

**BYLAWS
OF THE
DENVER GROUP
OF THE
COLORADO MOUNTAIN CLUB**

By-Laws as of November 11, 1998 with Amendment to Article VI, Section 1
as of October 2008 by vote of the membership

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 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 definition of the different categories of membership, such as family or student, shall be determined by Council.

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 and amendments to the Denver Group bylaws and changes in Denver Group policy; 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, those family members who have signed liability waivers 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 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 together with such reinstatement fee and Club dues as may be required.

Section 7. Other Charges. In order to assist in defraying the expenses 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. Waiver of Dues. The Council may waive the payment of Group dues for any member.

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 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 thirty 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 nomination petition. Such additional nominations, along with brief resumes, must be received at the Group office by August 15th. Thereafter, nominations shall be closed.

Section 3. Councilor Elections. Councilors shall be elected by a mail vote of the Group members in good standing, as provided in Article VII herein.

Section 4. 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 Attendance. A Councilor who is absent from three consecutive meetings of the Council, without good cause acceptable to the Council, shall automatically cease to be a Councilor and the position 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 to vote.
- b. Officers 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 an 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 other 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. (As amended October 2008 by vote of the membership)
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 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. Nominations for officers shall be made and officers shall be elected each year according to the following procedures:

- a. At the August 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 by October first.
- c. At or before the October meeting of the Council, the nominating committee shall submit to the Council and the Secretary a list of nominees for all officers except Chairperson, with a brief resume of each nominee.
- d. Additional nominations may be made by any Councilor at this meeting, or at the special meeting provided for in Article V, Section 4 herein.
- e. After nominations have been closed, the new Council shall elect from the nominees, by ballot, the Group officers for the coming year.

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

Section 4. Officer Removal. Any officer may be removed by a two-thirds vote of all Councilors.

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 the 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 the Council at its next meeting and shall be confirmed or rejected by the Council. The Chairperson shall also be the Denver Group representative 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. Employees. The Chairperson, with the approval of 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. Mail Votes:

a. A mail vote of the Group membership shall be taken as provided herein:

1. **Election of Councilors.** Nominations shall be made and the election held prior to the annual meeting as provided in Article V, Section 2 and 3, herein.

2. **Action on amendments to the Bylaws.** Voting may be held at any time, as provided in Article X.

3. **Action on proposals which concern basic Group policy.** Voting may be held at any time, as provided in Article X.

b. Other proposals may be considered and voted upon at any annual or special meeting of the Group membership.

Section 2. Mail Vote for Initiatives. A mail vote to amend the Bylaws or on a proposal concerning basic Group policy shall be initiated as provided in Article X, Section 1. If a mail vote is initiated, the Group officers and the Council must provide for ballots to be mailed to the Group Membership within one hundred twenty (120) days following the initiative.

Section 3. Mail Vote Procedures.

a. A proposal for a Bylaws amendment or concerning basic Group policy may be included on the same ballot or may be voted upon at the same time as an election of Councilors. Provided that all of the requirements have been met.

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- b. Under the direction of the Secretary, an official ballot with the names of the nominees for Councilors, or the proposal for a Bylaws amendment, or concerning Basic Group policy, or any combination of these shall be mailed to each Group member in good standing.
 1. A space shall be provided for the member to vote for nominees and for or against any proposals.
 2. If the proposal has not been changed or amended at a special Group meeting, then the ballot need only present the substance of the proposal and reference any special meeting.
 3. If the proposal has been changed or amended at a special meeting of the Group membership, then the entire proposal as changed or amended shall be presented on the ballot, with attention called to the changes.
 4. For an election of Councilors, the ballot shall be mailed to the membership at least thirty days before the annual meeting as provided in Article V, Section 3.
 5. If the ballot is for a proposal for a Bylaws amendment or concerning basic Group policy, the ballots shall be mailed to the membership no later than thirty days after the provisions of the requirements in Article VII, Section 3(a) and (b) have been met.
- c. At the time the ballots are mailed to the members, the Group Chairperson shall appoint three tellers from the Group membership, none of whom shall be a candidate, a Group officer, or a Councilor.

d. Ballot return.

1. The ballot should be returned by the voting Group member in an envelope with the name and address of the member(s) and the notation "Ballot" written on the outside and addressed to the Group office.

2. Properly marked envelopes shall be delivered unopened to the tellers. The tellers shall open the ballot envelopes, and shall tabulate the vote.

3. A ballot received in an envelope not marked "Ballot" shall be opened in the Club offices, identified, and delivered to the tellers for tabulation.

e. Valid and invalid mail votes for proposals.

1. For a mail vote on a proposal for a Bylaws amendment or concerning basic Group policy to be valid, at least five percent of the Group membership, based on the latest available membership roster, must vote on the proposal.

2. If the vote is valid and a majority of the votes are in the affirmative, the proposal shall pass.

3. If the vote is valid and a majority of the votes are in the negative, the proposal shall not pass.

4. If a mail vote for a proposal is invalid because of insufficient ballots cast, the Council shall vote on the proposal at the next Council meeting at which two-thirds of all Councilors are present.

5. If two-thirds of all Councilors vote affirmatively, the proposal shall pass.

f. Reporting the results of Councilor election.

1. The tellers shall first report the result of a mail vote for the election of Councilors to the Group Chairperson, who shall provide for written notice to be reported to the candidates before the annual meeting.

2. The results of the election shall be reported to the annual meeting, and simultaneously posted at the Clubroom for a period of thirty days.

g. Reporting the results of proposal for Bylaws amendment vote or concerning basic Group policy.

1. The tellers shall first report the result of a mail vote for any proposal to the Group Chairperson. If the mail vote is invalid, Council shall vote on the matter in accordance with Section 3.g.

2. The final results of the vote, whether a valid mail vote or an invalid mail vote referred to Council, shall be posted at the Clubroom for a period of thirty days, and shall be announced in a Group publication as soon as feasible.

h. Disposal of ballots.

1. If no written protest is filed with the Secretary at or before the next Group Council meeting, after tabulation and publication of the votes the ballots, envelopes and election tabulation shall be destroyed by the tellers.

2. If written protest is filed at or before the next Group Council meeting, the tellers will maintain custody of the ballots, envelopes and election tabulation until election results have been verified by Council action; the tellers shall then destroy the election paperwork.

ARTICLE VIII: MEETINGS

Section 1. Council Meetings. Regular meetings of the Council shall be held on the second Wednesday of each month, at a time specified by the Chairperson by written 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 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 on the first Saturday of November, unless the Council sets another date. The alternative date must, however, be in the month of November. The notice of the annual meeting shall state the date, hour and place and shall be mailed to the Group membership at least thirty days in advance of the meeting. A quorum at annual meetings of the Group shall consist of fifty members.

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 notice to be mailed 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 mailed to the Group membership at least thirty days in advance of the meeting. The notice may be set forth in a Group publication.

c. A quorum at special meetings of the Group shall consist of fifty members.

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 Chairperson shall appoint from the Group membership such committees and administrators of Group activities as the Council may direct or as s/he may deem advisable or necessary.

b. The Group Chairperson may delegate his/her power to make such appointments to committee chairpersons. Any appointment made in this manner shall be reported to the Group Chairperson and be subject to his/her approval.

c. All appointments, whether made by the Group Chairperson directly or by a committee chairperson delegated by him/her, except tellers, shall be confirmed or rejected by the Council.

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

a. The management of such Section shall be by a chairperson and committee appointed and confirmed in the same manner as Group Committees.

b. In order to defray the expenses of the Section, the committee may fix a schedule of charges to be paid by participants. The committee shall be accountable to the Council and shall report on all activities of the Section and on the receipt or disbursements of funds at least once a year.

c. The Council shall have the power to dissolve any Section at any time.

Section 3. Schools. A School is a sub-group organized by Group members with the permission of Council for the purpose of increasing mountaineering skills.

- a. The management of such School shall be by a chairperson and committee appointed and confirmed in the same manner as Group Committees.
- b. In order to defray the expenses of the School, the committee may fix a schedule of charges to be paid by participants. The committee shall be accountable to the Council and shall report on all activities of the School and on the receipt or disbursements of funds at least once a year.
- c. The Council shall have the power to dissolve any School at any time.

ARTICLE X: BYLAWS AMENDMENTS AND POLICY CHANGES

Section 1. Initiating Proposals. A proposal to amend these bylaws or affecting basic Group policy 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 resolution passed at any annual or special meeting of the Group membership.
- c. By a petition signed by fifty Group members in good standing and presented at any meeting of the Council.

Section 2. Notification of Group Membership.

- a. A proposal for a Bylaws amendment, or concerning basic Group policy, shall be presented in full in a mailing to the Group membership within sixty days of initiation, and may be included in a Group publication.
- b. If a proposal so specifies, a special Group membership meeting shall be held prior to the vote to give members the opportunity to discuss the proposal. The special meeting shall be held at least thirty days after notice has been mailed to the Group membership. A proposal may be changed or amended at this special meeting, provided that a quorum is present.

Section 3. Mail Vote. A proposal for a Bylaws amendment or concerning basic Group policy shall be submitted to the Group membership for a mail vote in accordance with the procedures outlined in Article VII.

-- End --

(These Bylaws were typed by the Denver Group Chair and reviewed by Denver Group Council November 11, 1998. They incorporate all amendments to and including November 11, 1998.)