthly meeting. The Executive Board may also call special business meetings as needed. All meetings shall be open to anyone who may wish to attend with the exception of optional officer meetings, which are open to members only. When there is a need for proper parliamentary procedure, the officers shall use Roberts Rules of Order as a guide in conducting meetings. Only regular members may

vote in any meeting; associate members shall have no voting rights but may attend any meeting. Unless otherwise specified, approval of any action requires a simple majority of those present.

3.2 Annual Meeting

For purposes of complying with laws related to corporations, the annual meeting of the corporation shall be designated as the regular business meeting in the month of February at which corporate officers are elected and any matters related to the corporation and its status are considered.

3.3 Quorum

In order to conduct business, for business matters not otherwise specified, a quorum shall consist of 3 officers and five members. Special meetings require at least 48 hours of notice to the membership via e- mail and social media accounts.

3.4 Special Meetings

Special meetings operate according to existing quorum and voting procedures.

3.5 Voting by Email

If necessary between general meetings, the officers may conduct a vote on any matter for the organization except amendments to the Bylaws, including expenditures(s) of up to \$1000, by email or by Internet survey. In order to conduct such a vote, all members of the Executive Board must be in agreement. Email requesting the vote (or notification of a survey) must be sent to all members including a deadline for reply of at least seven (7) days later. If at least twelve (12) members who are not officers reply, and a simple majority of those replying approve, the email motion shall be approved. The Secretary shall include the motion and results in the minutes of the next general meeting.

4.0 Executive Board

4.1 Directors and Officers

The Directors of the corporation shall be the President, Vice President, Secretary

and Treasurer as below. Their terms of office as Directors shall be the same as their terms of office as Officers. Officers include all Directors as well as two Member-at-Large positions. General Director and Officer responsibilities are outlined below. Additional day-to-day Director and Officer duties and responsibilities may also be outlined in the club's Standard Operating Procedures documents.

4.2 President

The President will conduct all meetings and delegate such authority to another officer if unable to be present. The President will represent the corporation as necessary. The President may appoint any necessary standing and ad hoc committees and the chairpersons of such committees.

4.3 Vice President

The Vice President is elected to assist the President. The Vice President shall normally act as the acting President in the absence of the President. The Vice President shall be the chairperson of all special committees unless a chairperson is appointed by the President or the corporation.

4.4 Secretary

The Secretary shall record and distribute the minutes of all meetings, or designate another officer or member to do so in his absence. The Secretary shall be responsible for the keeping of all written records of the corporation and for all correspondence of the corporation. The Secretary together with the Treasurer will process and record dues and any registration fees for special events. The Secretary shall maintain a current directory of all members. The Secretary shall annually provide the membership with an opt-in, hard-copy directory of the current membership.

4.5 Treasurer

The Treasurer shall be responsible for the deposit, recording, accounting, disbursement and safekeeping of all funds for the corporation.

The Treasurer is authorized to disburse funds as follows:

- All expenses up to the amount of \$500 for a single expense or reimbursement previously approved or approved by a majority of the officers. ^[L]_[SEP]
- All Fiesta related expenses as approved by the Fiesta Planning Committee and/or approved by its chair/co-chair within a budget approved by vote of the membership at a general meeting. ^[L]_[SEP]
- All other expenses greater than \$500 shall require the pre-approval vote of the membership at a general meeting before said funds are spent. ^[L]_[SEP]
- Reoccurring or situational operational expenses up to \$200, receipts of which must be provided and are subject to membership review ^[L]_[SEP]
- Any expense up to the amount of \$1000 on the authority of a vote by email or survey conducted as in Section 3.5 of these Bylaws.
- The Treasurer together with the Secretary will process and record dues and any registration fees for special events.
- The Treasurer will present a current financial report at each regular business meeting and other reports as required by the officers or membership.

4.6 Member-At-Large

Two Members-At-Large shall be elected to assist the board in event coordination and social media outreach:

The Event Coordination MAL will be responsible for monthly event planning, club calendar maintenance, and presentation of a proposed monthly calendar of events at each monthly meeting.

The Social Media MAL will be responsible for promoting the club's events to the BOTOP community, through social networks such as Facebook and Twitter, and through any other outlets deemed desirable by the board.

Weekly e-mails to general membership promoting club events will be sent by one

of the Members-At-Large at the discretion of the Executive Board.

4.7 Election of Officers and Assumption of Office

Nominations for office will be accepted beginning in December of each year and may be submitted in person at a meeting, by written mail or by email. All nominations will require a second to be accepted. Elections will be conducted by secret ballot at the regular February business meeting, and a majority of those present will be sufficient to elect. In the case of an unopposed position, a vote of acclamation is allowed. Votes may be placed in person, by written mail, or by email. New officers will assume office on March 1.

No person shall be elected to the office of President for more than two consecutive terms. No person shall be elected to the office of Treasurer for more than two consecutive terms. Persons elected to either of the above offices may be re-elected to these offices but may not serve for more than two consecutive terms at any given time.

Former members who were expelled by a membership vote shall not be eligible to hold office unless a 3/4 majority vote of voting members deems them eligible to do so.

4.8 Handling of Vacant Officers

If any office shall become vacant for any reason, including resignation or removal, the President may appoint a member to assume the office for the balance of the term of office. The appointee will be confirmed at the next regular business meeting. If the office of President becomes vacant, the Vice President shall immediately assume the office of President for the balance of the term of office and may appoint a member to assume the office of Vice President for the balance of the term of office.

If in the case of vacancy in the offices of both the President and Vice President, the immediate succession to Acting President shall be Secretary then Treasurer, in that order. Nomination and election of a new President and a new Vice President shall be held at the next regular business meeting. In the interim the Acting President shall assume all duties of President in addition to the duties of their existing office.

4.9 Resignation of Directors and Officers

If a Director or Officer submits their resignation, the remaining members of the organization's Executive Board will decide whether to accept or reject the resignation. A Director or Officer whose resignation is rejected by the Executive Board may be subject to a removal vote as outlined below.

4.10 Removal of Officers

Directors and Officers may be removed from office by a 3/4 vote of the entire membership at a regular business meeting; members may vote by proxy submitted in writing or by email to the President or Secretary. The Secretary will notify all members by email or mail prior to the meeting. A motion must be passed at a regular monthly business meeting to place removal of a Director or Officer on the agenda of the next regular monthly business meeting. Directors and Officers (past or present) removed in this fashion are ineligible to hold office again unless a 3/4 majority of voting members deems them eligible to do so.

5.0 Financial Matters

5.1 Fiscal Year

The fiscal years of the corporation and organization shall be January 1 through December 31.

5.2 Special Record-Keeping Requirements

All membership registration and special events which require a registration fee will be recorded first by the Secretary or Event Registrar and then the Treasurer.

5.3 Dues & Levels of Membership

There shall be annual dues in two membership levels:

- Full Members pay full price dues by July 31, have voting privileges and may hold office in the organization.<sup>[L]
[SEP]</sup>
- Associate Members pay a lesser amount, do not have voting privileges, may not hold office and do not receive a club premium gift.

The amount of dues will be determined periodically by the membership. Dues will be for a 12-month period July 1 to June 30 payable by July 31 each year, will be considered delinquent two months after the date for renewal, and the member will be automatically removed from membership without further action if not paid by that time. Dues paid by new members joining April 1 or later will be credited for the current and next dues period, until June 30 of the following calendar year, and such new members shall have all privileges as above.

Membership dues are non-refundable. This is because dues go directly into the club's operating budget and thus may already be spent at the time a refund is requested. However, dues may be considered for refund on a case-by-case basis at the discretion of the Executive Board.

5.4 Annual Audit

The President shall appoint an audit committee each February consisting of 3 members who are not officers. The audit committee will meet with the Treasurer prior to the end of February to examine all records for the preceding fiscal year and up to the time of audit. The audit committee will report the results of the audit to the membership by at least the regular March business meeting.

6.0 Confidentiality of Member Information

Members must give their individual permission prior to the publication of addresses, phone numbers and any other personal or identifying information in any form. Members are required to keep any such published information confidential. All officers will have access to a current directory of all members furnished by the Secretary; the officers are required to keep this information confidential and will furnish information to a member about another member whose information is not published to all members only with permission.

Any and all such information provided on membership application forms and other documents completed by members shall be placed in the safe-keeping of the Secretary who shall maintain its confidentiality.

-----END OF ORGANIZATIONAL BYLAWS -----

Appendices

Organization's Seal/Logo

The organization's seal/logo is an isosceles triangle composed of three sides containing the name of the organization in blue block lettering within a copper-colored border that is approximately 1/10th the width of the design. The triangle's apex faces downward and within the triangle is a stylized version of the flag of the State of Arizona wherein a stylized copper bear paw print replaces the star in the center of the design which rests on the edge of a primary blue field which fills the area below it and forms a second isosceles triangle of approximately 40% the area of the larger. The paw is surrounded by 13 'rays' of alternating primary red and yellow above it. The rays are centered behind the paw and on the top line of the blue field and are each approximately 13.84 degrees in arc and progress in color from left to right as red, yellow, red, yellow, red, yellow, red, yellow, red, yellow, red, yellow, red. This seal/logo is copyright © 1992 & 1997 Bears of the Old Pueblo, Inc. with all rights reserved. The logo and organizational seals and logos shall be documented in an official style book maintained by the Secretary.

Bylaw Revision History

Fall 1997:

The bylaws were first enacted upon incorporation of the organization and are based in part upon earlier bylaws created by the non-incorporated Bears of the Old Pueblo organization in 1993.

April 2000:

Revisions were made to section 4.7 'Election of Officers and Assumption of Office' to include consecutive term limitations for the offices of President and Treasurer.

August 2001:

Revisions and amendments to Section 2.0 'Membership' were included to accommodate a process for the removal (Section 2.2) and reinstatement (Section 2.3) of members of the organization.

October 2003:

Revisions were made to Section 4.5 'Treasurer' to expand upon the authority to disburse organizational funds.

September 2008:

Amendments were made to Section 5.3 to define the membership Dues Year (Section 2.1), Membership Tiers & Privileges, Membership Dues, Membership Premiums, and Fiesta Registration Discount.

October 2009:

Formatting of this bylaws document for the purposes of distribution to the organization's members and to interested parties via the organization's webpage was conducted to include; a footer containing the document's title, current revision date, and page numbering, inclusion of the organization's seal/logo at the beginning of the document, numbering and paragraph breaks added to denote key passages, and the creation Appendices featuring descriptions of the Organization's Seal/Logo and a Revision History.

February 2011:

Amendments were made to Section 3.1 to change the general meeting date from a specific day to allow the membership to determine. Amendments were made to Section 5.3 to allow dues to be set as necessary and remove policy matters from levels of membership (premiums, Fiesta discount, etc.).

April 2012:

Amendments were made to Section 3.1 to allow more flexibility in holding meetings; Section 3.4 was added to allow voting on motions by email. Section 4.5.4 was added to allow the Treasurer to disburse funds on the authority of Section 3.4.

January 2013:

Amendments were made to Section 4.0 to divide the Member-At-Large Position (4.6) into two positions, Member-At-Large Event Coordinator and Member-At-Large Social Media Coordinator.

April 2014:

Amendments were made to Section 2.1 to change members under 21 from signing a document stating they will abstain from alcohol consumption to signing a membership form clause. Amendments were made to Section 2.2 where the phrase “a motion just” was corrected to “a motion must”. Amendments were made to Section 2.3 where all references to the “Executive Committee of Directors” were changed to “Executive Board” for consistency. Amendments were made to Section 3.1 where “the organization shall hold regular business meetings on a day and at a time as determined by the membership at least six times a year” was changed to “the organization shall hold regular business meetings at least six times a year on a day and time proposed by the Executive Board and voted on by the membership”. The word “Officers” was also changed to “Executive Board” for consistency. Amendments were made to Section 3.3 where a quorum was defined as 3 officers and 5 members. “Special meetings require at least 48 hours of notice to the membership via e-mail and social media accounts. Special meetings operate according to existing quorum and voting procedure” were added. The sentence about financial decisions was struck. Amendments were made to Section 3.4 removing the financial sentence. Amendments were made to Section 3.5 (former 3.4) changing “Officers” to “all members of the Executive Board”. Amendments were made to section 4.0 changing the heading to “Executive Board”. Amendments were made to section 4.4 striking the sentence about a newsletter editor and adding “the Secretary shall record and distribute....” and adding the sentence “The Secretary shall annually provide the membership with an opt-out, hard-copy directory of the current membership”. Amendments were made to Section 4.5 removing extraneous bullet points. “Reoccurring or situational operational expenses up to \$200, receipts of which must be provided and are subject to membership review” was added as a bullet point. \$200 was changed to “greater than \$500”, 3.4 was changed to 3.5 and “current financial report” replaced “year to date”. Amendments were made to 4.6 by removing the phrase “through weekly e-mails” and the sentence “Weekly e-mails to general membership promoting club events will be sent by one of the Members-At-Large at the discretion of the Executive Board” was added. Amendments were made to Section 4.7 where before the last sentence “in the case of an unopposed position, a vote of acclimation is allowed” was added. Amendments to Section 4.8 were made by changing a sentence to

read “shall be Secretary and then Treasurer in that order”. Amendments were made to Section 4.9 changing 200 to 500. Amendments were made to Section 5.2 by changing member designations to Full and Associate members and adding “do not receive a club premium gift to the associate member description. Amendments were made to Section 6.0 by adding “all officers will have access to a current directory of all members”, striking everything after “confidential” in a sentence and changing “requested” to “required”.

February 2016:

Changes were made to Section 2.2 to allow for the retroactive banning of a member who pre-emptively resigns from the club prior to a vote of removal taking place. The new wording closes this loophole and further specifies that seven days notice must be given prior to membership removal votes.

Section 2.3 was amended to provide the same seven days notice for membership re-instatement votes.

Section 5.3 was updated to clarify that membership dues are typically non-refundable. However, the wording does empower the Executive Board to refund dues in special situations where a refund may be deemed appropriate.

December 2017

1.0 - rewording removed references to the Newsletter, which the club has not published for several years, and provides for proposed changes to be published by email instead.

2.1 - fixed grammatical errors. Also, the membership form hasn't contained the under-21 alcohol clause in several years: in order to be compliant with our bylaws, this clause needs to be added back into the form.

2.2 - due to changes to section 2.3, references to “membership eligibility” are no longer necessary, so language was stricken. Also amended language to more explicitly spell out that proxy votes can be submitted by email – “in writing” was too vague.

2.3 - added protection against previously expelled members from putting the club through the reinstatement voting process every single month if they so wished (in

the event that the vote does not go their way). Now, previously expelled members can only request reinstatement once per year. Also clarified “in writing” as above to include “or by email” to be less vague.

3.1 - the removal of section 4.9 (see below) meant removing references to Quarterly Officers meetings. Adjusted language to reflect this. Also clarified vague language around the Executive Board calling special business-related meetings when needed/required.

4.1 - fixed grammatical error, added language to clarify that this section is for Directors AND Officers. Also added reference to additional responsibilities being outlined in the SOP documents.

4.7 - Built in protection against former members who were expelled from the club from holding office – even if membership is reinstated – without getting a 3/4 majority vote of voting members.

4.9 - After checking with the Arizona laws for 501c7 non-profits, quarterly officer meetings are not required by the State. After much discussion, it was decided that extra meetings in the form of Officer Meetings were not necessary. This is because the club regularly meets every month -- as opposed to 6 times a year, as called out above in section 3.1 – and special Officers meetings are not necessary to plan events and review financials during the former off months in between general business meetings. Section removed.

New 4.9 - This new section prevents a Director or Officer who – due to potential misconduct – pre-emptively resigns in order to escape the consequences of a removal vote. With this language in place, this individual can still be voted for removal which, as outlined below, carries the consequence of requiring a 3/4 majority vote of the club to ever be elected again.

4.10 - Clarified “in writing” to include email. Also added in protections against Directors and Officers removed from office from holding office again until a 3/4 majority of voting members approves.