

Bylaws for Bears of the Old Pueblo, Inc.

Originally Adopted: March 1997 Last Revised: February, 2023



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These By-Laws may be changed, amended or repealed at any time by the action of the membership at a regular business meeting of BOTOP (Bears of the Old Pueblo) by using the three-step process as outlined below:

1. Proposed changes shall be presented in writing to the dues-paying membership at a regular business meeting at which time a motion must be passed to place the proposed changes on the agenda of the next regular business meeting.
2. The proposed changes are presented at the next regular business meeting. After this meeting and at least ten days before the next regular business meeting the proposed changes will be emailed to the dues-paying membership at which time members may vote by written or email proxy submitted to the Secretary.
3. A majority vote of those present at the next business meeting in addition to the on-line email votes will be sufficient to approve changes, amendments or repeal.

2.0 Membership

2.1 Members

Anyone may become a member of the Organization (BOTOP) providing they have not been removed from the Organization and by completing a membership application. They must be at least 21 years of age and have paid their annual dues. The applicant may be required to sign the application to certify age.

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, with one meeting required in the month of February as the Annual Meeting of the Corporation. The Executive Board may also call special business meetings as needed. Optional officer meetings will not be classified as "special meetings" and will require three officers to have a quorum. 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. 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 by email on any matter for the organization except amendments to the Bylaws and voting for officers. This includes expenditures(s) of up to \$1000. 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 officer's 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 Executive Board of the Corporation are the Directors of the Corporation, which are the President, Vice President, Secretary and Treasurer. There will be

two MAL Officer positions, one for events and one for social media. The two MAL positions will be in place to assist the Executive Board of the Corporation. The Executive Board and MAL Officers will all have one-year terms.

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. The President will have access to all BOTOP passwords. Any Officer not able or willing to perform the duties of his elected office will refer to the President for guidance. An officer will not assign duties to another officer without the express consent of the President.

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.

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 out by an Officer 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 Offices

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

The amount of dues will be determined periodically by the membership. Dues will be for a 12-month period from the date they are paid, except for a renewing member. In the case of a renewing member, the dues will be for a 12-month period from their anniversary date. Members may be automatically removed

from the membership roster if not paid within one month of their anniversary date.

Membership dues are generally not refundable but may be considered 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 December consisting of 3 members who are not officers. The audit committee will meet with the Treasurer prior to the end of January 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 February business meeting. The results of the audit will be reported prior to the Annual February Vote for Officers (February Annual General Meeting).

6.0 Confidentiality of Member Information

- **CONFIDENTIALITY AGREEMENT: BOTOP (Bears of the Old Pueblo) does not use cookies and will not retain any personal information from members other than what is obtained on the application submitted by members (name, address, email, birthdate, and phone number). Any information provided to BOTOP will not be made public, sold or forwarded to any business or Corporation.**

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.