

# ***Bylaws of the Front Range Bears***

## ***Revised April 11, 2009***

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## ***The Bylaws***

### **1. NAME**

The name of the organization is "The Front Range Bears, Inc." In these bylaws, the terms "the organization," "the club," or "FRB" refer exclusively to The Front Range Bears, Inc.

### **2. PURPOSE**

The Front Range Bears is a non-profit social organization whose purpose is to foster fraternity among its members, arrange activities, and provide communications about club business and endeavors.

### **3. MEMBERSHIP**

#### **3.1 Eligibility**

Membership is open to anyone hirsute or an admirer of the hirsute who has reached the age of 21. There are no physical characteristics required for membership. All members are referred to as "Bears."

#### **3.2 Application**

Membership is contingent upon submission of an application to the Secretary, approval of the application, and payment of any dues established for the applicable class of membership.

#### **3.3 Dues**

Membership dues are reviewed annually, and are set by the Board in advance of the next membership year. This includes pro-rating or reducing dues for partial-year

memberships. Notice of renewal is given in November. No delinquent notices are sent.

### 3.4 Classes of Membership

Classes of membership are Annual, Life, Ebearitus, and Honorary.

#### 3.4.1 Annual Members

Annual Members pay dues annually to the organization. The initial term of membership extends through the last day of December of the year in which dues are first paid. Renewal of annual membership is considered continuous if dues are paid by the first general meeting of the succeeding year, or January 31st of the succeeding year, whichever is earlier.

#### 3.4.2 Life Members

Life Members are members who have paid, in advance, membership dues equal to eight years' annual dues in effect at the time of application. Life members are members for the duration of The Front Range Bears, and do not pay additional annual dues.

#### 3.4.3 Ebearitus Members

Ebearitus Members are members who have been conferred special status on an individual basis, at the discretion of the Board of Directors, as recognition for outstanding and sustained service to the organization. Ebearitus membership is conferred for a lifetime term, and such members do not pay additional annual dues.

#### 3.4.4 Honorary Members

The Board of Directors may choose to grant Honorary Memberships on an individual basis, as special recognition or for goodwill. Honorary Members do not pay dues to the organization, do not have voting rights, and may not hold an office on the Board. They are eligible for all other designated benefits regarding club activities and offers. The term expires at the end of the calendar year.

### 3.5 Contact Information

Members are responsible for notifying the Secretary of any changes of personal contact information.

### 3.6 Membership Records

Membership records are private, and must not be released to parties outside the organization unless required by law. FRB may, however, publish a member's name or contact information, publicly or privately, when specifically authorized by the member.

### 3.7 Removal

#### 3.7.1 Authority

The Board of Directors may remove a member from the rolls if that member has acted in a manner detrimental to the organization or its members. The Board may also bar any person from any club activity if that person has acted in a manner detrimental to the organization or its members.

### 3.7.2 Procedure

Before a member is removed, the following procedure must be followed:

#### 3.7.2.1 Notification

An officer of the board must give the member notice by certified mail sent to the member's last known address.

#### 3.7.2.2 Response

After receipt of notice, the member has seven days to respond. The response, or lack thereof, is considered by the Board no later than its next scheduled meeting.

#### 3.7.2.3 Consequences of Removal

If the board removes the member from the rolls, that member is barred from club activities, and dues are not refunded.

#### 3.7.2.4 Reapplication

Once removed, a former member may not re-apply for membership without the approval of the Board of Directors.

## 4. ADMINISTRATION

### 4.1 Board of Directors

The Front Range Bears is governed by a Board of Directors, herein referred to as "the Board."

#### 4.1.1 Duties

The Board administers the organization, including but not limited to overseeing event planning, managing the organization's finances, supervising club communications, and setting agendas for any meeting of the organization. The Board develops recorded policies and procedures, consistent with the bylaws, for handling club activities and administration.

#### 4.1.2 Composition

The Board comprises six members, each elected by and from the general membership for a term of two years. These terms overlap, so that three Board members are elected each year.

#### 4.1.3 Board Meetings

#### 4.1.3.1 Quorum

A quorum for all Board meetings is a majority of its current members.

#### 4.1.3.2 Frequency

The Board meets to conduct business at least once during each calendar month when quorum allows.

#### 4.1.3.3 Participation

Board meetings are open to all FRB members for observation. Direct participation may be limited to those members requesting it in advance.

#### 4.1.4 Vacancies

Vacancies on the Board are filled by Board appointment, from among members of the club with voting status, for the remainder of the term of the vacant position. Appointees must be ratified by two-thirds vote of the members present at the next scheduled general meeting. The Board also has the option of holding a special election to fill this position.

### 4.2 Officers

The Board consists of a President, a Vice President, a Secretary, a Treasurer and two Members-at-Large.

#### 4.2.1 Selection

Officers are selected by and from the Board. During its first meeting following an election, the Board's newly elected members and those returning in mid-term choose new officers.

#### 4.2.2 Installation

Installation of newly chosen officers officially takes place during the first general meeting following their selection. At the end of this meeting the duties of the exiting Board members is complete.

#### 4.2.3 Realignment

The Board may realign offices at any time by majority vote.

#### 4.2.4 Succession

There is no order of succession. If a vacancy occurs on the Board, the remaining board members may realign offices as provided above.

### 4.3 Duties of the Officers

#### 4.3.1 President

The President is the executive officer and presides over membership meetings and Board meetings. The President carries out the policies and decisions of the membership and the Board, consistent with the Bylaws.

#### 4.3.2 Vice President

In the absence of the President, the Vice President serves in that capacity. The Vice President also serves as Parliamentarian and performs other duties as may be assigned by the Board.

#### 4.3.3 Secretary

The Secretary records all minutes of the membership meetings and Board meetings. He is responsible for roll call when necessary, and determines quorums for all meetings. The Secretary also maintains and preserves the organization's membership data, legal documents, important correspondence and general files.

#### 4.3.4 Treasurer

The Treasurer maintains accurate and complete records of the finances and all accounts of the organization. He gives a summary report to the Board and membership monthly, and a detailed report to the Board at the end of each fiscal year. The Treasurer collects and maintains records of all dues.

#### 4.3.5 Members-at-Large

Duties of the Members-at-Large are defined by the Board, and these assignments may vary according to the organization's needs.

### 4.4 Removal

#### 4.4.1 Basis

Board members, elected or appointed, may be removed by the membership whenever, in their judgment, it serves the best interests of the organization. Complaints to remove may be initiated by any member with voting status, or by the Board of Directors itself.

#### 4.4.2 Complaint to Remove

A member may bring a removal complaint against a Board member by filing it in writing with the Secretary. Alternatively, a majority of the Board members may bring a removal complaint against a fellow Board member. The removal must be voted on by the membership.

#### 4.4.3 Response

In advance of any vote, the board member against whom the complaint is brought is informed of the complaint within seven days of its filing, and he has an opportunity to respond with a statement and any relevant supporting documents within seven days of receiving the complaint. The person filing the complaint has the same opportunity.

#### 4.4.4 Removal Vote

The Board places the removal complaint on the agenda for the next regularly scheduled membership meeting. Removal of a board member requires a two-thirds vote of the members present; such a vote does not constitute removal from the membership rolls.

## 5. ELECTIONS

### 5.1 Board Nominations and Elections

Annual elections to the Board are held during the November membership meeting, according to the procedures below.

#### 5.1.1 Qualification of Nominees

To qualify for nomination to the Board, a candidate must be a current FRB member, and have been a member for at least twelve of the eighteen months preceding the election.

#### 5.1.2 Period of Nomination

Nominations from the membership for elected positions on the Board of Directors open during the meeting held two months prior to the election, and close during the meeting preceding the election.

#### 5.1.3 Placing Nominations

Nominations may be made and accepted in person or by correspondence, including e-mail. Members may nominate themselves. Nominees have the right to decline their nominations.

#### 5.1.4 Insufficient Nominees

If nominations from the membership close without enough candidates to fill the number of open positions on the ballot, the Board invites qualified nominees to complete the slate of candidates.

#### 5.1.5 Candidate Statements

Candidates may submit a short biography, resume or statement to the Secretary for inclusion with informational materials sent prior to or along with the election ballot.

### 5.2 Ballots and Voting

All elections may be conducted by paper ballot or by electronic means. The Board decides which of these is the principal format for a given election, allowing reasonable time and notice for the Secretary to prepare appropriately.

#### 5.2.1 Ballot Distribution

The Secretary supervises the mailing of paper ballots or the sending of official notification of an online ballot to the entire voting membership at least three weeks prior to the scheduled membership meeting which has been designated an election meeting. In a case where the number of candidates and the number of open positions is the same, ballots are not required.

#### 5.2.2 Electronic Voting

Electronic voting must be done by one of two methods. The Secretary must either:

- (a) send ballots by e-mail, which are to be printed and returned by the voting member, according to the rules described for printed ballots, above; or
- (b) order an election to be hosted on a website owned by FRB, or an impartial outside party, which offers voter privacy and uses a voting method accessible only to eligible voting members.

#### 5.2.3 Paper Option

Members who do not have an e-mail address must be mailed printed ballots. Other members who indicate, in advance, that they choose not to vote online must be sent ballots by e-mail, which they may print.

### 5.3 Completion of Voting

#### 5.3.1 Votes Cast Online

Elections conducted online conclude at noon Mountain Time on the day of the election.

#### 5.3.2 Ballots Submitted by Mail

Printed ballots returned by mail must be received at the club's official mailing address by noon Mountain Time on the day of the election, with the voter's printed name and signature on the back of the envelope for validation.

#### 5.3.3 Ballots Submitted in Person

Printed ballots returned in person must be presented to the Secretary at the beginning of the designated election meeting, with the voter's printed name and signature on the back of the envelope for validation.

#### 5.3.4 Counting of Ballots

The Secretary appoints a team from members present to count the votes. The Secretary affirms the results and the presiding officer presents the results to the membership before adjournment.

#### 5.3.5 Elections without Ballots

In a case where the number of candidates and the number of open positions is the same, and ballots are not distributed, the candidates are ratified by the voting members present at the designated election meeting.

#### 5.4 Special Elections

Special elections, Bylaws changes and other initiatives are also conducted by ballot, using the same ballot and voting procedures outlined in this article.

#### 5.5 Custody of Ballots

Ballots and all other election records must be kept for at least 60 days after voting results are announced. Results of elections may not be challenged after this period.

### **6. MEETINGS**

#### 6.1 Scheduling

General meetings of the Membership are designated by the Board of Directors, who must announce their time and location in advance.

#### 6.2 Quorum

A quorum to conduct business at general membership meetings consists of one half of the Board of Directors and all Members present.

#### 6.3 Special Meetings

Special meetings may take place at other times as necessary or appropriate. The Board must announce their purpose, time and location in advance. Special meetings include, but are not limited to, elections, bylaws changes and other initiatives which are conducted by ballot according to their procedures as outlined in Article 5.

#### 6.4 Annual Meeting

An annual meeting is held each December, concurrent with a General meeting. The purpose of the Annual meeting is to report on the club's activities and financial status during the past year.

#### 6.5 Parliamentary Procedure

Meetings are conducted by any widely recognized standard Rules of Order adopted by the Board and referenced in their Policies and Procedures.

### **7. FINANCES**

#### 7.1 Oversight

The Board of Directors has oversight over all Front Range Bears funds and accounts.

#### 7.2 Funds and Accounts

Money, including membership dues, is collected to operate the organization and fund its endeavors. All money collected by the Front Range Bears, its committees and representatives must be deposited in accounts at insured financial institutions.

##### 7.2.1 General Fund

The Board of Directors is charged with authorizing checks for payment of expenses from the general fund.

#### 7.2.1.1 General Fund Authority

At least four Board members, one of which must be the Treasurer, have disbursement authority over the general fund.

#### 7.2.2 Octobearfest Account

The Octobearfest Committee is charged with authorizing payments for expenses from the OBF account.

##### 7.2.2.1 Octobearfest Account Authority

Disbursement authority over the OBF account consists of (a) The OBF Committee Chairman; (b) at least one other OBF committee member that the Chairman recommends and the Board approves; (c) the FRB Treasurer; and (d) at least one other FRB Board member chosen by the Board.

### 7.3 Disbursements: All Accounts

#### 7.3.1 Authorization Voucher

All disbursements must have an authorization voucher signed by two individuals who hold disbursement authority.

#### 7.3.2 Payment Methods

Payments for expenditures or reimbursements are to be made only by check. Checks must be signed by two individuals who hold disbursement authority.

#### 7.3.3 Documentation

All expenditures must have a bill, receipt, or other generally accepted documentation for bookkeeping purposes.

#### 7.3.4 Self-Authorization

Reimbursements may not be authorized by the member receiving the reimbursement.

#### 7.3.5 Household Restriction

No two persons within the same household can hold disbursement authority.

### 7.4 Withdrawal Restrictions

Withdrawal of funds from any Club account for reasons other than expenses must have prior approval of the Board. However, moving funds between accounts owned by FRB only requires supervision of the Treasurer, and communication of such transactions by him to the Board.

### 7.5 Open Records

The club's financial records must be produced at the end of each fiscal year, and made available to the membership.

## **8. COMMITTEES AND SPECIAL POSITIONS**

### **8.1 Committees**

Committees are designated by the Board, which appoints each committee's Chairman from among members of the organization. The Chairman then selects volunteers to assist him and staff the committee.

### **8.2 Special Positions**

Special positions, such as the Grizzette Editor, Webmaster, and others as determined by the Board, may be created to fulfill or direct important club functions. Individuals are appointed to these positions at the Board's discretion.

### **8.3 Reports**

Committee chairmen and special positions must make status and progress reports, at the Board's request or at intervals set by the Board.

### **8.4 Funding and Budget**

With the exception of Octobearfest, committees and special positions which require funding are given a budget determined in advance by the Board. Committee chairmen and special positions must see that their budgets are adhered to and that a full and accurate accounting is given to the FRB Treasurer. All expenses must have a bill, receipt, or other generally accepted documentation for bookkeeping purposes.

### **8.5 Octobearfest**

The Octobearfest event is a unique institution and a legacy of the founding members of the Front Range Bears. As such it is to be accorded due consideration and special regard.

#### **8.5.1 Definition and Scope**

Octobearfest (also referred to as OBF) is primarily a social event for FRB members and guests, with a format determined by each succeeding year's committee. The scope of the event may also include fund raising for its own operations, for the Front Range Bears general fund, or for charitable organizations that may be designated by the Octobearfest committee and approved by the FRB membership.

#### **8.5.2 Oversight**

The Board oversees the OBF committee, which is allowed to operate independently in the following respects:

##### **8.5.2.1 Authority**

It may make decisions relevant to its responsibilities and objectives so long as such decisions are consistent with FRB Bylaws and policies.

#### 8.5.2.2 Finances

It must be financially self-sustaining, as must the event it is commissioned to present.

#### 8.5.2.3 Bank Account

It may have a separate bank account for its purpose. This account remains part of, and is owned by, the Front Range Bears, and is subject to the terms and restrictions outlined in Article 7.

### 8.5.3 Duties of the Octobearfest Chairman

The OBF Committee Chairman must:

- (a) Provide the FRB Board with a budget for planned events;
- (b) Ensure all receipts, invoices, contracts, statements and other financial documents are submitted to the FRB Treasurer at least monthly;
- (c) Produce a final report to the Board within six weeks following the event's completion;
- (d) Confirm that all disbursements and obligations of his designated year's committee have been discharged, or, if this is not the case, specify which ones he has yet to finalize and see them to completion; and
- (e) Follow all other duties of a committee chairman as described in this Article.

### 8.5.4 Event Termination

Octobearfest can only be discontinued or terminated by a vote of the membership. To pass, the measure requires a two-thirds majority of all votes cast, and a minimum of twenty percent of the Membership eligible to vote must vote. In the event that Octobearfest ceases to exist, all money in the OBF account must be transferred to the Front Range Bears' general fund.

## 9. SYMBOLS AND TRADEMARKS

Front Range Bears, Inc. reserves the exclusive right to determine the use of all names, copyrights, symbols and trademarks developed for the organization. The power to license, sell or distribute these items remains with the Board of Directors, who is also charged with protecting them.

## 10. APPLYING AND CHANGING THE BYLAWS

These Bylaws are not subject to suspension or override, and may only be changed through amendment or revision by a vote of the membership, as described below. The text of proposed Bylaws changes must be distributed to all members at least thirty days before the scheduled vote.

## 10.1 Amending the Bylaws

With amendment, only specific sections of the bylaws are open to change.

### 10.1.1 Proposal

Any member may propose an amendment to the bylaws by first submitting it to the Board.

#### 10.1.1.1 Consideration

The Board considers the proposal's merits. If the Board supports the proposal, it is presented to the full membership for a vote, as described in the Requirements for Adoption in this section. If the Board disapproves, the proposal is returned to the author with explanation.

#### 10.1.1.2 Direct Appeal

If the author disagrees with the Board's decision, he may then have the proposal placed on the agenda for discussion at the next membership meeting, after which a motion may be made to present the proposal to the full membership for a vote, as described in the requirements for adoption..

### 10.1.2 Requirements for Adoption

For an amendment to pass, a special election is held. All amendments must be approved by a two-thirds majority of votes cast. The following requirements must be met:

- (a) For board-referred amendments, a minimum of twenty percent of the voting membership must cast votes, and
- (b) For direct-appealed amendments, a minimum of forty percent of the voting membership must cast votes.

### 10.1.3 Separation of Amendments

If more than one amendment is proposed, each amendment is voted on separately.

## 10.2 Revision of the Bylaws

With revision, the entire document is open to review and subject to rewriting, in whole or in part.

### 10.2.1 Periodic Review

These Bylaws must be reviewed at least every five years.

### 10.2.2 Review Committee

The board forms a committee to coordinate the process of reviewing the Bylaws and to solicit suggestions for changes.

### 10.2.3 Proposals and Recommendations

For revision, members may propose changes by sending them to the Bylaws Committee or to the Board, which forwards them to the committee. The committee reviews the Bylaws and proposed changes to determine if revision is appropriate or necessary, and submits its final recommendations to the membership for a vote, as described herein.

#### 10.2.4 Requirements for Adoption

Bylaws revisions must be accepted or rejected as a whole. For a Bylaws revision to pass, a special election is held, and both the following requirements must be met:

- (a) a minimum of forty percent of the Membership eligible to vote must vote;
- and
- (b) the revision must be approved by a two-thirds majority of votes cast.