

**CANCER LEAGUE OF COLORADO, INC.
REVISED & AMENDED
CONSTITUTION AND BYLAWS**

APPROVED: 15 APRIL 2004

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CANCER LEAGUE OF COLORADO, INC.
REVISED & AMENDED CONSTITUTION AND BYLAWS

ARTICLE I. NAME

The name of this organization will be Cancer League of Colorado, Inc., hereinafter referred to as CLC or the League.

ARTICLE II. OBJECT

The object of the League is to secure the ultimate cure or control of cancer. It is the aim of this organization to obtain this goal through fund-raising with monies going to selected cancer-related organizations, through service in cancer-related areas, and through education of the CLC membership.

ARTICLE III. PHILOSOPHY

It is believed that developing and maintaining a cohesive, caring group with close relations among the members of CLC will encourage members to work toward the established goal within the framework of an all-volunteer membership with no paid staff.

ARTICLE IV. MEMBERS

Section A. Definition.

A member will be one who supports the purpose and object of the League as set out in the Articles of Incorporation and the bylaws and who also pays dues as defined in these bylaws. A paid member will have full voting rights and privileges of CLC.

Section B. Classification.

There will be five classifications of members.

1. REGULAR MEMBER.

A member who makes an annual non-refundable payment of dues in the amount set by the board of directors.

2. LIFE MEMBER.

A member who makes a single, non-refundable payment of dues in the amount determined by the board of directors. A Dual membership may be extended to two persons living at the same address.

3. DUAL MEMBERSHIP.

Two persons, living at the same address that make an annual, non-refundable payment of dues as determined by the board of directors. Dues will be greater than single memberships, but somewhat less than the dues paid by two members joining separately.

4. PATRON MEMBERSHIP.

An individual who makes a non-refundable payment of dues in the amount determined by the board of directors.

5. HONORARY MEMBER.

A class of membership conferred upon an individual for a specified term, or life, by a two-thirds vote of the directors present and voting at a regular or special meeting of the board of directors. This person will have made an exceptional contribution to CLC as determined by the board of directors, is not necessarily a member of CLC, and will be exempt from paying dues for the term of the honorary membership. Honorary members shall have voting rights only if they were members eligible to vote during the year prior to being designated an honorary member.

ARTICLE V. DUES and FINANCES

Section A. DUES.

1. Amount.

The membership dues will be determined by the board of directors at the March board meeting.

2. Due and Payable.

The dues are payable prior to 15 October of each year unless otherwise determined by the board of directors.

3. Dues received after 1 April will be credited to the following membership year.

Section B. FINANCES.

1. Fiscal year.

The fiscal year of CLC will be from 1 July through 30 June.

2. Bank accounts.

Financial institutions for checking and savings accounts will be recommended by the treasurer and approved by the board of directors. Signatures of the president, president-elect, treasurer and treasurer-elect will be on file as authorized signers with any financial institution with which CLC has an account. The signature of one of those authorized is required on all checks or withdrawal forms. Electronic or internet banking is allowed at and between financial institutions previously approved by the board of directors; however, only the treasurer is authorized to transact business by these means, including the obtaining of passwords and PINs. Such passwords or PINs will be given to the treasurer-elect by the treasurer for the treasurer-elect's emergency use with the advance approval of the president. The

president will review check and deposit registers quarterly and a board of directors appointee shall review and approve all bank account reconciliations quarterly, as prepared by the treasurer.

3. Budgets.

- h. The annual operating budget will be completed for board of directors' approval at the August meeting by a budget committee chaired by the second vice-president and with the president, president-elect, treasurer and treasurer-elect as the other members. Operating monies are received from dues, fees, interest income on all bank accounts, and ways and mean projects.
- i. A budget for each fund-raising activity at which CLC is financially at risk for total costs in excess of \$5,000 shall be prepared by the appropriate officer or committee chair and presented to the board of directors for approval prior to any expenditure for such fund-raising activity. Other fund-raising activities where CLC may be financially at risk for less than a total of \$5,000 shall have a budget prepared by the appropriate officer, committee chair or member and approved by the president.

4. Distribution of funds.

- a. Income from fund-raising activities, memorial donations, and contributions, less expenses, will be used to fund basic and clinical research and services for cancer patients and their families as recommended by the funds allocation committee.
- b. Income from dues, fees, interest on all bank accounts, and ways and means projects will be used for operating expenses with the goal being that these

monies and not fund-raising activities cover all operating expenses.

- c. Payment of bills for non-budgeted items costing less than \$250 may be paid by the treasurer. Non-budgeted items of over \$250 to one person or business must be pre-approved by the board of directors, or the members at a general meeting, or, in an emergency, by the president with the concurrence of a majority of the executive committee, by telephone or electronic mail if necessary. A fund-raising activity at which CLC is not at risk for \$5,000 or more in total costs that was approved by the president as provided in Section B., 3., b. is considered an approved budget for payment of bills purposes.
- d. The board of directors may credit non-designated operating income to the fund allocation committee for their recommendation as to distribution.

5. Audit.

The books of CLC will be audited by a board of directors appointed certified public accounting firm within four months following the end of the fiscal year.

ARTICLE VI. OFFICERS

Section A. Officers

The officers of the CLC board of directors will be a president, president-elect, first vice-president, second vice-president, vice-president for funds allocation, vice-president for funds allocation-elect, vice-president of corporate relations, vice-president of corporate relations-elect, vice-president for foundation, recording secretary, immediate past president, treasurer and treasurer-elect.

Section B. Qualifications.

To be nominated for any elective office a nominee must be a CLC voting member.

No person may hold more than one CLC elected office at a time.

Section C. Succession.

All officers shall be elected except president, vice-president for funds allocation, vice-president of corporate relations, and treasurer; these positions shall be filled by automatic succession of those elected to the comparable "elect" positions. Vice-president for foundation shall be filled by appointment of the board of directors of Cancer League of Colorado Foundation, Inc.

Section D. Term of office.

The term of office for each officer shall begin on 1 July and be for one year unless otherwise determined by the membership. The treasurer shall remain a member of the board of directors in a non-officer role until the board of directors has accepted the annual audit.

Section E. Vacancy in office.

At the first general membership meeting after a vacancy in any position not filled by automatic succession, the nominating committee will nominate a candidate and a call for nominations from the floor will be allowed. An election will be held to fill the vacancy. The board of directors may declare the filling of a vacancy unnecessary if it occurs within the six weeks period prior to the annual election of officers.

Section F. Duties of officers.

Officers will perform the duties provided in this section and such other duties as are

prescribed in these bylaws, the adopted parliamentary authority, and as assigned by the board of directors or stated in a manual of procedures approved by the board of directors.

8. The President will:

- a. Be the chief executive officer of CLC.
- b. Serve as a member of the executive committee.
- c. Be ultimately responsible for the timely renewal or filing of all necessary and desired licenses, insurance, tax returns, reports, etc.
- d. Preside at all board of directors and general membership meetings.
- e. Be an ex-officio member of all committees, except the nominating committee.
- f. Appoint, or recall, chairs of standing committees as necessary during the one-year term beginning 1 July.

8. The President-elect will:

- a. Preside at all board of directors and general membership meeting in the absence of the president.
- b. Serve as a member of the executive committee of the board of directors.
- c. Announce at the March general membership meeting the standing committees for the year starting 1 July through 30 June, and identify the names of the chairs selected.
- d. Announce at the December board meeting and general meeting that nominations for the nominating committee will be open only through the end of the March general meeting. Nominations will close at the end of the March general meeting.

- e. Serve as chair of the long range planning committee, as a member of the bylaws committee, and as a member of the nominating committee.
- h. Be an ex-officio member of all committees, other than the committees listed in 2.e. above.
- g. Provide a ballot for the election of two fund allocation committee members-at-large in accordance with Article VI, Section F., 5., b.

3. The First Vice-President (Membership) will:

- a. Serve as a member of the executive committee.
- b. Maintain a list of members by class, and a list of those who have resigned or who are no longer members because of failure to pay dues.
- c. Be ultimately responsible for the mailing of dues notices to members in accordance with the decision by the board of directors as to the amount of the dues.
- d. Provide a list of those who have paid their dues to the president, directory chair, treasurer, mailing service and the new-member liaison(s); update the list as new members are added and members pay late dues.
- e. Be ultimately responsible for recruiting and retaining CLC members.

4. The Second Vice-President (Ways and Means) will:

- a. Serve as a member of the executive committee.
- b. Serve as chair of the operating budget committee as defined in Article V., Section B., 3.
- c. Present to the board of directors for approval at the August board meeting, the proposed annual operating budget.
- d. Periodically review the operating income and expenses compared to the

approved budget with the treasurer.

5. The Vice-President for Funds Allocation will:

- a. Serve as a member of the executive committee.
- b. Be chair of the funds allocation committee which will include the vice-president for funds allocation-elect, the immediate past chair of the funds allocation committee, the immediate past president of CLC, the treasurer, the president and president-elect, a community representative and four members-at-large. Two of the members-at-large will be nominated at the March general membership meeting and elected at each April general membership meeting to serve a two-year term.
- c. Conduct an orientation program for members of the committee.
- d. Conduct funds allocation discussions and develop recommendations as considered appropriate prior to each board of directors meeting. Recommendations from the funds allocation committee shall be approved by a majority of those present and voting provided that a quorum is present. A quorum is one half of the committee members.
- e. Recommend for board of directors' approval, members of the scientific advisory board as vacancies occur.
- f. Arrange for an annual meeting of the scientific advisory board.
- g. Invite the chairs of the major benefits to meetings of the funds allocation committee at which the proceeds of these benefits are discussed and voted upon.

6. The Vice-President for Funds Allocation-Elect will:

- a. Serve as a member of the executive committee.
- b. Preside over meetings of the committee in the absence of the chair.

- c. Assist the chair, as requested.
- d. Record minutes of the funds allocation committee meeting and send a copy to all members of the committee.

7. The Vice-President of Corporate Relations will:

- a. Serve as a member of the executive committee.
- b. Be chair of the corporate board made up of the vice-president of corporate relations-elect, the immediate past chair of the corporate relations committee, the immediate past president, the president-elect, the treasurer, three members-at-large appointed by the chair, and members of corporations and the community who have the intent of carrying out the purpose and object of CLC.
- c. Select candidates from corporations and the community to serve on the corporate board for one fiscal year.
- d. Conduct an orientation program for all members of the committee at the first meeting of the term.
- e. Arrange for meetings of the corporate board no less than once quarterly and as often as the chair deems necessary.
- f. Coordinate all fund-raising activities of the corporate board, with the approval of the CLC board of directors.
- g. Coordinate all requests for donations directed to corporate members by the board of directors and CLC members to eliminate duplication of requests.
- h. Provide an updated marketing packet, approved by the president, and made available to all members of CLC.

8. The Vice-President of Corporate Relations-Elect will:

- a. Serve as a member of the executive committee.
- b. Record the minutes of the meetings and send copies to all members of the corporate relations committee.
- c. Preside over meetings of the committee in the absence of the chair.
- d. Assist the chair as requested.

9. The Recording Secretary will:

- a. Serve as a member of the executive committee.
- b. Record the proceedings of the board of directors meetings, establish that a quorum is or is not present for the record, forward a copy of the minutes to the president within three weeks after each meeting, and to each board member prior to the next board of directors' meeting.
- c. Record the proceedings of the general membership meetings and forward a copy of the minutes to the members of the executive committee within three weeks after each meeting.
- d. Keep the minutes of all of the proceedings of the executive committee.
- e. Keep on file all motions adopted by the CLC board of directors in perpetuity in the minute book for CLC.
- h. Make a tape recording of all board and membership meetings, to be kept for one year.

10. The Treasurer will:

- a. Serve as a member of the executive committee.
- b. Serve as a member of the budget committee.

- c. Receive all CLC monies.
- d. Pay all bills that are covered by an approved budget. Monitor costs incurred under both the operating and fund-raising budgets and recommend remedial action to the board of directors if losses become probable.
- e. Have the authority to pay all non-budgeted bills under \$250.
- h. Pay non-budgeted bills or expenses over \$250 as defined in Article V., Section 4., c.
- g. Keep an itemized account of all receipts and disbursements, including a separate accounting of operating and fund-raising activities.
- h. Present a financial report at each board and general membership meeting.
- i. Prepare a year-end financial statement in a timely manner for the annual audit, with copies to the outgoing and incoming presidents and incoming treasurer.
- h. Keep all financial records of interest to and copies of all reports filed with local, state and federal governments.
- i. Be responsible for the renewal of raffle licenses and quarterly raffle financial statements and renewal of sales tax licenses and payment of sales tax.
- l. Serve as a member of the spring benefit committee.
- m. Continue to be CLC's legal Registered Agent in Colorado if previously in this role as treasurer-elect.

11. The Treasurer-Elect will:

- a. Serve as a member of the executive committee.
- b. Be a member of the spring benefit committee and be in charge of the cashiering function at the auctions at the spring benefit.

- c. Assist the treasurer, as requested.
- d. Serve as a member of the budget committee.
- e. Serve as games manager.
- h. Ensure that the treasurer and board of directors are covered by a fidelity or crime policy with coverage equal to approximately the largest balance in all bank accounts expected during the fiscal year.
- i. Be CLC's legal Registered Agent in Colorado if the CLC treasurer is not already registered in this capacity.

12. The Vice-President for Foundation will:

- h. Serve as a member of the executive committee.
- i. Be president and chair of the board of the Cancer League of Colorado Foundation, Inc. as elected by the Foundation's bylaws and serve as a member of the Cancer League of Colorado board of directors as a result of that appointment.
- j. Actively promote the mission and spirit of the Cancer League of Colorado Foundation as set forth in its bylaws and Articles of Incorporation.
- d. Designate a Foundation board member as secretary to record minutes of the Foundation's meetings and send a copy of the minutes to all members of the Foundation's board and the CLC board of directors.

13. The Immediate Past President will:

- a. Be an ex-officio member of all standing committees except the nominating committee, unless elected.
- b. Advise the board of directors, as requested.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section A. Nominations.

1. Nominating Committee. The nominating committee shall consist of at least five members including the president-elect and the immediate past chair of the nominating committee. No member other than the chair, who serves again as immediate past chair, shall serve on the committee two years in succession.

a. Election of nominating committee.

At the general membership meeting in March, the president shall ask members to suggest to the president-elect a minimum of 5 member names to serve on the nominating committee for the upcoming fiscal year.

Nominations will close at the end of the March general meeting. At the April meeting, the president-elect will provide a ballot containing the names of all those members who have been nominated to serve. The five members receiving the largest number of votes shall be elected to the next year's committee and serve for one fiscal year. This committee will elect its chair, and this chair will serve on the upcoming CLC board of directors.

Vacancies in the nominating committee shall be filled by the executive committee.

b. Duties.

The nominating committee shall consider the qualifications of members eligible for CLC elected office and decide on a slate of one person for each of the offices listed in Article VI, Section A, excluding the Vice-President for foundation, not covered by an elect position. The slate of officers

nominated by the current committee shall be made available to the members at least two weeks prior to the April election of officers. The committee shall obtain acceptance, in writing, from any person nominated for elected office. The committee shall provide, at the April meeting, a ballot containing the names of nominees of the committee with spaces for the names of persons nominated from the floor.

2. **Additional nominations.** Nominations from the floor may be made at the time of the election providing that a member has obtained acceptance in writing from the person whose name is to be placed in nomination for an office.

Section B. Election of Officers.

The officers not covered by an elect position listed in Article VI., Section A. shall be elected at the April general membership meeting. The chair of the outgoing nominating committee will conduct the election by presenting a ballot of those persons nominated, and by calling for the vote of the majority of those present. If there is only one nominee for any office, the election for that office shall be taken by voice vote or declared by the chair. Those elected will take office on 1 July of the upcoming fiscal year.

ARTICLE VIII. GENERAL MEMBERSHIP MEETINGS

Section A. Dates of meetings.

At least five general membership meetings shall be held in each calendar year including September, December, March, April, and June. Changes in these dates may be made by the president with 30 days notice to the membership.

Section B. Special Meetings.

Special meetings may be called by the president or by five members of the board of directors with at least ten days notice to all of the members in writing, by electronic mail or by telephone.

Section C. Voting.

Any member shall have full voting rights at each membership meeting.

(See Article IV, Section A.)

Section D. Quorum.

A quorum shall be 30 members including at least five elected officers.

Section E. Guests.

CLC members may invite guests to meetings.

ARTICLE IX. BOARD OF DIRECTORS

Section A. Composition.

The members of the board of directors shall be:

- a. Elected officers,
- b. Vice-President for foundation,
- c. Chairs of standing committees,
- d. The chair of nominating committee,
- e. The chair of the Gavel Club whose members include the past presidents of CLC, and
- f. The immediate past president of CLC.

Section B. Qualifications.

A member occupying a position listed above is automatically qualified to serve on the board.

Section C. Officers.

The officers of the board of directors will be the same as those elected by the membership as officers of CLC.

Section D. Duties of the board of directors.

The board of directors shall be the governing body of CLC. Duties shall include but not be limited to the following:

1. Delegate to the executive committee such authority as it should deem advisable, if not granted within these bylaws.
2. Adopt an operating budget at the August meeting.
3. Determine the dues for CLC membership and the amount of any fees at the March meeting.
4. Adopt special rules of order or standing rules, as necessary, to govern its own proceedings.
5. Fill vacancies in offices, as proved in Article V1. Section E.
6. Act on recommendations, made to the board of directors by committees.
7. Make recommendations to the members at the general membership meetings.
8. Provide an updated manual of procedures containing the detailed duties of all committees, any duties of the elected officers that are not shown in the parliamentary authority adopted by CLC or as shown in these bylaws.

9. Make available to every member or prospective member, a copy of the constitution and bylaws, upon request.

Section E. Meetings.

The board of directors shall meet monthly at times and places designated by the president at least two weeks in advance with notice to all members either by phone, electronic mail, by mail, or a combination thereof. Any CLC Member may attend a board of directors meeting as an observer.

Section F. Special Meetings.

Special meetings to approve unanticipated action or to resolve a special problem may be called by the president or any five members of the board of directors by notifying all members either by mail, electronic mail, telephone, or a combination thereof, at least five working days in advance

Section G. Minutes.

Meetings of regular and special meetings shall be taken by the secretary and approved at the next meeting of the board of directors. A summary of the activities at any given meeting may be presented at the general membership meetings.

Members may request to see the minutes of any meeting of CLC provided that the secretary is given a reasonable time period to produce them for the member(s) making the request.

Section H. Voting.

A vote by mail, electronic mail, by phone, or a combination thereof, may be taken when emergencies arise. A majority vote only will be necessary to amend an adopted budget. The president may speak and vote on all questions but is not

required to do so. No member of the board of directors shall have more than one vote, even if holding two positions with a vote.

Section I. Quorum.

The quorum for a board of directors meeting will be 15 members, which will include a minimum of five elected officers.

ARTICLE X. EXECUTIVE COMMITTEE

Section A. Composition.

The executive committee will be the officers listed in Article VI., Section A.

Section B. Duties.

The executive committee will act for CLC between meetings of the board of directors or as directed by the board of directors and perform other duties including but not limited to the following:

1. Develop recommendations for consideration and action by the board of directors, as they consider necessary or important.
9. Adopt standing rules or special rules of order to govern its own proceedings.

Section C. Meetings.

Meetings of the executive committee will be upon the call of the president by mail, by electronic mail, by telephone, or a combination thereof, to all members, at least five working days in advance except in the case of emergency situations.

Section D. Minutes.

Minutes of the executive committee meetings will not be available to other than members of the executive committee.

Section E. Business.

Business may be conducted by mail, telephone or electronic means.

Section F. Quorum.

A quorum will be a majority of the executive committee members.

ARTICLE XI. COMMITTEES

Section A. Standing Committees.

With the exception of rules governing the Gavel Club, standing committees for the year starting 1 July will be named by the president-elect at the March general membership meeting. Additional committees may be added by the president with board of directors' approval.

Section B. Members of standing committees.

The chairs will be appointed by the president-elect and will serve for the next fiscal year. The chairs of the committees will appoint members to their committees unless otherwise provided for in these bylaws.

Section C. Duties of standing committees.

The duties of standing committees will be established by the board of directors and included in the manual of procedures, except for those standing committees with duties established in these bylaws.

Section D. Terms of standing committees.

The term of one fiscal year will begin on 1 July through 30 June.

Section E. Special committees.

The president or the board of directors may appoint special committees to conduct studies of matter of special interest to CLC and invite members of special

committees to present their recommendations during a specified part of a board meeting.

ARTICLE XII. PARLIAMENTARY AUTHORITY

The current edition of **Robert's Rules of Order, Newly Revised** will govern all of the proceedings of CLC, including its committees and board of directors, in all matters not covered by these bylaws or special rules of order established by the members.

ARTICLE XIII. AMENDMENTS

This constitution and these bylaws may be amended at any general membership meeting of CLC by a two-thirds vote of the members present and voting provided that members will have been given at least two weeks previous notice of the proposed change(s). Any proposed amendment to the bylaws must have been submitted to the bylaws committee at least two months before the general membership meeting at which the change(s) will be voted upon. The bylaws committee will review proposals by individuals and suggest changes in wording but may not stop a proposed amendment from being considered at a general membership meeting. The board of directors may submit amendments or comment on those made.

ARTICLE XIV. DISCIPLINARY PROCEDURES

In any disciplinary procedure, CLC will be guided by the procedures in the current edition of **Roberts Rules of Order, Newly Revised**, or, as otherwise prescribed by law.

ARTICLE XV. INDEMNIFICATION

Officers and directors of CLC will be indemnified to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act, as it most recently exists.

Revision date: Thursday, 20 March 1997 General Membership Meeting

Revision date: Thursday, 12 June 2003 General Membership Meeting

Revision date: Thursday, 15 April 2004 General Membership Meeting

END

REVISED AND AMENDED CLC CONSTITUTION

AND BYLAWS