

**BYLAWS
OF THE
DENVER GROUP
OF THE
COLORADO MOUNTAIN CLUB
AS OF NOVEMBER 2012**

ARTICLE I: NAME AND AUTHORITY

Section 1. Name. The name of this organization shall be The Denver Group of The Colorado Mountain Club (CMC), referred to herein as the Group.

Section 2. Authority. The Group has been organized and exists under the authority granted in Article III, Section 1, of the constitution of The Colorado Mountain Club, a Colorado nonprofit corporation, referred to herein as the Club.

Section 3. Relationship to Club. The Group accepts the constitution and bylaws of the Club and agrees to adhere to the purposes of the Club as stated in Article I, Section 2, of said constitution.

Section 4. Fiscal Year. The fiscal year of the Group shall coincide with the fiscal year of the Club.

ARTICLE II: PURPOSE

The purpose of the Denver Group of the CMC is to provide mountain-oriented opportunities for people living in the greater Denver area, within the scope of the purpose and objectives of The Colorado Mountain Club.

ARTICLE III: MEMBERSHIP

Section 1. Membership. Application for membership in the Group shall be made in the form required by the Club and by the Group. Applicants approved for membership in the Group shall immediately become members of the Club. Membership in the Group is limited to persons maintaining membership in good standing in the Club.

Section 2. Life Membership. Upon receipt of a life membership fee, as provided herein, the Council may, at its discretion, approve for life membership in the Group any person whom the Council may deem suitable for such membership. The payment of such fee shall constitute full payment for life of the annual Group dues of such member. Such membership shall become effective upon approval by the Club Board of Directors.

Section 3. Honorary Membership. Honorary membership in the Group may be extended by unanimous vote of the Council to any person having the qualifications set forth in Article II, Section 3, of the Club constitution.

Section 4. Courtesy Membership. Courtesy membership in the Group may be recommended by Council to the Club Board of Directors for any person who has contributed to the work of the Group by reason of his/her office, position or service. Such membership shall become effective upon approval by the Club Board of Directors. Courtesy membership shall only be granted to a person not otherwise a member of the Club and shall be limited to the period of one fiscal year, but may be continued annually by action of the Board. The Board may approve such courtesy membership only after it has been recommended by the Council.

Section 5. Membership Categories. The Group adheres to the membership categories as determined by the Club.

Section 6. Classification. The Council may from time to time provide for the classification of members based upon their demonstrated ability and experience in approved Group activities. Council may, in accordance with such classification, limit participation by members in Group activities.

Section 7. Voting and Eligibility for Office. All Group members in good standing shall have the right to vote for Denver Group Councilors; shall be eligible to serve as Councilors, officers and committee members of the Group; and shall be entitled to enjoy the privileges of the Group, subject to the provisions of Section 5 above. In the case of family membership, members over 18 are eligible to vote.

ARTICLE IV: DUES AND CHARGES

Section 1. Dues Structure. In addition to such dues and fees as may be charged by the Club, the Group dues for the fiscal year and the Group membership charges shall be as follows:

- a. Honorary and Courtesy members shall pay no dues.
- b. The dues for all other categories of members are set by Council.
- c. Members who pay the life membership fee shall pay no dues thereafter.
- d. Members who have paid dues to the Club for a total of forty years, whether consecutive or not, shall automatically be relieved of the obligation of paying further dues. Such members shall be known as Forty-Year members.

Section 2. Changing Dues. The Council may, at any time, change the dues.

Section 3. Payment Dates. Dues are payable upon admission to membership in the Group, and on subsequent anniversary dates of admission, except that the annual dues of persons who were members of the Group on October 31, 1977, and who continue their membership, shall remain on the fiscal year basis.

Section 4. Dues Required. A member, to continue in good standing, must pay all dues and charges assessed by the Club as well as the Group.

Section 5. Failure to Pay Dues. All Group dues and charges shall be payable in advance. If the dues of any Group member are not paid within a period of three months after the due date, that member shall be dropped from membership automatically and shall be ineligible to participate as a member in any Group activity. The mailing or electronic transmission of publications to that member shall be discontinued 30 days after the membership renewal date.

Section 6. Reinstatement of Membership. Any Group member dropped for non-payment of Group dues shall be reinstated upon payment of one year's Group dues.

Section 7. Other Charges. In order to assist in defraying the expense of club operations, the Council may fix a schedule of trip charges, guest charges, and any other charges deemed necessary, to be paid by participants in Group activities.

Section 8. The Council may waive the payment of Group dues for any member. The member will be responsible for payment of State dues.

ARTICLE V: COUNCIL

Section 1. Councilors; Terms of Office. The affairs of the Group shall be governed by a Council consisting of nine members known as Councilors. Such Councilors shall serve for three year terms and until their successors are duly elected and installed. Three Councilors shall be elected each year from the Group membership as herein provided.

Section 2. Councilor Duties. Councilors represent the interests of the Group as a whole and not any particular unit of the Group.

Section 3. Councilor Nominations. Nominations for Councilors shall be made each year according to the following procedure:

- a. At the May Council meeting, the Chairperson shall submit to the Council for its approval a nominating committee consisting of three or more Group members, no more than one of whom shall be a Councilor. In the event the Council does not approve this nominating committee, the Council shall then appoint a nominating committee having the same qualifications.

- b. The Secretary shall notify the Group membership of the names of the members of such nominating committee in either a notice or publication distributed to the Group membership within 30 days after the June Council meeting.
- c. At the July Council meeting, the nominating committee shall submit to the Council and to the Secretary a list of nominations with a brief resume of each nominee for all known vacancies that will occur in the Council prior to the next December first.
- d. The Secretary shall notify the Group membership of such list of nominations in either a notice or publication distributed to the Group membership by September first.
- e. Additional nominations may be made in writing over the signatures and printed names of at least twenty-five (25) Group members in good standing. No member may sign more than one nominating petition. Such additional nominations, along with brief resumes, must be received at the Group office by August 15. Thereafter, nominations shall be closed.

Section 4. Councilor Elections. Councilors shall be elected by a vote of the Group members in good standing, as provided in Article VII herein. The vote may be by mail or by electronic means.

Section 5. Council Succession. At the regular Council meeting held in November, the old Council shall meet, complete its unfinished business and adjourn. Upon adjournment, the terms of outgoing Councilors shall end and the terms of incoming Councilors shall begin. Immediately following the adjournment, the new Council shall convene and organize.

Section 5. Council Vacancies. The Council may fill any vacancy in the Council until the next annual election, at which time the membership shall elect a Councilor to fill any unexpired term.

Section 6. Councilor Removal. A Councilor may be removed for good cause by a two-thirds vote of council. Good cause includes poor attendance at council meetings and serious or repeated violations of the State CMC Code of Conduct. Good cause does not include simply disagreeing with other members of Council on particular issues. A councilor or other group member may petition DGC in writing to consider removal of a councilor setting forth the facts supporting removal. The councilor shall have the opportunity to respond in writing. DGC shall then have a hearing on the matter giving the involved parties the opportunity to speak at the hearing. The position of a removed Councilor shall be declared vacant.

Section 7. Voting and Speaking Privileges. Voting and speaking at Council meetings are subject to the following restrictions:

- a. Councilors are entitled to speak and vote. Voting must be in person at regularly scheduled meetings of council. Participating by telephone conference constitutes voting in person. In between regular meetings, voting may be accomplished by electronic means.
- b. Officer of the Group or Club, and chairpersons of committees, schools, and sections of the Group or Club are entitled to attend and to speak at Council meetings, but shall not have a vote. A presiding officer who is not a Councilor may vote in the event of a tie.
- c. Other Club members and non-members may attend meetings, but may only speak with the permission of the Chairperson.

Section 8. Group Accounts, Audits, Bonds. Immediately following the election of Group officers, the Council shall decide which officers signatures are to be required for withdrawal from the Group bank accounts. The Council may make provisions for annual examination of the Group books or records, either by a committee appointed for that purpose or by outside auditors. The Council may require the Treasurer, or any officer, or any employee handling the funds of the Group to furnish a surety bond guaranteeing faithful performance. Such bond or bonds shall be in such amount and in such form as the Council may require and the expense of such bond or bonds shall be paid by the Group.

Section 9. Disbursement of Funds. Under the direction of the Council, Group funds shall be disbursed for Group administration and for the attainment of the objects and purposes of the Group.

ARTICLE VI: OFFICERS

Section 1. Officers: Terms of Office. The officers of the Group shall be a Chairperson, a Chairperson-Elect, a Secretary and a Treasurer. The Chairperson-Elect and Chairperson shall be elected to a two year term by the Council from the Group membership as provided herein. The Chairperson-Elect shall assume the office of the Chairperson at the end of the Chairperson's two year term.

The Secretary and Treasurer shall be elected annually by the Council from the Group membership as provided herein. The Secretary and Treasurer shall begin their terms upon election by the Council and shall serve for one year until their successors are duly elected and installed. With the exception of the Chairperson, officers may also serve as Councilors.

Section 2. Officer Nominations and Election. Nominations for officers shall be made and officers shall be elected each year according to the following procedures:

- a. The Chairperson shall nominate at the new council meeting in November persons that the Chairperson recommends to be Chairperson-Elect, Secretary, and Treasurer. Council members may also make recommendations for these offices at the

new Council meeting in November. Any member may also make nominations for these offices at the meeting. The new council shall then vote on the nominations for these offices.

Section 3. Officer Vacancies. Vacancies among officers shall be filled by the Council.

Section 4. Officer Removal. Any officer may be removed *for cause* by a two-thirds vote of all Councilors. A councilor or other group member may petition in writing for DGC to consider removal of an officer setting forth the facts supporting removal. The officer shall have the opportunity to respond in writing. DGC shall then have a hearing on the matter giving the involved parties the opportunity to speak at the hearing.

Section 5. Chairperson. The Chairperson shall be the chief executive officer of the Group and s/he shall exercise the usual powers of such office. In particular, s/he shall preside at all meetings of the Group membership and at all meetings of the Council, shall call special meetings, shall appoint all committees and administrators of Group activities, and shall carry on the business of the Group, as directed by Council and as provided by these bylaws. S/He shall be, ex-officio, a member of all committees. All appointments made by the Chairperson, except tellers, shall be reported to Council at its next meeting and shall be confirmed or rejected by the Council. The Chairperson shall also be the Denver Group representative to on the State Council.

Section 6. Chairperson-Elect. If the Chairperson is absent from any meeting, the Chairperson-Elect shall preside. If the Chairperson is unable to act, for any reason, or if s/he is absent from the vicinity of Denver for a prolonged period, the Chairperson-Elect shall carry on the business of the Group in the place of the Chairperson.

Section 7. Secretary. The Secretary shall keep the records and the minutes of the meetings of the Group membership and of the Council, or, should the council appoint a recording secretary, shall supervise the writing of the minutes. The person recording the minutes shall sign his/her own name and title. The Secretary shall supervise and conduct any mail vote of the membership as provided herein, and shall perform such other duties as the Council may, from time to time, direct. If both the Chairperson and the Chairperson-Elect are unable to act, for any reason, or if they both are absent from the vicinity of Denver for a prolonged period, the Secretary shall carry on the business of the Group as described in Section 5 above.

Section 8. Treasurer. The Treasurer shall be responsible for the monies and investments of the Group, shall keep or supervise the keeping of such books of account as the Council may require, and shall make such reports as the Council shall require.

Section 9. Executive Committee. The Chairperson may appoint an Executive Committee of the Denver Group Council each year. The Executive Committee shall consist of the Chairperson, the Chairperson-Elect, the Treasurer, the Secretary, and at least one other Council Member. The purpose of the Executive Committee shall be to consider and make preliminary decisions on matters arising between Council meetings

which need immediate attention. The Executive Committee is not authorized to amend the By-Laws, elect or remove any Officer or Councilor of the Denver Group, increase membership dues, expend or use Denver Group Reserve Funds, or authorize indebtedness. Each member of the Executive Committee shall have one vote except the Chair who shall only vote if there is a tie. Three members of the Executive Committee are needed for a quorum. Decisions of the Executive Committee shall be brought before Council at the next regular meeting of Council at which time the decision may be approved, modified, or rejected.

Section 10. Employees. The Chairperson, with the approval of the Council, may employ and prescribe the duties and the authority of an executive secretary and such other employees as may be deemed advisable and necessary to conduct the business of the Group.

ARTICLE VII: VOTING PROCEDURES

Section 1. Voting.

- a. General.
 1. Vote. The term “vote” refers to a ballot cast in person at any meeting or by mail or electronic transmission when authorized. Voting by electronic transmission includes email, telephone, text, web voting, or any other recognized electronic means.
 2. Delivery of ballots. Ballots may be delivered to the Group membership by mail or electronic transmission. In the case of web voting, notification of the web location and procedures for voting will constitute delivery.
- b. All Group members over the age of 18 in good standing are eligible to vote.

Section 2. Voting Procedures.

- a. Under the direction of the Secretary, an official ballot with the names of the nominees for Councilors shall be delivered to each Group member in good standing. A space shall be provided for the member to vote for nominees.
- b. At the time the ballots are delivered to the members, the Group Chairperson shall appoint one or more tellers from the Group membership to validate and tabulate the votes. Tellers shall not be a candidate.
- c. Reporting the results of Councilor election. The result of a vote for the election of Councilors will be reported to the Group Chairperson, who will provide for notice to the candidates before the annual meeting. The results of the election shall be reported

at the annual meeting, and noticed in a Group publication.

- d. Protests. After tabulation and publication of the vote, any Group member in good standing may file a protest of the results. Protests must be filed in writing with the Secretary no later than thirty days after publication.
- e. Disposal of ballots. If no protest of the results is filed as provided for by Section 2.d, all ballots and election tabulation records shall be destroyed by the tellers.

ARTICLE VIII: MEETINGS

Section 1. Council Meetings. Regular meetings of the Council shall be held each month at a time specified by the Chairperson by written, electronic, or verbal notice to all Councilors at least three days prior to the meeting. Special meetings of the Council may be called by the Chairperson provided that at least three days prior written, electronic, or verbal notice thereof is given to all Councilors. A quorum at Council meetings shall consist of five Councilors.

Section 2. Annual Meeting. The annual meeting of the Group membership shall be held in November, unless the Council sets another date. The notice of the annual meeting shall state the date, hour, and place and shall be provided by mail, communicated electronically, or set forth in a Group publication to the Group membership at least thirty days in advance of the meeting. A quorum at the meetings of the Group shall consist of fifty members. If a vote is taken on any matter at the Annual meeting, a majority vote of those present is needed to approve the matter.

Section 3. Special Meetings.

- a. Special Meetings of the Group membership may be called:
 - 1. By action of the Council.
 - 2. By petition in writing signed by any fifty Group members in good standing. This petition must state the purpose of the meeting. Upon receipt of such petition, the Chairperson shall call a special meeting as requested, to be held within ninety (90) days, and shall cause to be delivered to the Group membership as stated below.
- b. The notice of any special meeting shall state the date, hour, place, and purpose of the special meeting, and shall be delivered by mail or communicated electronically to the group membership at least thirty days in advance of the meeting. The notice may also be delivered by being set forth in a Group publication.

- c. A quorum at special meetings of the Group shall consist of fifty members. If a vote is taken on any matter at the Special meeting, a majority vote of those present is needed to approve the matter.

Section 4. Governing Rules. The rules contained in the current edition of Robert's Rules of Order shall govern all meetings of the Council and of the Group membership, in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

Section 5. Open Attendance and Executive Session. All meetings of the Council shall have open attendance. However, during such meetings, the Council may meet in executive session for the consideration of specific matters which may come before it, provided the vote or other final action of the Council is taken in open session.

ARTICLE IX: GROUP MANAGEMENT

Section 1. Committees.

- a. The Group Chair may establish from the Group membership committees and administrators of Group activities as the Council may direct or as s/he may deem advisable or necessary.
- b. The management of a committee shall be by a Chair and the committee. A Group activity shall be managed by an Administrator.
- c. The Chair of a committee shall be approved by DGC and may be removed by DGC for cause. A member of the committee or other group member may petition in writing for DGC to consider removal of the Chair of the committee setting forth the facts supporting removal. The Chair shall have the opportunity to respond in writing. DGC shall then have a hearing on the matter giving the involved parties the opportunity to speak at the hearing.
- d. The Chair of a committee selects committee members subject to approval by a majority of the committee. Any member of a committee except the Chair may be removed for cause from the committee by a majority vote of the committee subject to review by DGC upon petition by the removed committee member.
- e. It is the intent of DGC that the committees self-manage; however they are subject to supervision and oversight by DGC. The committee or administrator must also comply with the State Code of Conduct.
- f. DGC shall have the power to dissolve any committee or Group Activity at any time *for cause*.

Section 2. Sections. A Section is a sub-group composed of Group members having a common interest and organized with the permission of DGC.

- a. The management of such Section shall be by a Chairperson and committee or board.
- b. The Chair of a Section shall be approved by DGC except when the Chair is elected by members of the section. If the Chair is elected by members of the section then the Chair shall meet with DGC for an initial meeting and consultation. The Chair may be removed by DGC for cause. A member of the section may petition in writing for DGC to consider removal of the Chair setting forth the facts supporting removal. The Chair of the Section shall have the opportunity to respond in writing. DGC shall then have a hearing on the matter giving the involved parties the opportunity to speak at the hearing.
- c. The Chair of the Section selects committee members subject to approval by a majority of the committee unless the Section members elect a board or committee. Any member of a committee may be removed from the committee by a majority vote of the committee for cause subject to review by DGC upon petition by the removed committee member. This removal section does not apply if board or committee members are elected by section members. If so, the section shall develop its own rules for removal of board or committee members.
- d. If a section desires to elect its own Chair and/or board/committee members the section shall first apply to DGC for approval.
- e. It is the intent of DGC that the Section self-manage; however, it is subject to supervision and oversight by DGC. The Section must also comply with the State Code of Conduct.
- g. DGC shall have the power to dissolve any section at any time for *cause*.
- h. In order to defray the expenses of the Section, the Section committee may fix a schedule of charges to be paid by participants. The Chair and the Section committee shall be accountable to the Council and shall report on all activities of the Section and on the receipt of disbursement and funds at least once a year.

Section 3. Schools. A School is a sub-group organized by Group members with the permission of Council for the purpose of increasing mountain oriented skills including but not limited to hiking, mountain climbing, technical climbing, skiing, and fly fishing.

- b. The management of such School shall be by a Director and committee if practical.
- c. The Director shall be approved by DGC. The Director may be removed by DGC for cause. A member of the committee if there is a committee or other group member may petition in writing for DGC to consider removal of the Director setting forth the facts supporting removal. The Director shall have the opportunity to respond in writing. DGC shall then have a hearing on the matter giving the involved parties the opportunity to speak at the hearing.
- d. The Director of a School selects committee members subject to approval by a majority of the committee. Any member of a committee except the Director may be removed for cause from the committee by a majority vote of the committee subject to review by DGC upon petition by the removed committee member.
- e. It is the intent of DGC that Schools self-manage; however they are subject to supervision and oversight by DGC. The School must also comply with the State Code of Conduct.
- f. DGC shall have the power to dissolve any School at any time for cause.
- g. In order to defray the expenses of the School, the School committee may fix a schedule of charges to be paid by participants. The Director and School committee shall be accountable to the Council and shall report on all activities of the School and on the receipt and disbursement of funds at least once a year.

ARTICLE X: BYLAW AMENDMENTS

Section 1. Initiating Proposals. A proposal to amend these Bylaws shall be initiated only in one of the following ways:

- a. By action of the Council, provided the action is authorized by a majority vote of all Council Members.
- b. By a petition signed by 50 Group members in good standing and presented at any meeting of the Council.

Section 2. Approving proposed Amendments. Amendments to the Bylaws must be approved by a 2/3rds vote of all Council members.

Section 3. Notification of Amendments to Membership. Notice of any amendments to the Bylaws shall be published to the general membership within 45 days of approval.

These Bylaws were typed by Denver Group Chair Robert K. Reimann and reviewed by Denver Group Council on _____.

