

**BYLAWS**  
**CONIFER NEWCOMERS AND NEIGHBORS (CN&N)**  
**NONPROFIT**

**ARTICLE I - NAME**

The name of the organization shall be Conifer Newcomers and Neighbors, thereafter referred to as CN&N. CN&N is a Colorado Nonprofit corporation run by volunteers with tax-exempt status under Section 501(c)(4) of the Internal Revenue Code.

**ARTICLE II - PURPOSE**

The primary purpose of CN&N is to promote social welfare by furthering the common good and general welfare of the surrounding communities. CN&N works to promote intellectual growth through educational programs for our membership, to engage in social activities, to give back to the community, and to provide support and assistance in the integration of newcomers to the area.

An additional aim of CN&N is to provide friendship and personal growth for our members through CN&N general meetings and Interest Groups.

**ARTICLE III – MEMBERSHIP**

**Section 1. Membership Eligibility**

- a) Payment of annual membership dues is required to be a member in good standing.
- b) Membership includes a non-voting spouse or partner.
- c) Residents/guests interested in joining CN&N may attend a maximum of two (2) CN&N general meetings, or activities, to acquaint themselves with CN&N, but must become a member to continue to attend CN&N functions.
- d) CN&N shall not discriminate based on race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

**Section 2. Membership Dues**

- a) The membership year runs from August 1st to July 31st.
- b) The amount charged for membership dues is recommended by the CN&N Board and approved by the membership.
- c) Individuals, new to CN&N, may join and pay their membership dues anytime during the year.

- d) Renewing members must pay their membership dues by the end of the October CN&N general meeting, or they will be removed from the CN&N membership roster.
- e) Renewing members who pay after the October CN&N general meeting will be assessed a late fee and will be reinstated to the CN&N membership roster.

### **Section 3. Membership Roster**

- a) CN&N shall keep a Membership Roster.
- b) The member information provided to CN&N on the membership form is listed in the Membership Roster and is used for CN&N organization purposes.
- c) The Membership Roster shall solely be used for CN&N business. At no time shall the Membership Roster be released or shared with any other organization or individual.
- d) The Membership Roster may not be used by any member for business, religious or political purposes.
- e) All communications distributed to the entire Membership Roster, excluding the CN&N Newsletter, must be approved by two members of the CN&N Board prior to distribution.

### **Section 4 - Member Conduct**

- a) Members shall be respectful, inclusive, and treat others with kindness and dignity.
- b) Members shall refrain from disruptive behavior, personal attacks, rude comments, or defamatory statements, either in person or in writing.
- c) Member information may not be used by any member for distribution of personalized messages or information, including business, religious, or political purposes.
- d) Whenever an officer or member has a financial or personal interest in a matter coming before the CN&N Board or the membership, the affected person shall a) fully disclose to the CN&N Board the nature of the interest and b) withdraw from discussion, lobbying and voting on the matter.

### **Section 5. Removal from Membership**

- a) Any member may be removed from membership for cause by a two-thirds vote of the CN&N Board. Cause includes any financial impropriety affecting CN&N, the failure or refusal to support the policies and goals of CN&N as stated in the CN&N Bylaws, or any act or omission intended to cause or have the effect of causing damage to another member, CN&N, its reputation, or financial stability.
- b) The removed CN&N member shall be notified of their removal after the vote and shall not be able to rejoin CN&N or take part as a guest for a minimum of two years. Upon application to rejoin, the CN&N Board will assess the member's eligibility to rejoin CN&N based on the impact to the organization. The CN&N Board's decision is final.
- c) Any litigation or adversarial proceeding against CN&N by a member shall constitute cause for removal. If CN&N prevails, CN&N shall be entitled to recover attorney's fees and expenses relating to such litigation from such member.

## **ARTICLE IV – OFFICERS AND JOB DESCRIPTIONS**

### **Section 1. CN&N Board**

CN&N shall be governed by a board consisting of the elected President, 1st Vice President, 2nd Vice President, Treasurer and Secretary. The appointed Holiday Boutique Chair shall be a non-voting member of the CN&N Board.

- a) Each outgoing CN&N Board member will review their job description and responsibilities with the incoming CN&N Board member taking over that position and transfer all related job materials.
- b) Any vacancies during the officer's term shall be replaced by a vote of the membership.
- c) The CN&N Board is authorized to pay the usual recurring expenditures.
- d) Any expenditure under \$250, beyond the approved annual budget shall be approved by the CN&N Board. Any expenditures \$250 or more above the approved annual budget shall be sent to the membership for approval.
- e) CN&N shall, to the extent that the CN&N Board decides it to be economically reasonable, maintain a policy of Directors' and Officers' liability insurance ("D&O Insurance"), on such terms and conditions as may be approved by the Board.

### **Section 2. Method of Officer Nomination and Elections**

The Nominating Committee will be made up of the 1st Vice President, 2nd Vice President and two members in good standing. The Nominating Committee shall select a slate of nominees for the CN&N Board officers and shall announce the nominees at the April meeting. Voting will take place at the June meeting.

- a) Eligibility for CN&N Board Officer requires one full year of membership.
- b) Each nominee must consent to nomination for office.
- c) Self-nominations shall be given to the 1st Vice President by May 1.
- d) Elections will take place by paper ballots.
- e) A majority vote of those present shall be necessary to elect candidates.
- f) Votes will be counted by the 1st Vice President, one other CN&N Board member not on the ballot, and one additional member.

### **Section 3. Terms of Office**

- a) The President and Secretary shall be elected in even numbered years. The 1st Vice President, 2nd Vice President and Treasurer shall be elected in odd numbered years.
- b) The President, 1st Vice President, 2nd Vice President, Treasurer and Secretary are elected for a two-year term.
- c) The President, 1st Vice President, 2nd Vice President, and Secretary may be elected to two consecutive terms.

- d) The Treasurer is not term limited.
- e) Any Officer is eligible to serve in any position after being off the CN&N Board for at least one year.
- f) All officers' terms start at the conclusion of the June meeting.
- g) An officer finishing a term, due to a vacancy, of at least one year counts as a full term.
- h) Any officer may be removed from their elected office for cause, by a two-thirds vote of the members present at a CN&N general meeting or special meeting, provided that all members have been notified in writing at least two weeks prior to such a vote. Voting for removal shall be by written ballot.

#### **Section 4. Officer Roles and Responsibilities**

##### **President**

The President of CN&N shall:

- a) Preside over all CN&N general meetings and CN&N Board meetings and may call special meetings as needed.
- b) Review and approve all CN&N contracts.
- c) Hold an annual review of the Treasurer's books at a CN&N Board meeting in August.
- d) Secure meeting location(s) and date(s).

##### **1st Vice President**

The 1st Vice President of CN&N shall:

- a) Serve as the Nominating Committee Chair.
- b) Perform all duties of the President during the President's absence.

##### **2nd Vice President**

The 2nd Vice President of CN&N shall:

- a) Work with the Spring Luncheon Chair in planning the Spring Luncheon.
- b) Perform all duties of the President and 1st Vice President if both are absent.

##### **Treasurer**

The Treasurer of CN&N shall:

- a) Ensure financial compliance with 501(c)(4) rules, regulations, and requirements.
- b) Manage general funds which are made up of membership dues, member donations, and operating funds.
- c) Present a monthly financial report to the CN&N Board.
- d) Present a quarterly financial report at a CN&N general meeting.

- e) Prepare and file fiscal year-end tax documents.
- f) If absent from a meeting, have the President present the Treasurer's report.
- g) Upon the end of their term, deliver the books, receipts, and all necessary papers to the CN&N Board on or before the end of June.

### Secretary

The Secretary of CN&N shall:

- a) Record the minutes of CN&N Board and CN&N general meetings.
- b) If absent from a meeting, have another officer or member record minutes.
- c) Enter minutes into document and send document to CN&N Board for approval within two weeks of the meeting.
- d) Send the approved CN&N general meeting minutes' document to the Internal Communications Chair for distribution to the membership within 30 days.
- e) Retain a printed and digital official record of all minutes.
- f) Be the custodian of all CN&N records including minutes, policies, contracts, and other business documents. All documents must be kept for ten years.
- g) When leaving the office, pass all CN&N records to the incoming Secretary.

## **ARTICLE V – MEETINGS**

### **Section 1. CN&N Board Meetings**

- a) The CN&N Board shall meet a minimum of four times a year.
- b) The President or, in case of the absence or disability of the President, the 1st Vice President shall call a special CN&N Board meeting in writing when necessary.
- c) The incoming President will hold a planning meeting in August with the incoming CN&N Board.

### **Section 2. CN&N General Meetings**

- a) CN&N general meetings shall be held on the first Friday of each month beginning in September and ending with the meeting in June unless otherwise scheduled by the CN&N Board.
- b) CN&N general meeting date, time and location is published and communicated to all members.
- c) CN&N general meetings may be rescheduled or cancelled by a majority vote of the CN&N Board with notice given to membership of at least one week, if possible, before the scheduled meeting.
- d) The CN&N Board shall plan and schedule programs and speakers for CN&N general meetings.
- e) At the discretion of the CN&N Board, a scheduled social event may include CN&N business and be considered a CN&N general meeting.

### **Section 3. Special General Meetings**

A special general meeting of the members may be called at any time by the President or, in case of the absence or disability of the President, by either Vice President, or by two members of the CN&N Board.

## **ARTICLE VI – STANDING COMMITTEES**

Chairpersons of all standing committees shall oversee, coordinate, and execute the duties of the committees and report back to the membership. Two people may share a standing committee chairperson position as co-chairpersons but referred to here as the single chairperson.

### **Section 1: Standing Committee Formation and General Rules**

- a) Standing Committees are established on an as needed basis.
- b) The President shall appoint each Standing Committee Chair.
- c) The Standing Committee Chair will be given an opportunity to make a report on the current activities of the committee at each CN&N general meeting.
- d) All Standing Committees with expenditures shall have a budget amount allocated to the committee in the CN&N annual budget. Any committee expenditures over the approved annual budget amount must be presented to the CN&N Board and be approved by the membership at the CN&N general meeting.
- e) No Standing Committee Chair shall have the power to incur any indebtedness binding upon CN&N, unless authorized by the CN&N Board.

### **Section 2: Standing Committee Responsibilities**

#### Membership Committee

The Membership Committee shall:

- a) Maintain the CN&N Membership Form and directions, printing paper copies for CN&N general meetings and sending an electronic copy to the Internal Communications Chair for publication on the CN&N website.
- b) Collect dues and ensure all members complete a membership form along with their dues.
- c) Process all CN&N membership dues and securely transfer all payments, along with a full reporting of dues collected, to the Treasurer.
- d) Maintain the Membership Roster with information from the CN&N Membership Form and supply a monthly updated roster to the Internal Communications Chair for distribution.
- e) Electronically welcome and serve as contact for new members when dues are paid. Announce and welcome new members at CN&N general meetings.
- f) Issue and keep all members' name badges for CN&N general meetings.

### Publicity Committee

The Publicity Committee shall:

- a) Acquaint the community with the purpose and activities of CN&N, including fundraising events via newspapers, social media, or other formats.
- b) Serve as the primary liaison with the Conifer Chamber of Commerce, update the CN&N Chamber of Commerce page, and develop advertising and “branding” materials for CN&N.

### Hospitality Committee

The Hospitality Committee shall:

- a) Arrange for refreshments at CN&N general meetings.
- b) Setup for CN&N general meetings including the tables, chairs, refreshments, or other items.

### Internal Communications Committee (previously known as the Newsletter Committee)

The Internal Communications Committee shall:

- a) Manage the internal communication with CN&N members and share news from the CN&N Board and Interest Groups via email using the CN&N Roster.
- b) Prepare and distribute the monthly CN&N Newsletter to the membership via email and post an electronic copy to the CN&N website.
- c) Maintain the CN&N website.

### Sunshine Committee

The Sunshine Committee shall:

- a) Inform membership of any situation about a member in need of physical or emotional support. Information shall only be shared with the consent of the impacted member.
- b) Send appropriate cards to the members in need.
- c) Advise the Treasurer of any need for a memorial donation, due to the death of a spouse, parent, child, or sibling of a member.

### Spring Luncheon Committee

The Spring Luncheon Committee shall:

- a) Work with the 2nd Vice president to secure a location, create a theme, develop the menu, and other tasks as needed.
- b) Present a contract to the President for review and approval.

### Holiday Boutique Committee

The Holiday Boutique Committee shall:

- a) Plan and conduct the annual Holiday Boutique which will provide funds for community nonprofits through grants from CN&N.
- b) Have the finances managed by a Holiday Boutique Treasurer, appointed by the Holiday Boutique Chair, who shall report to the Holiday Boutique Chair and coordinate with the CN&N Treasurer.
- c) Create a Holiday Boutique Operating Budget and present the budget to the CN&N membership for approval at the April CN&N general membership meeting. Expenditures over \$250 that were not included in the approved Holiday Boutique Budget must be approved by the general membership.
- d) Retain a minimum of \$1500 for the following years' startup costs.

### Grant Committee

The Grant Committee shall:

- a) Oversee the application for and distribution of CN&N funds to community nonprofits.
- b) Be directed by the Holiday Boutique Chair and include a minimum of five CN&N members in good standing and the Holiday Boutique Treasurer.
- c) Create, publish, and maintain information on how community nonprofits shall apply for funding from CN&N through a grant application process.
- d) Present to the membership at the January meeting the nonprofits that have applied and their intended use of the funds. Membership will recommend their top five preferences of nonprofits to receive grants. This information will help guide the committee in deciding the grant recipients and amounts given.
- e) Announce the final list of grant recipients and supply the membership details of the grant awards.
- f) Any member who volunteers for, is employed by, or receives financial considerations from a community nonprofit that is under consideration for a grant from CN&N shall a) fully disclose to the Grant Committee the nature of their relationship and b) withdraw from discussion, lobbying and voting on the matter.

## **ARTICLE VII – INTEREST GROUPS**

CN&N shall create Interest Groups for the promotion of friendship and the study of special subjects, or to conduct its various branches of work.

### **Section 1. Interest Group Formation and Organization**

- a) Each Interest Group shall have a volunteer leader and maintain a list of participating members to be used for Interest Group communications only.



- b) The Interest Group Leader shall confirm with the Membership Chair that group participants are members.
- c) No Interest Group or Leader shall have the power to incur any indebtedness, binding upon CN&N, unless authorized by the CN&N Board.
- d) Emails from interest group leaders and members must pertain only to their special interest group and its' activities.

## **ARTICLE VIII– VOTING**

### **Section 1. Voting Rules**

- a) Members in good standing as defined in Article III Membership are eligible to vote: one vote per member.
- b) A majority of CN&N Board members constitute a quorum for CN&N Board meeting.
- c) Thirty members in good standing constitute a quorum for CN&N general and special meetings.
- d) In absence of a quorum at a meeting, no formal action shall be taken except to postpone the vote to a subsequent meeting when a quorum is present.
- e) Passage of a motion requires a simple majority of members present at the meeting when the vote occurs.
- f) The CN&N President only votes at CN&N general meetings to break a tie.

## **ARTICLE IX – COMMUNICATIONS**

### **Section 1. Communication Methods**

- a) Email shall be the primary method of the CN&N Board's communication with the membership.
- b) Only the CN&N President or person(s) authorized by the President are permitted to send email(s) to the CN&N membership.
- c) E-mail communications are considered delivered "in writing."

### **Section 2. CN&N Newsletter**

- a) The CN&N Newsletter is used to inform members about CN&N activities.
- b) The CN&N Newsletter shall be created and distributed electronically monthly by the Internal Communications Committee from September through June.

### **Section 3. CN&N Website**

- a) CN&N shall maintain a website for the purpose of sharing CN&N's purpose and activities.

#### **Section 4. Communicating with the Public**

- a) All solicitations, community action/awareness, press releases, etc. (email, written, verbal or any other form of communication) made on behalf of CN&N, including expressions of opinion, must be presented to the CN&N Board for approval before dissemination.

#### **ARTICLE X – BYLAWS**

CN&N Bylaws may be amended at any business meeting by a vote. Amendments shall be proposed in writing at least one month before being voted upon, and the membership shall be notified of the same in writing at least two weeks before the meeting at which the vote is to be taken.