

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

July 1, 2024

CLC CONSTITUTION & BYLAWS

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*Includes "Acting" Positions

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

DEFINITIONS

1. "CLC" means Cancer League of Colorado, INC.
2. "Foundation" means Cancer League of Colorado Foundation, INC.
3. "Corporation" means Cancer League of Colorado Foundation, INC.

ARTICLE I. NAME

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

ARTICLE II. OBJECT

The object of the CLC 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. CLC is incorporated in the State of Colorado and has been designated by the IRS as a tax-exempt organization.

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. To this end, CLC welcomes all interested parties to become partners in sharing the mission and pursuit of this important goal.

ARTICLE IV. MEMBERS

Section A. Definition.

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

Section B. Classification.

There will be three classifications of membership:

1. REGULAR MEMBER.

An individual who donates and expresses support of the mission and goals of CLC.

2. LEGACY LIFE MEMBER.

An individual who has made a specific donation of a certain amount and expressed support of the mission and goals of CLC. This category is no longer joinable after June 30, 2024.

3. HONORARY MEMBER.

A class of membership conferred upon an individual.

ARTICLE V. DUES and FINANCES

Section A. DUES.

1. Amount.

Membership dues, if any, will be determined by the board of directors at a meeting annually. The board may vote to forego or reinstate collection of membership dues at any time.

2. Due and Payable – Renewing Members.

The dues, if any, for renewing members are payable annually prior to the 30th day of the first month following the anniversary date of their membership unless otherwise determined by the board of directors.

3. Due and Payable – New Members.

Dues, if any, for new members are payable at the time of joining.

Section B. FINANCES.

1. Fiscal year

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

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 (or acting president-elect, if applicable), treasurer and treasurer-elect (or acting treasurer-elect, if applicable) will be on file as authorized signers with all financial institutions 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 obtaining passwords and PINs. Such passwords or PINs will be given to the treasurer-elect (or acting treasurer-elect, if applicable) by the treasurer for the treasurer's (or acting treasurer-elect's) emergency use with the advance approval of the president. The president will review check and deposit registers monthly and a board of directors' appointee shall review and approve all bank account reconciliations quarterly, as prepared by the treasurer.

3. Budgets

- a. The annual operating budget will be completed by a budget committee and submitted for board approval at the August meeting. The budget committee will be chaired by the treasurer -elect (or acting treasurer-elect, if applicable). The president, president-elect (or acting president-elect, if applicable), treasurer, and immediate past treasurer(see Article VI. Section D) will be the other members of the budget committee.
- b. A budget for each fund-raising activity at which CLC is financially at risk for a total cost of \$5,000 or more shall be prepared by the appropriate officer or committee chair and presented to the board of directors for approval prior to any expenditure (s) for any such activity. Other fund-raising activities where the CLC is at risk for less than \$5,000 shall

have a budget prepared by the appropriate officer, committee chair or event chair and approved by the president.

4. Distribution of funds.

- a. Funds received from fund-raising activities, memorial donations contributions and reciprocal credits, less expenses, will be used to support cancer research and services for cancer patients and their families in Colorado, as recommended by the funds allocation committee and as approved by the board of directors. The board of directors will determine which funds received will be considered for distribution in that fiscal year.
- b. Income from dues, if any, fees, ways and means projects and operations-specific designated grants from other sources may 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 payable 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 means, if necessary. A fund-raising activity for 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 to have an approved budget for bill payment purposes.
- d. The board of directors may credit non-designated operating income to the Funds Allocation committee for their recommendation as to distribution.
- e. Funds received by CLC may be allocated to the CLC Foundation and held in a specified investment account until such time as the funds are required for the award of grants or clinical trials or unless otherwise directed by the donor.

5. Audit.

The books of CLC will be audited annually by a certified public accounting firm, appointed by the board of directors, within four (4) months following the end of the fiscal year. Any extension of time for completion of the audit beyond the four (4) months must be approved by the board of directors.

6. Registered Agent and Principal Place of Business

The CLC's Registered Agent shall be Ellen E. Stewart, Attorney at Law, Spencer Fane LLP, and the Principal Place of Business shall be Spencer Fane LLP, 370 Seventeenth Street, Suite 4800, Denver, Colorado 80202.

7. Funds collected for a CLC sponsored event

The collection of funds for a CLC sponsored event shall be managed by CLC boardmembers. This does not restrict members, non-CLC individuals or organizations from holding events where CLC is designated as a beneficiary.

ARTICLE VI. OFFICERS

Section A. Officers

The officers of the CLC board of directors will be a president, president-elect, vice-president for membership, vice-president for membership-elect, 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 the CLC Foundation, vice-president of communications and public relations, vice-president of communications and public relations-elect, vice-president of fundraising, vice-president of fundraising-elect, recording secretary, recording secretary-elect, immediate past president, treasurer and treasurer-elect, subject to the following additions:

1. Only if the president also holds the position of president-elect, the officers will include an acting president-elect who will be responsible for the duties of the president-elect as outlined in Article VI., Section F., 2.
2. Only if the vice –president for funds allocation also holds the position of vice-president for funds allocation-elect, the officers will include an acting vice-president for funds allocation-elect who will be responsible for the duties of the vice-president for funds allocation-elect as outlined in Article VI., Section F., 8.
3. Only if the vice-president of corporate relations also holds the position of vice-president of corporate relations-elect, the officers will include an acting vice-president of corporate relations-elect who will be responsible for the duties of the vice-president of corporate relations-elect as outlined in Article VI., Section F., 10.
4. Only if the treasurer also holds the position of treasurer-elect, the officers will include an acting treasurer-elect who will be responsible for the duties of the treasurer-elect as outlined in Article VI., Section F., 13.
5. Only if the vice-president for membership also holds the position of vice-president for membership-elect, the officers will include an acting vice- president for membership-elect who will be responsible for the duties of the vice-president for membership as outlined in Article VI., Section F., 1.
6. Only if the vice-president of fundraising also holds the position of vice-president of fundraising-elect, the officers will include an acting vice-president of fundraising-elect as outlined in Article VI., Section F., 4.
7. Only if the vice-president of communications and public relations also holds the position of vice-president of communications and public relations-elect, the officers will include an acting vice-president of communications and public relations-elect as outlined in Article VI., Section F., 6.
8. Only if the recording secretary also holds the of recording secretary-elect, the officers will include an acting secretary-elect as outlined in Article VI., Section F., 12.
9. CLC Officers as designated by Article VI Sections A-F may be removed from office by a vote of the majority of the CLC Executive Committee at a meeting called for that purpose

whenever in the CLC Executive Committee's judgment the action is in the best interest of CLC.

Section B. Qualifications.

A nominee must be a CLC voting member to be nominated for any elected office.

No person may hold more than one CLC office at a time except as stated in Article VI., Section D. below. All candidates for elected office, prior to being placed on the election ballot, shall complete the designated qualification form or submit a current resume' in the timeframe agreed upon by the CLC board of directors.

Section C. Succession.

All officers shall be elected except president, immediate past president, vice-president for membership, vice-president for funds allocation, vice-president of corporate relations, vice-president of fundraising, vice-president of communications and public relations, secretary, and treasurer; these positions shall be filled by automatic succession of those serving in the comparable "elect" or pre- succession positions. The CLC board of directors shall ratify the selection of vice-president for the CLC Foundation and other changes to the Foundation's board of directors annually at the April meeting of the CLC board. If the CLC Executive committee fails to ratify the Foundation's election of officers, supporting reasoning information regarding the failure to ratify will be formally provided to the Foundation board and an opportunity to cure the identified causation of the failure to ratify will be provided.

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 a vote of the membership. The treasurer shall remain a member of the board of directors in a non-officer role (as immediate past treasurer) until the board of directors has accepted the annual audit. The president shall be eligible to hold concurrently the position of president-elect, the vice-president of corporate relations shall be eligible to hold concurrently the position of vice-president of corporate relations-elect, the treasurer shall be eligible to hold concurrently the position of treasurer-elect, the vice-president for membership shall be eligible to hold concurrently the position of vice-president for membership-elect, the vice president of funds allocation shall be eligible to hold concurrently the position of vice-president of funds allocation elect, the recording secretary shall be eligible to hold concurrently the position of recording secretary-elect and the immediate past president shall be eligible to hold concurrently any additional officer position. The term of the vice-president for the CLC Foundation and its board of directors shall be determined by the bylaws of that organization. The terms of the CLC Foundation and its directors will be ratified annually concurrently with the CLC election process.

Section E. Vacancy in office.

After a vacancy occurs in any officer position not filled by automatic succession, an election will be held to fill the vacancy at either the next general membership meeting or an earlier special meeting called under Article VIII, Section B. At such meeting, the nominating committee will nominate a candidate and a call for nominations from the floor will be allowed. Notwithstanding the foregoing provisions, the board of directors may declare the filling of a vacancy unnecessary if it occurs within the six (6) weeks prior to the end of the current fiscal year.

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.

The President will:

- a. Be the chief executive officer of CLC.
- b. Serve as the chair 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. Serve as a member of the following committees: funds allocation committee, budget committee, corporate advisory board, and as an ex-officio member of all other committees, except the nominating committee. However, if the president also holds the position of president-elect, the president will serve as a member of the nominating committee in the president-elect position.
- f. Appoint or recall, chairs of standing committees as necessary during the one-year term beginning 1 July.

The President-Elect (or acting president-elect, if applicable) will:

- a. Preside at all board of directors and general membership meetings in the absence of the president.
- b. Serve as a member of the executive committee of the board of directors.
- c. Announce at the April general membership meeting the standing committees for the year starting 1 July through 30 June and identify the names of the chairs already selected. If chairs are not yet selected, announce the names of the chairs no later than at the next scheduled general membership meeting.
- d. Announce at the December board meeting and general membership meeting those nominations for the nominating committee will be open through the end of March.
- e. Serve as a member of the following committees: long range planning committee, bylaws committee, funds allocation committee, budget committee, corporate advisory board, and the nominating committee unless these duties have been assumed by an acting president-elect, in which case the acting president-elect will serve as a non-voting member of the nominating committee.
- f. Be an ex-officio member of all committees other than those listed in 2.e. above.
- g. Provide a ballot for the election of funds allocation committee members-at-large in accordance with Article VI, Section F., 7., b.

The Vice-President of Fundraising will:

- a. Serve as a member of the executive committee.
- b. Have responsibility for coordinating with each event Chair all fundraising activities including scheduling, sponsorships, budgeting, volunteers and publicity/marketing.
- c. Keep a fundraising event calendar for year.
- d. Support and track fundraising and commemorative activities

The Vice-President of Fundraising-Elect (or acting vice-president of fundraising-elect, if applicable) will:

- a. Assist the vice-president of fundraising as requested.

The Vice-President Communications and Public Relations will:

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

- b. Be responsible for the uniform presentation of the CLC image (branding), quality of outgoing correspondence and press releases.
- c. Coordinate all communication lines with CLC, including but not limited to internal and external advertising, content of the web-site, member communications (including the newsletter, member directory, e-mail tree and evites), event marketing, social media sites, marketing database and printing services.

The Vice-President of Communications and Public Relations-Elect (or acting vice-president of communications and public relations-elect, if applicable) **will:**

- a. Assist the vice-president of communications and public relations as requested.

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 (or acting vice-president for funds allocation- elect, if applicable), the immediate past chair of the funds allocation committee, the immediate past president of CLC, the treasurer, the treasurer-elect (or acting treasurer-elect, if applicable), the president and president-elect (or acting president- elect, if applicable), a community representative and six (6) members-at-large, each of whom shall be a voting member of the committee. Three (3) members-at-large will be nominated in March and elected at the April general membership meeting to serve two-year terms. An additional member-at- large may be appointed by the President at the beginning of each fiscal year and shall serve a one-year term.
- c. Conduct an orientation program for members of the funds allocation 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.
- e. Recommend, for board of directors' approval, members of the scientific advisory board as vacancies occur, as well to increase or decrease the number of members of the scientific advisory board as deemed necessary by a vote of the funds allocation committee.
- f. Arrange for all meetings 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.

The Vice-President for Funds Allocation-Elect (or acting vice-president for funds allocation-elect, if applicable) **will:**

- a. Serve as a member of the funds allocation 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.

The Vice-President of Corporate Relations will:

- a. Serve as a member of the executive committee.
- b. Be chair of the corporate advisory board made up of the vice-president of corporate relations-elect (or acting vice-president of corporate relations-elect, if applicable), the immediate past vice-president of corporate relations, the immediate past president, the president, the president-elect (or acting president-elect, if applicable), 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 objectives 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 corporate advisory board at the first meeting of the term.
- e. Arrange for meetings of the corporate advisory board no less than once quarterly and as often as the chair deems necessary.
- f. Coordinate all fund-raising activities of the corporate advisory 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.

The Vice-President of Corporate Relations-Elect (or acting vice-president of corporate relations-elect, if applicable) **will:**

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

The Recording Secretary will:

- a. Serve as a member of the executive committee and assist the recording secretary as requested,
- 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 (3) 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 and CLC board of directors.
- e. Keep on file all motions adopted by the executive committee and the CLC board of directors in perpetuity in the minute book for CLC.
- f. Make a recording of all board and membership meetings, to be kept for one year.
- g. Keep a timeline or calendar for all key dates/activities for CLC (i.e. election dates, new officer transition dates, membership meeting dates, tax and report filing dates and grant due dates).
- h. Keep a master list of all current elected officers and their terms, standing committees, event chairpersons and members.

The Recording Secretary-elect will:

- a. Record the proceedings of the board of directors' meetings, executive committee and general meetings, as requested,
- b. Confirm the presence of the required quorum,
- c. Forward a copy of the recorded meeting minutes to the President within three (3) weeks after the meeting, as requested.
- d. Forward copies of minutes to the board of directors prior to the next board, Meeting,
- e. Keep a timeline or calendar for all key dates/activities for CLC (i.e., officer election dates, new

officer transition dates, membership meeting dates, tax and report filing dates and grant due dates),

- f. Keep a master list of all current elected officers and their terms, standing committees and members and event chairpersons.

The Treasurer will:

- a. Serve as a member of the executive committee.
- b. Serve as a member of the following committees: budget committee, funds allocation committee, spring benefit committee, and corporate advisory board.
- 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.
- f. 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.
- j. Keep all financial records of interest and copies of all reports filed with local, state and federal governments.
- k. Be responsible for the renewal of State raffle licenses and quarterly raffle financial statements and renewal of sales tax licenses and payment of taxes as required.
- l. During the fiscal year immediately following the year of service as treasurer, serve as a member of the board of directors in a non-officer role (immediate past treasurer) until the board of directors has accepted the annual audit for the fiscal year of service as treasurer, and also serve as a member of the budget committee.

The Treasurer-Elect (or acting treasurer-elect, if applicable) will:

- a. Serve as chair of the budget committee as defined in Article V., Section B., 3.
- b. Present to the board of directors for approval at the August board meeting, the proposed annual operating budget.
- c. Periodically review the operating income and expenses compared to the approved budget with the treasurer.
- d. Be a member of the spring benefit committee and be in charge of the cashiering function for the auctions at the spring benefit and other events as requested by president.
- e. Assist the treasurer, as requested.
- f. Serve as a member of the budget and the funds allocation committee.
- g. Serve as CLC's designated games manager and attend relevant training sessions offered by the State of Colorado.
- h. Ensure that the treasurer and board of directors are covered by liability insurance and a crime policy with coverage not less than the largest balance in all bank accounts expected during the fiscal year.

The Vice-President for the CLC Foundation will:

- a. Serve as a member of the executive committee.
- b. Be president and chair of the board of the Cancer League of Colorado Foundation, Inc. as

elected by the Foundation's bylaws.

- c. Serve as a member of the CLC board of directors
- d. Actively promote the mission and spirit of the Cancer League of Colorado Foundation as set forth in its Bylaws and Articles of Incorporation.

The Immediate Past President will:

- a. Serve as a member of the executive committee, corporate advisory board, and serve as an ex-officio member of all standing committees except nominating, unless elected.
- b. Advise the board of directors, as requested.
- c. Serve as Chair of the Long-Range Planning Committee

The Vice-President for Membership will:

- a. Serve as a member of the executive committee.
- b. Be responsible for recruiting and retaining CLC members.

The Vice-President for Membership-Elect (or acting vice-president Membership, if applicable) will:

- a. Assist in maintaining a list of members by class, and a list of those who have resigned
- b. Preside over any membership committee meetings in the absence of the vice-president for membership.
- c. Serve as the new member liaison.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section A. Nominations.

1. Nominating Committee.

The nominating committee shall consist of no fewer than seven (7) members including the president-elect (or president, as provided in Article VI., Section F.1.e.) and the immediate past chair of the nominating committee. No member other than the chair, who serves again as immediate past chair, or the CLC president, if also holding the position of president-elect, shall serve on the committee more than one year in succession.

a. Election of nominating committee.

In March, the president shall ask members to suggest to the president-elect (or acting president-elect, if applicable) a minimum of five (5) members to serve on the nominating committee for the upcoming fiscal year. Nominations may be received electronically and will close at the end of the March. This deadline may be extended, if necessary, for cause. At the April meeting, the president-elect (or acting president-elect, if applicable) 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. The newly elected nominating committee will elect its chair who will serve on the upcoming CLC board of directors.

Vacancies in the nominating committee shall be filled by action from 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. not covered by an elect or pre- succession position, excluding the Vice-President for the CLC Foundation. The slate of officers nominated by the current nominating committee shall be sent or made available to the general membership no less than 15 calendar days prior to the April election of officers. The nominating committee shall obtain acceptance, in writing, from any person nominated for elected office. The nominating committee shall provide, at the April meeting, a ballot containing the names of Board nominees of the nominating committee with spaces for the names of persons nominated from the floor.

2. Additional nominations.

Nominations from the general membership may be made at the time of the election providing that a member has accepted the nomination, in writing, for an office.

Section B. Election of Officers.

The officers not covered by an elect or pre-succession 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 two (2) general membership meetings shall be held in each fiscal year. One meeting of the two (2) will be held annually in April for the purpose of conducting elections for the upcoming fiscal year.

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 (10) calendar days' notice to all the members in writing,by electronic mail or by telephone.

Section C. Voting.

All CLC members shall have full voting rights at each membership meeting, except for honorary members. (See Article IV)

Section D. Quorum.

A quorum shall be 10 members that include, at a minimum, a group of five (5) members of the CLC board of directors comprised of no less than three (3) officers and no more than two (2) past presidents.

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. The officers listed in Article VI., Section A.,
- b. Chairs of standing committees,
- c. The chair of nominating committee, and
- d. The chair of the Gavel Club, the members of which include the past president of CLC.

Section B. Qualifications.

A member occupying a position listed in Article IX, Section A is automatically qualified to serve on the board.

Section C. Officers.

The officers of the board of directors will be the same as those listed in Article VI., Section A.

Section D. Duties of the Board of Directors.

The board of directors shall be the governing body of CLC. Duties shall include but not 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 board of directors meeting.
3. Determine the dues, if any, for CLC membership and the amount of any fees at the board of directors meeting held in September.
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 VI., 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 and any duties of the 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 CLC constitution and bylaws, upon request.

Section E. Meetings.

The board of directors or the executive committee shall meet monthly at times and places designated in advance by the president, or their designee, with notice sent to CLC members either by phone, electronic mail, by mail, or a combination thereof no less than 15 calendar days prior to the subject meeting. Any CLC member may attend a board of directors meeting as an observer.

Section F. Special Meetings.

Special meetings to approve an unanticipated action or to resolve a special problem may be called by the president or any five (5) members of the board of directors by sending notice to CLC members either by mail, electronic mail, telephone, or a combination thereof, at least five (5) working days in advance.

Section G. Minutes.

Minutes of regular and special meetings shall be taken by the recording 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 recording secretary is given a reasonable time period to produce them for the member(s) making the request.

Section H. Voting.

A quorum vote is required for all issues. 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.

Members of the board of directors and all other members may participate in all meetings including those held in person, telephonically or by any other electronic or virtual online format available and designated by the President. Executive committee meetings are attended by executive committee members solely. The board of directors and general membership may vote in person, via telephone or other electronic means designated by the board of directors and as outlined in the description of their duties as outlined in ARTICLES IV, VI and IX of these bylaws.

The president shall have the option to request a vote by the directors via email if the president determines that the vote on specific issue(s) should not be delayed until the next regularly scheduled meeting. Directors shall be given three (3) business days, not counting the day the request is transmitted, to respond to a request for an electronic vote on the issue. For purposes of electronic votes, a quorum shall be considered the then current membership of the board of directors.

Section I. Quorum.

The quorum for a board of directors meeting will be 15 current board members that include, at a minimum, a group of five (5) members comprised of no less than three (3) officers and no more than two (2) past presidents.

ARTICLE X. EXECUTIVE COMMITTEE**Section A. Composition.**

The executive committee will be comprised of Officers and excludes Acting and Elect positions as listed in Article VI., Section A. The Executive Committee includes the Acting President-Elect, the Immediate Past President and the VP of the Foundation.

1. Executive committee members may designate a proxy for voting purposes or a designee to attend executive committee meetings without voting power to represent their specific area of responsibility, as necessary in their absence.

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.
2. 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, with notice sent by mail, electronic mail, telephone, or a combination thereof, to CLC members, at least five (5) 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

- a. Executive committee meetings are scheduled with appropriate notice as provided for in Article IX, Section E of these bylaws when issues requiring Executive Committee action are identified. These meetings are special, confidential meetings and are generally held for discussion and solution of sensitive, personnel or legal matters.
- b. Business may be conducted by mail, telephone or electronic means.

Section F. Quorum.

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

Section G. Proxy

Executive committee members may designate a proxy for voting purposes or a designee (without voting power) for the purpose of representing their specific area of CLC responsibility at an executive committee meeting, if necessary.

ARTICLE XI. COMMITTEES

Section A. Standing Committees.

Except for rules governing the Gavel Club, standing committees for the year starting 1 July will be named by the president-elect (or acting president-elect, if applicable) at the April 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 (or the president if also holding the position of 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 unless otherwise established in these bylaws.

Section E. Special committees.

The president or the board of directors may appoint special committees to conduct studies of matters of special interest to CLC and invite members of special committees to present their recommendations during a specified part of a board of directors 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 previous notice of the proposed change(s) will have been sent to the members at least 15 calendar days prior to the general membership meeting. Any proposed amendment to the bylaws submitted to the bylaws committee at least two (2) months before a general membership meeting must be presented to the members for consideration at such general meeting. 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 proposed.

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 these bylaws, or by law.

ARTICLE XV. INDEMNIFICATION

Officers and directors of CLC will be indemnified to the fullest extent permitted by the Colorado Revised Non-Profit Corporation Act, as it existed on March 20, 1997, the date that these constitutional revisions and amended bylaws were initially adopted, and as the Colorado Non-profit Corporation Act may be amended from time to time.

ARTICLE XVI. DISSOLUTION

In the event of dissolution of the CLC entity, remaining assets shall be distributed to the Foundation. If the Foundation is not in existence at the time of CLC Dissolution, assets will be distributed to organization(s) with the same or similar purpose in accord with the Colorado Non-Profit Corporation Act's guiding language.

REVISION LOG

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
Revision date: Thursday, 16 April 2009 General Membership Meeting
Revision date: Thursday, 18 March 2010 General Membership Meeting
Revision date: Thursday, 17 March 2011 General Membership Meeting
Revision date: Thursday, 14 April 2011 General Membership Meeting
Revision date: Thursday, 21 March 2013 General Membership Meeting
Revision date: Thursday, 20 March 2014 General Membership Meeting
Revision date: Thursday, 16 March 2017 General Membership Meeting
Revision date: Thursday, 22 March 2018 General Membership Meeting
Revision date: Thursday, 16 September 2021 General Membership Meeting
Revision date: Thursday, 28 April 2022 General Membership Meeting
Revision date: Thursday, 26 October 2022 General Membership Meeting
Revision date: Thursday, 18 April 2024 General Membership meeting

END

**REVISED AND AMENDED CLC CONSTITUTION
AND BYLAWS**