

BYLAWS

ALLENSPARK AREA CLUB, INC.

(Last revised on 7/30/2022 by EY)

ARTICLE I - NAME & SCOPE OF OPERATIONS

Section 1 - The name of this entity shall be "Allenspark Area Club, Inc."

Section 2 - The geographic scope of the Club, and the community referred to henceforth, is the region defined by the Allenspark Fire Protection District, not to preclude events or activities in immediately adjacent locations.

Section 3 - The fiscal year of the Club shall run concurrently, beginning every January 1 and ending on December 31 of the same year.

Section 4 - The Club shall not endorse any political party, candidate, or ballot issue.

ARTICLE II - PURPOSE

The purposes of the Club shall be member fellowship, community service, and community improvement, pursued in reasonably equal measure.

ARTICLE III - MEMBERSHIP

Section 1 - Membership shall be open to all who meet the following criteria:

- a) Reside in, own real estate in, or have an interest in the affairs of the geographic region defined by the Allenspark Fire Protection District (AFPD), and
- b) Pay dues, if applicable, and
- c) Be age 18 or over.

Section 2 - There shall be three types of membership:

- a) Active membership for which annual dues are required.
- b) Lifetime membership as granted by the Executive Board to persons over age 85 in good standing in the club for the previous five (5) years. Dues for such members are waived.
- c) Honorary membership as granted by the Executive Board to individuals regardless of current or prior membership, for extraordinary contribution to the Allenspark area -either distinct or sustained over time. Any Club member may nominate a candidate for honorary membership. A Board quorum and at least two-thirds of votes cast shall constitute approval, provided the nomination is received by all Board Members at least ten (10) days prior to voting. Dues for such members are waived.

Section 3 - No Club member shall be permitted to vote or hold elected office in the Club unless and until that individual is in full payment of membership dues, if applicable.

ARTICLE IV - EXECUTIVE BOARD

Section 1 - The Executive Board (hereafter: "Board") shall consist of Club members elected by the full membership. The Board shall consist of not more than seven (7) Board Members, including Officers, Directors, and the Immediate Past President (if serving). The officer positions shall be President, Vice President, Secretary, and Treasurer.

Section 2 - If so elected or appointed, the same person may serve as both Secretary and Treasurer simultaneously. This provision applies to no other positions.

Section 3 - The terms of all Board Members shall be two years, beginning on the first day of the January following their election. Appointed Board Members serve until the next election.

Section 4 - No individual serving or acting as an officer (President, Vice President, Secretary, or Treasurer) shall serve more than two successive terms in the same office.

Section 5 - The President shall preside at all meetings of the full membership and the Board, act as judge and declare the results of elections, enforce the provisions of the bylaws, and perform other such duties as the Board may request.

Section 6 - The Vice President shall have primary responsibility for managing the Club's programs and proposing plans for the location, type, and cost of meals and facilities for activities. The Vice President shall,

in the absence or inability of the President, perform the duties of the President. In addition, the Vice President shall perform such other duties as the Board may request.

Section 7 - The Secretary shall keep and preserve accurate minutes of the proceedings of the full membership and of the Board, including minutes of all Board meetings. The Secretary shall perform or delegate all Club correspondence. The Secretary shall manage all Club records except those maintained by the Treasurer and shall preserve records thereof. The Secretary may send appropriate messages in the event of illness or tragedy involving a member or a member's immediate family. In addition, the Secretary shall perform such other duties as the Board may request.

Section 8 - The Treasurer shall be custodian of all Club monetary assets. The Treasurer shall maintain accurate physical and computer records as needed, showing all Club receipts and disbursements, securely maintain Club funds in the financial institution(s) designated by the Board, and provide a written report of income, expenditures, and financial position of the Club at each regular meeting of the Board. The Treasurer shall be in control of all petty cash, be responsible for the collection of money for meals and for payment to service providers, and shall pay all bills against the Club that were included in the current Board-approved budget or upon authorization by the Board. The Treasurer shall be responsible for Club name tags and shall arrange for their issue and collection at meetings. The Treasurer shall prepare and present a proposed budget for the following fiscal year at the November board meeting. In addition, the Treasurer shall perform such other duties as the Board may request.

Section 9 - Directors shall attend Board meetings, offer advice and council, support and carry out the intentions of the Board, assist at events, and chair a Special Committee when so designated. Directors shall also perform other duties as the Board may direct.

Section 10 - Responsibilities of all Board Members:

a) The Board shall have the authority to set membership dues, establish committees and committee chairs, fill Officer and/or Director vacancies between elections, and enact policy regarding matters not specifically provided for in the bylaws,

b) Board Members shall periodically develop, and submit to the President, short and long-term plans for future development and operation of the Club, including fund raising projects,

c) Board Members shall recommend programs of speakers, entertainment, education, and fellowship in keeping with the purpose and objectives of the Club. They shall develop and submit to the Board plans for the location, type, and cost of meals and facilities for meetings and, after approval, be responsible for all necessary arrangements. They shall also appoint greeters for all meetings and ensure that speakers and guests are properly received,

d) Board Members shall be constantly alert to the needs of the Allenspark area and shall accordingly develop and submit to the Board, from time to time, recommendations aligned with Club objectives as stated in the bylaws,

e) Board Members shall have the duty and responsibility to consider removal from office any Board Member whose actions are contrary to the bylaws or who reflects adversely upon the reputation or programs of the Club. Voting on such removal shall be by ballot received by all Board Members, including the Member under review, at least ten (10) days prior to the date set for counting the ballots. Members may cast their vote by mail or electronically, provided it is received before the time specified. A quorum and at least two-thirds of the votes cast is required for removal, and

f) Board Members shall have the duty and responsibility to terminate Club membership of any general member for cause. Any member being so considered shall have the right to be present or represented at any Board meeting where such action is proposed or debated. Voting on termination shall be by ballot received by all Board Members at least ten (10) days prior to the date set for counting the ballots. Members may cast their vote by mail or electronically, provided it is received before the time specified for counting. A quorum and at least two-thirds of the votes cast is required for termination.

ARTICLE V - ELECTION AND APPOINTMENT OF BOARD MEMBERS

Section 1 - An election of Board Members shall be held every even year.

Section 2 - Prior to October of an election year, the Board shall prepare a list of candidates for all positions, with the exception of Immediate Past President.

Section 3 - In October of an election year, the Secretary shall furnish to each member a ballot with the names of all candidates and positions sought, space for write-in candidates, and voting instructions, using either physical mailing or electronic means.

Section 4 - Members may submit their ballots by mail, in person, or electronically.

Section 5 - As soon as practical, the Board shall count the returned ballots and announce the results to the President and subsequently to the full membership.

Section 6 - In the event that any Club election, Board Member or otherwise, results in a perfect tie, the winner(s) shall be decided by coin toss.

Section 7 - Should the number of serving, capable, and available Board Members fall beneath the number required for a quorum, by majority vote remaining Board Members shall restore the quorum by filling vacancies by appointment.

ARTICLE VI - BOARD VACANCIES

Section 1 - President: a vacancy in the office of President shall be filled by the Vice President, and a vacancy shall be declared in the office of Vice President.

Section 2 - Vice President: a vacancy in the office of Vice President shall be filled by a majority vote of the Board of Directors where a quorum is present and voting. A vacancy in the office of Vice President occurring fewer than two months prior to the end of the term shall remain vacant.

Section 3 - Other Elected Officials: Notice of a vacancy in other elective positions shall be given to members of the Board of Directors in the Call to its next meeting following the occurrence of the vacancy. The Board of Directors shall fill vacancies in the elective positions by majority vote where a quorum is present and voting.

Section 4 - In the event a quorum does not exist, a majority vote of existing Directors will prevail.

ARTICLE VII - DUES AND OTHER REVENUES

Section 1 - Dues shall be set by the Board and shall be due on January 1. Dues shall be considered delinquent on March 1, resulting in lapse of membership. New members who pay on or after October 1 of any year shall have membership until December 31 of the following year.

Section 2 - If and when a need arises for funds in addition to membership dues, the Board shall bring the matter to the attention of the full membership for such action as the full membership may deem necessary.

Section 3 - Excepting membership fees, no action shall be taken which may subject the Club, or any individual, to any liability other than voluntary contributions.

ARTICLE VIII - COMMITTEES

Section 1 - The Board shall re-establish the following Standing Committees each year: Financial Review, Founders' Award, Programs, and Scholarship.

Section 2 - Committee chairs shall select committee members.

Section 3 - The Board may appoint an ad hoc Special Committee at any time to serve a specific function deemed necessary. A Special Committee shall not serve beyond the fiscal year in which it is appointed, unless and until it is reappointed by the Board.

Section 4 - A Special Committee meeting shall be held at such times and places, and in such a manner including the use of technology, as designated by the Chair of that committee.

ARTICLE IX - MEETINGS

Section 1 - Monthly Gatherings, attended by the general membership and their guests, shall generally be held once per month at such times and places as decided by the Board. While Monthly Gatherings are typically physical gatherings, technology-enabled virtual participation is recognized.

Section 2 - Board meetings shall generally be held once per month at such times and places as decided by the President. Board Members may attend in person or using telecommunications technology. All Board meetings shall be open to any member who wishes to attend.

ARTICLE X - QUORUMS & VOTING

Section 1 - Excepting Board elections and bylaw amendments as described in Articles V and X respectively,

any voting action by the full membership shall be valid and binding with:

- a) a quorum of at least twenty (20) members present physically or virtually, and
- b) a majority vote of those participating in the voting.

Section 2 - Any voting action by the Board shall be valid and binding with:

- a) a quorum of at least five (5) Board Members present physically or virtually, and
- b) a majority vote of those participating in the voting.

Section 3 - Any voting action by a committee shall be governed by a majority vote of those participating in the voting.

ARTICLE XI - AMENDMENTS

Section 1 - Amendments to these bylaws shall be proposed through the Board. A quorum and at least two-thirds of votes cast shall constitute approval, provided the proposal is received by all Board Members at least ten (10) days prior to voting.

Section 2 - Approved proposals shall be sent to the full membership for ratification. The proposed amendments shall be provided to each member in written form, by regular mail or electronically, with voting instructions. Members must be provided with at least ten (10) days' notice, and may vote either by mail, in person, or via electronic means.

Section 3 - Ballots and ballot-equivalent responses shall be counted by the Board. If ratified by a majority of the ballots/responses received within the specified time, the amendment(s) shall be effective immediately or on the date specified in the proposal.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The most current edition of Roberts Rules of Order, Newly Revised, shall govern the proceedings of this organization in all cases not provided for in these bylaws.

ARTICLE XIII - DISSOLUTION

In the event of Club dissolution, account balances and financial records for the then and past six years, after payment of all outstanding expenses, shall be assigned to the Allenspark Fire Protection District. No assets, financial or otherwise, shall be distributed to any member or officer of the Club.

Amended: February 1977, March 1977, November 1982, June 1989, October 1989, January 1991, March 2002, June 2021 (major revision by vote of full membership; changes effective January 1, 2022), July 2022 (new Article VI and subsequent article renumbering)

STANDING RULES

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Activities: The following events shall be considered by the Programs Committee annually: AFD, Appreciation Day, Diversion Day, Highway Cleanup, and Pancake Breakfast.

Alcoholic beverages: At Club events, no minors will be served, there will be a limit of three drinks per person, there will be a limit of one ounce of hard liquor per drink, a Board Member must be present at all times, and the bar will close, at the latest, upon completion of food service. This policy does not apply to Club events where alcoholic beverages are served by a commercial establishment.

Amendments to Standing Rules: Standing Rules may be changed at any time by the Board, provided the requirements in Article X (Quorums & Voting), Section 2 of the Bylaws are met.

Founders' Award: This was created in 1972 at the inception of the Allenspark Area Men's Club (now Allenspark Area Club) to honor anyone who has "made a major contribution to better living in our community." The Club has no obligation to award, but historically has done so almost every year with a signed Certificate of Award, typically at the annual summer BBQ. Anyone, including non-members, may nominate. A nominee does not need to be a Club member and may be an individual, couple, group, or entity with no restriction regarding residency. The Board may solicit and award nominations per Article VII, Section 1, which must include the reasons the nominee(s) should receive the award. Factors for consideration include but are not limited to personal contribution or organization of time, money, or service to the Allenspark Area Club, AFD, Allenspark Wind, Hilltop Guild, The Old Gallery, water district, religious organization, communications, public works, medical service, emergency service, fire mitigation, forestry, environment, senior citizen service, community facilities, fellowship, and historical preservation. Awards for activity that is primarily commercial or for salary, profit, or gain are not permitted.

Guest hosting: For guests who are prospective members, the Club will pay ½ of the cost for one time attendance at luncheon, dinner, or other event.

Immediate Past President: A person elected to the office of President may serve, voluntarily and unopposed, on the board for one full term following the election of the next President. Should this person be unable or choose not to serve, the Board shall appoint a new Director to fill the vacant position.

Meeting dates: The Board will strive to schedule most Monthly General Membership meetings (monthly in the summer, bi-monthly in the winter) on either a second Tuesday or a second Saturday.

Memorials: A memorial donation in the amount of \$100 shall be made in the name of any Club member upon their death. A communication explaining the memorial, with suggestions of recipients, shall be sent to the family and the family may chose the organization to receive the memorial. If there is no response within thirty days, a second communication shall be sent. If the Club has not received any instructions within thirty days after the second attempt, the donation shall be placed in the Club scholarship fund.

Restricted funds: Funds which have been designed as restricted for a specific purpose may not be used for any other purpose, unless an exception for a special-case is approved by two-thirds of all currently serving Board Members.

Scholarship grants: The Board shall maintain a separately accounted Scholarship Fund, at a minimum balance of \$1000, from which to make educational grants. While it is historically a goal of the Club to make these grants annually, nothing obligates the Club to do so and the Board reserves the right to continue, expand, or terminate the program at any time.

Any student with a permanent or part-time residence within the Club boundaries, or any relative of a Club member, is eligible. Historically, priority has been given to high school seniors or recent high school graduates with an immediate relationship (e.g., child, grandchild, or dependent) to a Club member. A grant may be given for study at or with any accredited two-year, four-year, or vocational institution, or for any certification program required for licensed employment. Students studying in only unaccredited programs are not eligible. A grant may be awarded for any period of study; however, having once been awarded a grant, a recipient is ineligible for further grants. Grants are not transferable; however, once approved a grant may be placed on hold for up to twenty-four months following the month of awarding if the student's plans change. If an applicant is related to a currently serving Board Member, the applicant is eligible to receive a grant only if the relative Member is recused from evaluating all applications received that year.

Grants may be in any amount, but historically have been at least \$500. A student must submit a completed application to be considered. The Board may award a grant to any student who is deemed deserving; the Board is encouraged but not required to consider financial need and academic achievement. Scholarship recipients and their families shall be invited to a Monthly Gathering (the August BBQ if possible) and the recipient's meal expenses shall be paid out of the Scholarship Fund.

The Board shall decide the number of grants to be awarded in any year, considering the number and quality of applications, amount of funds available, and other applicable factors. Applications must be received by the Board by March 31 of each year to enable award payment by May 31. If no applications are received by March 31, the AAC Board may extend the deadline, defer award(s) until the following year, or make no award that year. The Board may decline to award a scholarship in any year, for any reason.

Amended: February 2000, August 2008, May 200, February 2010, May 2010, June 2010, June 2021 (major revisions and combined Bylaws and SRs, approved by full membership), October 2021 (Founders' Award, Meeting Dates), March 2022 (Guest hosting)