

**BY LAWS
OF
SENIORS OUTDOORS! SM**

AS ADOPTED JULY 30, 2008

ARTICLE 1 – ORGANIZATION AND PURPOSE

- 1.1 The club shall be known as “**SENIORS OUTDOORS! SM**” and may be referred to as “**CLUB**” herein. It is a volunteer, non-profit social club established in 1998.
- 1.2 The **CLUB**’s purpose is to promote and provide outdoor recreational activities for its members and more specifically to provide activities of interest to senior citizens.
- 1.3 **SENIORS OUTDOORS! SM** shall be organized as an “unincorporated non-profit association” under Colorado Title 7 Article 30 and other applicable statutes of Colorado law.
- 1.4 **SENIORS OUTDOORS! SM** is non-political and shall not take nor endorse a position on nor provide a forum for discussion of any political, recreational, environmental or other local or non-local issues, unless such issue significantly and directly impacts the **CLUB**’s ability to achieve its purpose. A forum includes use of **CLUB** meeting time, **CLUB** publications or the **CLUB** website. The intent of this Article is to avoid controversial issues that may divide the membership and thus weaken the **CLUB**. Within the above constraints, the Board, at its discretion, may allow members and non-members to disseminate information by passive means.
- 1.5 Article 1.4 notwithstanding, **SENIORS OUTDOORS! SM** may provide financial donations and other support to recognized, local non profit organizations which support outdoor recreation. Such support will be for the general support of the organization and not earmarked for specific purposes.
- 1.6 **SENIORS OUTDOORS! SM** will not provide a forum for individuals or companies purposely marketing or selling products or services.

ARTICLE 2 – MEMBERSHIP AND FISCAL YEAR

- 2.1 Membership is open to any person 50 years of age or older, and a member’s spouse who is under age 50, and others under age 50 with Board approval.
- 2.2 Membership requires a completed **CLUB** membership form, payment of **CLUB** dues, a signed **CLUB** liability waiver and agreement to comply with the **CLUB**’s By Laws and Standing Club Rules.
- 2.3 The Board of Directors, at their discretion, may deny or revoke membership for an individual by a vote to this effect of at least 75% of the full Board’s members, provided the individual has been notified and given an opportunity to appear before the Board. Such notice is to be given by certified mail thirty (30) days in advance of the vote.
- 2.4 The fiscal and membership year for the **CLUB** shall run from July 1st though June 30th.
- 2.5 The Board will establish the membership dues, as approved by 75% or greater vote of the full Board of Directors.
- 2.6 The Board of Directors may establish life and honorary members at its discretion, and waive the payment of dues for these members.

ARTICLE 3 – BOARD OF DIRECTORS

- 3.1 The Board of Directors members shall consist of two (2) Co-Presidents, Secretary, Treasurer and Outings Committee Chair. All Board members shall be members of **SENIORS OUTDOORS!**SM in good standing.
- 3.2 The Directors will be elected in a general membership meeting to be held in the first half of the calendar year by a majority vote of the members present.
- 3.3 If there is no candidate for a Director position, that position will remain vacant until a candidate comes forth, and is elected by majority vote at a general membership meeting.
- 3.4 Shared positions: The Outings Committee Chair and Secretary positions each may be shared by two (2) persons to accommodate workload, residency, travel or other needs. In this case, the positions will be known as Co-Chair and Co-Secretary. Both persons sharing a position must be elected by majority vote per Articles 3.2 and 3.3. The Co-position holder attending the Board meeting will be the voting member and count towards determination of a Quorum. If both Co-position holders attend a Board meeting, only one of them may vote and count towards determination of a Quorum for that meeting, and they must inform the Board as to whom that will be.
- 3.5 The term of a Board member will be one (1) year, which will run concurrent with the **CLUB**'s fiscal year. There is no limit on the number of terms a member may serve in a Board position.
- 3.6 The Board may establish other Administrative Positions as needed to carry out the activities of the **CLUB**. These positions will not be voting members of the Board of Directors, but are given the right to vote under specific circumstances as described herein.
- 3.7 Responsibilities and powers of the Board of Directors are:
 - a. Ensure the organizational requirements and purpose of the **CLUB** are followed.
 - b. Provide for the leadership and general welfare of the **CLUB**.
 - c. Establish, modify and enforce Standing Club Rules as necessary.
 - d. Manage the affairs of the **CLUB** in accordance with the By Laws, Standing Club Rules and applicable laws.
 - e. Establish or abolish, define duties and fill Administrative Positions as needed.
 - f. Approve an annual budget and steward operations of the **CLUB** against this budget.
 - g. Set policies for guests and visitors to participate in club activities, including use of liability waivers.
 - h. Inform the membership on the affairs of the **CLUB**.
 - i. Provide for nomination of Board members for election for the following year.
 - j. Enter into contracts or binding agreements, or authorize any **CLUB** Administrative Position or member to enter into contracts or binding agreements on the behalf of the **CLUB**.
- 3.8 Should a Director position become vacant during the term, the remaining Board members may appoint a replacement to fill the remainder of the term by majority vote.
- 3.9 A Director may be removed only by a combined 3/4s affirmative vote at a scheduled Board meeting of all other members of the full Board of Directors and the current Administrative Positions of the **CLUB** that are present.

ARTICLE 4 – BOARD MEETINGS

- 4.1 The Board will meet at a minimum once per quarter.
- 4.2 **CLUB** Members will be given reasonable notice in advance of a Board meeting and Board meetings will be open to all members.
- 4.3 A Quorum of at least 3 Board members must be present to constitute a Board meeting.
- 4.4 Unless otherwise provided for by the By Laws, all Board decisions will be based on the majority vote of the Board members present.
- 4.5 All business conducted at the meeting shall be recorded by the Secretary as Board Minutes. These minutes will be available to all **CLUB** members at their request.
- 4.6 For matters of immediate need or emergency, the Board may conduct business by telephone and/or email without giving advanced notice. Minutes of such proceedings will be kept.

ARTICLE 5 – FINANCIAL

- 5.1 Funds received and not being employed by the **CLUB** will be deposited by the Treasurer for the benefit of the **CLUB** in a checking account or other appropriate financial instruments.
- 5.2 All disbursements of **CLUB** funds will be by the Treasurer and such other Board Members as authorized by the Board of Directors.
- 5.3 The Board at its discretion may require a Financial Bond for Directors.
- 5.4 No person authorized to disburse **CLUB** funds shall disburse funds to himself or herself, or to their relatives.
- 5.5 The Treasurer will maintain financial records that are acceptable for accounting and tax purposes.
- 5.6 The Treasurer shall provide monthly and annual financial reports to the Board.
- 5.7 The Treasurer shall be responsible for complying with any applicable tax requirements.
- 5.8 The **CLUB** received an IRS determination letter dated 03-16-2000, giving us a tax ID (EIN) of 84-1535524. This letter does not require **SENIORS OUTDOORS!**SM to file federal tax returns, although this may be required in the future should our income increase or other criteria met.
- 5.9 Per the IRS, the **CLUB** will have to file an income tax return if an interest bearing bank account is used for accumulating and dispersing funds, and/or the **CLUB** becomes an incorporated entity.

ARTICLE 6 – REMUNERATION

- 6.1 Directors, Administrative Positions and members are volunteers and shall receive no remuneration for their services.
- 6.2 Directors, Administrative Positions and members may be reimbursed for expenses incurred in carrying out their responsibilities.

ARTICLE 7 – RECORDS

- 7.1 Records and archives of the **CLUB** shall be kept in a manner prescribed by the Board which complies with legal and financial record keeping requirements.
- 7.2 Assets of the **CLUB** shall be recorded by the Treasurer showing their acquisition, custody and transfer.

- 7.3 A roster of **CLUB** members will be compiled for each fiscal year and kept with the signed membership applications and waivers for archival purposes as prescribed by the Board.
- 7.4 Waivers for non-members will be retained for archival purposes as prescribed by the Board.

ARTICLE 8 – OTHER

- 8.1 A website will be maintained for the benefit of the members.
- 8.2 Standing Club Rules shall be subservient to these By Laws, and in case of conflicts between the By Laws and Standing Club Rules, the By Laws will take precedence.
- 8.3 These By Laws will be published and made available to the members at their request.

ARTICLE 9 – ADMENDMENT OF BYLAWS

- 9.1 Proposed changes to the By Laws may be:
 - a. initiated and approved for consideration by the Board, or
 - b. initiated by any **CLUB** member, and be approved for consideration by a combined majority vote of the Board of Directors and Administrative Positions present at a regularly scheduled Board meeting, or
 - c. initiated by any **CLUB** member, and be approved for consideration by a petition signed by at least 10% of the **CLUB** members.
- 9.2 Proposed by-law changes approved for consideration must be published to the membership preceding the Board meeting in which they are to be considered. Posting the proposed by-law changes on the **CLUB** web site will fulfill the publishing requirement of this article.
- 9.3 Adoption of proposed changes to the By Laws requires approved by 3/4ths of the members of the full Board of Directors and 3/4ths of Administrative Positions present at the meeting.

End of BY LAWS