

Adopted this ___ day of _____, 2023.

BYLAWS

CONIFER NEWCOMERS & NEIGHBORS (CN&N) NON-PROFIT

ARTICLE I - NAME

The name of the group shall be Conifer Newcomers and Neighbors (CN&N) a Colorado 501(4)c Non-Profit Organization, thereafter referred to as CN&N. CN&N is a non-profit corporation with tax-exempt status under Sect. 501(c)(4) of the Internal Revenue Code.

ARTICLE II - PURPOSE

The main purpose of CN&N is to provide social, charitable and educational activities for the residents of Conifer and the surrounding areas. The Objectives of CN&N are to promote intellectual growth and educational programs for our membership, to encourage social fellowship through activities, to give back to the community and to provide support and assistance in the integration of newcomers to Conifer and the areas.

An additional aim is to provide friendship and personal growth for our members through our meetings, programs and interest groups (Clubs)."

Members shall participate to the best of their ability in Club activities and events, and in assisting new members. As CN&N is a volunteer organization, members are encouraged to volunteer their time and talents to further the Purpose of CN&N as stated in the Bylaws and Constitution.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility

- a) Residents/guests interested in joining CN&N may attend a maximum of two (2) events and/or activities to acquaint themselves with CN&N but must become a member to continue to attend any CN&N functions. Membership is required starting at the third (3) event or activity.
- b) Members moving from the eligibility area who wish to retain membership may do so by payment of annual dues and are not eligible to vote.
- c) A member in "Good Standing" is a member who has paid their current membership dues.

Section 2. Maintaining Eligibility

- a) Any member in arrears with their dues shall have no right to take part in the proceedings of any meeting or Club event, nor vote on any project.

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Section 3. Standing Rules

- a) Members must conduct themselves at all times in line with the CN&N's Constitution, Bylaws and Standing Rules.
- b) Temporary Suspension of Membership - Any member who is in arrears with any Club fees and/or charges other than membership dues for more than 30 days after notice of the arrears has been sent by the Board shall have their membership suspended until such arrears are paid in full.
- c) Former members who wish to rejoin CN&N may do so as soon as dues are received.

Section 4. Renewal of Membership

- a) The membership year runs from August 1st each year to July 31st of the following year.
- b) Renewals are accepted by CN&N using one of the following payment methods; online banking, local cheque or cash.
- c) Any member failing to pay their dues by October 31st, provided that due notice has been given in the CN&N Newsletter, shall be considered to have resigned from CN&N and shall no longer receive the CN&N Newsletter, shall no longer access CN&N or be allowed to participate in any CN&N activity.

Section 5. Definition of an Active Member

- a) Shall be required to pay annual dues.
- b) Shall have a voice, a vote, the privilege to run for office and to serve on the Board or committee.
- c) May participate in all activities and events.
- d) Shall fulfill all the requirements as stated in the Standing Club Rules.
- e) Member privileges become effective when dues for the new year are paid and dues must be current to participate in committee work or activities.

Section 6. Rights and Privileges

Membership rights and privileges include:

- a) Voting on all club business.
- b) Receiving the monthly newsletter and updated roster.
- c) Participating in club-sponsored activities and socials.
- d) Prohibitions. No member of CN&N shall acquire any right, title, or interest in the property of this corporation, nor incur any financial liability for this corporation, by reason of membership.

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Section 7. Guests

- a) A nonmember may only attend two (2) general meetings as a guest and are required to pay dues by the third meeting. The houseguest of a member may attend any function as a guest if they are still within the two (2) introductory events/meeting. Guests do not have membership rights and privileges to vote or receive the monthly newsletter or roster.
- a) Guests cannot participate in CN&N Business discussions.
- b) Guests can volunteer time or donations to events and fundraisers.

Section 8. Dues

- a) Dues are twenty-five (\$25.00) dollars annually. Dues are payable beginning August 1st and are delinquent after October 31st, at which time a five (\$5.00) dollar reinstatement fee will be incurred.
- b) Dues received from new members joining after January 1st will be fifteen (\$15.00) dollars.
- c) Members resigning or moving in mid-year will not receive a prorated refund.
- d) Participation in the special activity groups shall be restricted to those who have paid their dues.
- e) The Board may from time to time review the amount of annual dues and, upon the approval of the membership, change the dues.

Section 9. Removal from Membership

- a) Members may be removed from membership for cause by a two-thirds vote of the Executive Committee. Cause includes the failure or refusal to support the policies and objectives of CN&N as stated in the Bylaws or any act or omission intended to cause or having the effect of causing damage to CN&N or its reputation or financial stability. Any litigation or adversarial proceeding against CN&N shall constitute cause for removal, and CN&N shall be entitled to recover from such member, its attorney's fees and other costs and expenses relating to such litigation if CN&N shall prevail.
- b) CN&N members shall be notified of their removal within one month of the aforementioned vote.

Section 10. Membership Lists

- a) CN&N shall maintain a membership list that includes both physical mail and e-mail addresses for current members.
- b) Club membership lists shall be released only to CN&N Officers and members for internal use and publications. At no time shall the membership lists be released to any other organization or individual or used for commercial or campaign purposes.

Adopted this ___ day of _____, 2023.

- c) Members who include their e-mail address on the membership list are deemed to have authorized the use of e-mail for written communications to them unless they notify CN&N otherwise in writing.
- d) Any email and all email blasts must be approved by current President.

Section 11. Memorials

- a) According to the custom of CN&N, memorial contributions shall be made from CN&N's treasury on behalf of the membership in the case of death of a member of CN&N or a member of their immediate family. The contribution of twenty-five (\$25.00) dollars shall be transferred to a non-profit of their choice.

ARTICLE IV – CONFLICT OF INTEREST

Section 1. Conflict of Interest

- a) CN&N members and their immediate family members (children, siblings and grandchildren) are not eligible for funds.
- b) CN&N members who are employed by or receive financial considerations from a local charitable organization may not serve on the scholarships and charities committee if their organization is under consideration for the receipt of CN&N funds. If a member of the Executive Board is employed by or receives financial considerations from a charity being considered for funding, the board member shall disclose this conflict of interest and abstain from the discussions and votes to approve grant awards.

ARTICLE V – OFFICERS AND JOB DESCRIPTIONS

Section 1. Officers

CN&N shall be governed by an Executive Board, elected every two years with alternating terms at the meeting held in June. This Board shall consist of a President and four (4) other members elected by CN&N. The President shall have been an active member of CN&N for at least one year in good standing. A vacancy on the Board shall be filled by a candidate nominated by the Nominating Committee with the approval of CN&N membership. A parliamentarian may be appointed by the President.

- a) Elections shall be held during the annual meeting in June.
- b) Elected officers may be appointed to chair standing committees.
- c) This Board shall transact all business of CN&N and shall plan and carry out the programs for the year. It shall invite and welcome eligible members.
- d) The elected officers of the Board shall consist of a President, First Vice President (VP), Second Vice President (SVP), Treasurer and Secretary.

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- e) Any subsequent vacancies shall be filled by the incoming Executive Board.
- f) Each Board member will review their job description and responsibilities with the incoming board member taking over that position.
- g) The Executive Board is authorized to make or cause to be made the usual recurring expenditures and shall incur no indebtedness beyond the amount appropriated in the budget for that fiscal year. Any expenditures over two hundred fifty (\$250.00) dollars shall, when acted upon by the Executive Board, be submitted to the membership for approval.
- h) No expenditures over five hundred (\$500.00) dollars shall be made by the executive officers without prior approval of the general membership at a regularly scheduled meeting.

Section 2. Method of Nomination.

The Nominating Committee will be comprised of the First and Second Vice Presidents and preferably two (2) members in good standing. The Nominating Committee shall select a slate of nominees for Executive Board officers and shall report at the April meeting and again report final nominations for election at the June meeting.

- a) Each nominee must consent to nomination for office.
- b) No member of less than one year's standing shall be eligible for office.
- c) The names of all nominees shall be posted in the CN&N Newsletter, at the time of nomination, and remain therein until after the election.

Section 3. Elections.

The annual election of officers shall take place at the June meeting. Elections shall be by ballot; the candidates presented by the Nominating Committee to be named on the ballot.

- a) In April, the Nominating Committee shall report one or more nominee for each office, after which nominations from the floor shall be called for.
- b) If there is only one candidate for an office, election vote may be by show of hands.
- c) If there is more than one candidate for an office, a winner shall be chosen by majority vote using paper ballots.
- d) A majority vote of those present shall be necessary to elect. The Executive Board shall fill any vacancies that occur up until the time of installation.

Section 4. Officer Roles and Responsibilities

President

- a) The president is Chairperson of the Board shall preside at all meetings of CN&N and the Executive Board and may call special meetings of CN&N and of the Executive Board.
- b) The President shall sign all CN&N contracts.

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- c) The President shall be acquainted with the activities of all officers.
- d) Prepare an agenda one (1) week prior to each Board Meeting.
- e) Oversee the work and activities of CN&N.
- f) Vote only to break a tie vote.
- g) Arrange for a review of the Treasurer's Books by two (2) Executive Board members before turning them over to the incoming Treasurer.
- h) Sign checks in case the Treasurer is unable to do so.
- i) Have access to all financial accounts and safe-deposit boxes and storage.
- j) Create an annual budget with input from Executive Board to present for approval at the September meeting.
- k) Appoint a Parliamentarian.
- l) Shall be bonded or insured.
- m) Secure meeting location(s) and date(s).

First Vice President

- a) The First Vice-President shall serve as a contact extending customary courtesies to those who have cause to be consoled or congratulated.
- b) The Vice-President shall also serve as the collector of ballots for new officers and coordinate the Nominating Committee.
- c) The Vice-President shall tabulate the ballots and present the results at the appropriate meeting or function.
- d) The Vice-President shall perform any and all duties of President during the President's absence.
- e) It is the Vice-President's duty to introduce visitors to members who are not acquainted.

Second Vice President

- a) The Second Vice-President shall preside in the absence of the President and First Vice-President.
- b) The Second Vice-President shall serve as the Chairperson of the Spring Luncheon Committee,
- c) Will coordinate all activities, preparations, budget, and expenditures in the preparation and planning of the Spring Luncheon.
- d) The Second Vice-President shall turn over all payments made, along with a completely itemized report to the Treasurer at the next regular meeting.

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Secretary

- a) The Secretary shall take the minutes of each meeting of CN&N and the Executive Board and transcribe them. The Secretary will transmit the month's minutes by email prior to the next meeting.
- b) The Secretary shall keep an official notebook of all minutes to be passed from year to year.
- c) Should the Secretary be absent from the meeting, the Secretary shall have another officer or member take minutes.
- d) Be custodian of all Club records except those assigned to others.

Treasurer

- a) The Treasurer shall receive, hold, and disburse upon authorization all club monies.
- b) Shall assist the Membership Chairperson by collecting and checking the dues paid.
- c) The Treasurer shall have custody of all the operating funds of CN&N and shall make such disbursements as directed by CN&N Board and collect necessary receipts for these payments.
- d) All payments must be signed by the Treasurer, other Executive Board officer or President.
- e) Shall make a monthly report of receipts and disbursements to the membership quarterly.
- f) A written report will be submitted by the Treasurer at the year-end close in August at the Executive Board meeting.
- g) Shall deliver the books, receipts and all necessary papers to the Executive Board on or before August and provide all said documentation to the incoming Treasurer.
- h) The Treasurer shall keep a record of each amount, where monies come from and how earned.
- i) Should the Treasurer be absent from a meeting, they shall have the First Vice-President present the Treasurer's report. There must always be a Treasurer's report quarterly.
- j) The Treasurer shall prepare fiscal year-end tax documents as needed.
- k) The Treasurer shall be responsible for the general funds which are comprised of funds contributed from the general public and membership due to be allocated for civic donations, operational expenses, and committees; fund contributions by the membership or guests allocated for Club activities, socials and gifts.
- l) Be custodian of all monies pertaining to the operation of CN&N as budgeted.
- m) Keep current a spreadsheet and/or software accounting of CN&N's accounts payable/receivable and make available a full report quarterly or as requested by the President.
- n) Be responsible for assuring compliance with 501(4)(c) rules, regulations and requirements.
- o) Any CN&N funds will not be reissued after a period of six (6) months.

Adopted this ___ day of _____, 2023.

Section 5. Parliamentarian

- a) The Parliamentarian is a member appointed by the President or an Officer of the Board in the Parliamentarian's absence.
- b) Advise on Robert's Rules of Order.
- c) Help ensure that meetings follow Robert's Rules of Order.
- d) The Parliamentarian may also be appointed additional duties by the Executive Board.

Section 6. Terms of Office

- a) The Executive Board and no officer or member of CN&N shall have the power to incur any indebtedness on behalf of CN&N or appropriate any money without authority from CN&N or Executive Board.
- b) The officers shall be responsible for their duties as defined and such other duties applicable to the office as prescribed by the parliamentary authority adopted by CN&N.
- c) All officers shall serve a term of two years or until their successor takes office.
- d) Elected officers will serve a term of two years (alternating schedules) from August 1st to July 31st.
- e) Any partial term of nine months or longer counts as a full term.
- f) No elected officer shall serve the same office for more than two (2) consecutive years.

Section 7. Officer Removal

- a) Any officer may be removed from office for cause by a two-thirds vote of the members present at a duly constituted regular or special meeting, provided that all members will have been notified in writing at least two weeks prior to such a vote.
- b) Voting for removal shall be by written ballot.

ARTICLE VI – MEETINGS

Section 1. Club Functions

- a) Board meetings shall be held as needed between August 1st and July 31st.
- b) The Incoming President will hold a Planning Meeting in August for the Executive Board.
- c) There will be at least ten (10) General Meetings each year scheduled by the President. At the discretion of the Board, a scheduled social event may include Club business and be considered a General Meeting.
- d) Monthly general meetings may be rescheduled or cancelled by a majority vote of the CN&N Board with notice given to the membership before the scheduled meeting.

Adopted this ___ day of _____, 2023.

- e) Regular monthly meetings of CN&N shall be held on the first Friday of each month beginning in September and ending with the meeting in June unless otherwise ordered by action of CN&N taken at any general meeting or by the Executive Board.
- f) The fiscal Year of CN&N shall be from August 1st to July 31st of the following year.

Section 2. Special Meetings

- a) A special 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 a Vice President, or by two (2) members of the Executive Board.
- b) Each call for a special meeting of members shall state the time, the place and purpose of said meeting with a minimum of at least three (3) days' notice being given.
- c) It shall be in writing and signed by the person or persons requesting the special meeting.
- d) No business shall be transacted at a special meeting of the members other than such as is included in the purposes stated in the call.
- e) A quorum at any membership meeting shall be at least forty (40) members.
- f) The Executive Board shall handle matters between meetings, subject to membership approval.

Section 3. Executive Board Meetings

- a) The Executive Board shall meet throughout the year on a day selected by the sitting board. It may meet at other times when deemed necessary on call of the President.
- b) A special meeting of the Executive Board shall be held whenever called by the President or, in case of the absence or disability of the President, by one of the Vice Presidents or by two (2) members of the Executive Board. A board meeting must be called upon written request of three (3) members.
- c) A quorum of the Executive Board shall constitute a majority of positions filled, and the act of a majority of the members shall be the act of the Executive Board.

ARTICLE VII – COMMITTEES

Chairpersons of all standing committees are responsible for overseeing, coordinating, and executing the duties of the following committees and reporting back to the membership. A standing committee chairperson position may be shared by two (2) people and they will be considered co-chairperson.

Standing Committees and/or Chairperson may include but not limited to: Membership, Publicity, Hospitality, Newsletter, Programs, Sunshine, Annual Boutique and Annual Bake Sale Committee.

Adopted this ___ day of _____, 2023.

Section 1: Committee Generation and General Rules

- a) Committees are established on a volunteer basis and Chairperson appointed by the President and/or Executive Board.
- b) Committee Chairperson will present the plans for activities to the Board for approval.
- c) The chairperson will give a report of the current activities of the committee at each regular meeting.
- d) No committees shall be added without an amendment of these Bylaws.
- e) All committee expenditures over budgeted amount must be approved by the Executive Board.
- f) No committee shall have the power to incur any indebtedness, binding upon CN&N, unless authorized by the Executive Board or CN&N membership.

Membership Committee

- a) The Membership Committee shall collect dues, collect information from members for the roster.
- b) The membership committee will ensure new members complete a membership form.
- c) The Membership Committee shall be responsible for maintaining the Membership Roster and provide the current roster to the Newsletter Committee.
- d) The Membership Committee will follow up with the guests during and after the meeting, helping to ensure that they return if interested.
- e) The Membership Chairperson shall receive all club dues and pay same to Treasurer.
- f) They shall serve as liaison for new members, keep a current membership list and shall ensure the membership list is current and issue the name badges.
- g) This committee shall be responsible for announcing and welcoming new members into CN&N at meetings.

Publicity Committee

- a) The Publicity Committee Chairperson shall acquaint the community with the purpose and activities of CN&N via newspapers and other media, i.e., contacting newspapers, TV, radio, coverage of fundraising events and general section meetings.
- b) Shall be responsible for publicizing CN&N in the community, serve as the primary liaison with the Chamber of Commerce, prepare press releases concerning club activities, and develop advertising and “branding” materials for CN&N.
- c) The Publicity Committee shall extend through the mediums of the press, radio, and internet the accomplishments of CN&N’s activities.

Adopted this ___ day of _____, 2023.

Hospitality Committee

- a) The Hospitality Committee Chairperson shall setup and provide refreshments at CN&N's monthly meeting and socials.
- b) Coordinate with the President to assess what refreshments, luncheon, or social planning as needed.
- c) Assist with logistical arrangements for each event as needed.
- d) Make arrangements for the set-up of chairs, food, refreshments or other logistics at the monthly meetings.

Newsletter Committee

- a) The Newsletter Committee is responsible for internal communication with CN&N's members as well as sharing news from the board and clubs.
- b) The Newsletter Chairperson shall prepare and distribute the monthly newsletter online.
- c) Maintain and update CN&N website.

Programs Committee

- a) They shall make arrangements for the programs at the monthly meetings.

Sunshine Committee

- a) Purchase for reimbursement appropriate cards to send out and give updates at monthly meetings.

Annual Boutique Committee

- a) The Annual Boutique Committee shall plan the CN&N Annual Boutique that will provide funds to meet CN&N's community donation needs and operate within the budget of funding provided by CN&N that was voted and approved by the membership.
- b) Systematic plans for operating the event, raising money and the disbursement of any funds shall be made and followed regularly.
- c) A budget must be presented at the January meeting for approval by the membership to review the funds requested for community donation. The Boutique Committee is required to keep \$____ in funds reserved to start the boutique for the following year.
- d) In February, the Committee will present to the membership for approval the criteria used to evaluate organizations to receive a CN&N donation with a recommended list of charities that meet these criteria. Selections are made based on approved CN&N criteria for minimum eligibility as a 501(4)(c) organization.

Adopted this ___ day of _____, 2023.

- e) Expenditures of over two hundred fifty dollars (\$250.00) must be presented for Board approval and expenditures over five hundred dollars (\$500.00) must be approved by membership which are the standard guidelines the CN&N Board must follow.
- f) Non-members cannot be used in any financial transaction or money counting. This must be overseen by the Boutique Treasurer and committee.
- g) The charities receiving a donation may be invited to attend the March General Meeting where the donations will be presented.
- h) This committee shall work in cooperation with the Board and within all CN&N rules, regulations and 501(4)(c) requirements.
- i) A majority vote of the membership in attendance at a regular meeting is required for all budget, expenditures and recipients of donated funds by September meeting.

Annual Bake Sale Committee

- a) The Annual Bake Sale will take place at the Holiday Boutique or another designated place by member vote.
- b) Members will be asked to bake or donate to this function, but it is not a requirement.
- c) The Bake Sale Chairman will coordinate this event with the help of the membership.
- d) Funds earned from this event will be used for the operation and functions in support of the CN&N organization.
- e) The Executive Board will decide where these funds are needed and present recommendations to the CN&N membership for vote with the new year's budget that is voted on in September.

ARTICLE VIII – CLUBS

CN&N shall be organized into Clubs for the promotion of friendship and the study of special subjects, or the carrying on of its various branches of work.

Section 1. Club Creation and Organization

- a) A new Club may be initiated by ten (10) or more interested members with the approval of the Executive Board. In the event the number drops below ten (10) at two (2) consecutive meetings or activities without cause, the Section shall be discontinued.
- b) Each section shall have a Club Leader elected by members of the Club.
- c) The Club Leader presides at their respective Club meetings or appoint a representative to do so.
- d) Club Leaders should confirm with the Membership Chairperson attendee membership is paid and in good standing prior attendance at any event or activity.

Adopted this ___ day of _____, 2023.

- e) No Club shall have the power to incur any indebtedness in the name of the club unless authorized by the Executive Board.
- f) Club meetings, events or activities should be held regularly and at a convenient time decided upon by the club members.

Section 2. Club Activities

CN&N Clubs offers various brunches, luncheons, dinners, meetings, day trips, special events and activities in accordance with these bylaws, constitution and code of conduct.

- a) Events, meeting places, times and menus are selected by the person(s) in charge of each event or activity.
- b) The objective is to stage events at the best possible prices and that will appeal to the majority of club members.
- c) Some activities are open to families and guests; the person planning the event decides if they may be included (normal guest/membership rules apply).
- d) The Club cannot be held responsible for any injury or inconvenience that may occur while participating in these activities.
- e) Events with limited space available are open to all members on a first-come first-served basis. Waiting and/or sub lists will be kept should the need arise.
- f) At events open to both members and guests, for which members pay a fee, guests may be charged an additional fee.

Section 3. Reserving, Cancelling, No-Shows

- a) No Show/Late Cancellation Policy: It is CN&N policy that a reservation made is a reservation paid. All participants attending an event requiring reservations (including all categories of CN&N membership and guests) must make a reservation and pay any required activity fees by the deadline designated prior to the event. Those canceling after said deadline will not be refunded.
- b) Members who make reservations for guest(s) who fail to attend the event, fees will not be returned.
- c) Reservations made without pre-payment, for example for an à la carte restaurant dinner, no-shows may be charged if costs ensue.

Section 4. Guests, Family Members and Prospective Membership

- a) Guests interested in joining CN&N may attend 2 (two) meetings, activities and/or events or combination to acquaint themselves with the club.

Adopted this ___ day of _____, 2023.

ARTICLE IX – VOTING

Section 1. Voting Members

- a) Voting members of CN&N shall consist of all members who are currently paid in full for the current year's membership dues and the Board elected officers.

Section 2. Quorum

- a) A majority of Board members constitutes a quorum for Executive Meetings.
- b) Forty (40) paid members in good standing constitutes a quorum for general and special meetings.
- c) 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.
- d) Passage of a motion requires a simple majority of forty (40) members in good standing.
- e) One vote per member regardless of the number of positions held.
- f) For Executive Board positions shared by two members will entitle each member to a vote when both people are present. If a position is shared and only one of the members is present, that member has a vote.

ARTICLE X – COMMUNICATIONS

Section 1. Communication Methods

- a) A single communication may be sent to any physical mail or e-mail address that is shared by multiple members.
- b) E-mail communications are considered to be delivered "in writing,"

Section 2. CN&N Newsletter

- a) The CN&N newsletter shall be published monthly.

Section 3. 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 the CN&N, including expressions of opinion, must have the prior knowledge and approval of the Executive Board.

Section 4. Membership Roster

- a) The Roster is used to inform members about CN&N events, concerns, local events and new services of interest to our membership. The Membership Chair administers the email list. Only the CN&N President or person(s) authorized by the President are permitted to send email(s) to

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the entire CN&N membership. These designated Club emailers, whose names shall be published in the CN&N Newsletter, are authorized to decide which mails are suitable for CN&N wide distribution. Members shall contact one of them if they want a message sent out to the club.

- b) All emails pertaining to CN&N events, activities, and announcements shall be sent to all members who have provided CN&N with their email address.
- c) The use of any members' e-mail addresses for commercial purposes is prohibited. Unsolicited commercial e-mail is spam, which is illegal. Repeated misuse of CN&N's email list may result in termination of membership.
- d) Email shall be the primary method of the Board's communicating with the membership. If notice is required in writing by our Constitution, By-Laws, or Standing Rules, members will receive it in print and delivery via email is considered delivered.

Section 5. Photographs

- a) Photographs may be taken at CN&N events and published. Anyone attending an event who does not want their photograph published must advise the photographer(s) at the time of the event.

ARTICLE XI – BYLAWS

This Constitution and By-Laws may be amended at any business meeting by a vote of forty (40) members in good standing present, if there is a quorum. Amendments shall be proposed from the floor or 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. This must be followed by the amendments being presented at a meeting and approved by a quorum vote of the membership.

ARTICLE XII - MISCELLANEOUS

Section 1. Fiscal Year

The fiscal year of CN&N shall begin on the first day of August and end on the last day of July in each year.

Section 2. Annual Budget

The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount.

Section 3. Books and Records

CN&N shall keep correct and complete books and accounting records and shall also keep minutes of the proceedings of its Board.

Adopted this ___ day of _____, 2023.

Section 4. Contracts and Grants

The Board may authorize any officer(s) of CN&N to enter into contracts, leases, and agreements with and accept grants; the State of Colorado; its agencies, counties, municipalities, and political subdivisions; and public or private corporations, foundations, and persons; and may generally perform all acts necessary for a full exercise of the powers vested in it. The Executive Board shall have authority to enter such contracts and expend such funds on behalf of the organization as the Board may specify.

Section 5. Checks, Drafts, or Orders for Payment

All checks or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of CN&N shall be signed by such officer(s) or agent(s) of CN&N and in such personnel as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President and co-signed by the Treasurer.

Section 6. Deposits

All funds of CN&N shall be deposited from time to time to the credit of CN&N in such banks, trust companies, or other depositories as the Board shall select.

Section 7. Acceptance of Gifts

The Board may accept on behalf of CN&N any cash contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of CN&N. Prior to acceptance of a significant non-cash contribution, gift, bequest, or devise, the Board shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by CN&N would be consistent with and further the purposes of CN&N.

Section 8. Contracts Involving Board Officers and Chairpersons

Upon full disclosure of a direct or indirect interest in any contract relating to or incidental to the operations of CN&N, members of the Board of CN&N may be permitted to maintain a direct or indirect interest in any such contract, notwithstanding that at such time they may also be acting as individuals, trustees of trusts, or beneficiaries of trusts, members or associates, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, trustees, or otherwise; provided, however, that any contract, transaction, or action taken on behalf of CN&N involving a matter in which a trustee or officer is personally interested as a shareholder, trustee, or otherwise shall be at arm's length and not in violation of the proscriptions in the Articles of Incorporation or these Bylaws which prohibit CN&N'S use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of CN&N if such contract, transaction, or act would result in denial of CN&N'S exemption from federal income taxation under the Code and its regulations, as they now exist or as they may thereafter be amended. In no event, however, shall any person or entity

Adopted this ___ day of _____, 2023.

dealing with the Board or officers of CN&N be obligated to inquire into the authority of the Board and officers to enter into and consummate any contract, transaction or take other action. Any Board member who would directly or indirectly benefit from a contractual relationship as described above shall not participate in the decision on whether that Board member shall be permitted by the Board to maintain such an interest.

ARTICLE XIII – CONFLICT RESOLUTION

The Executive Board may be called upon to address club-related conflicts among members. Conflict resolution procedures must be used prior to relieving any CN&N member of their position or membership, unless otherwise stated in our Constitution or Bylaws.

Section 1. Activation

- a) Only after every effort has been made to obtain a satisfactory solution to the matter quietly and informally, any CN&N member may call for the activation of the Executive Board in writing.

Section 2. Assessment of Due Cause for Membership Termination

- a) The Executive Board will expedite the procedures according to the urgency of the situation and all matters will be considered confidential. The Executive Board will meet with the person involved to (a) identify the issue; (b) recognize the problem from the member's perspective; and (c) assist in exploring possible solutions.
- b) The member in question will suggest solutions to the problem, as they are essential to a successful resolution. The member and the Board will formulate a list of action steps, with a completion date, to resolve the conflict and establish a working relationship.
- c) At the end of the completion date, the Executive Board will meet with the person involved for a progress report. If the Executive Board feels that sufficient progress had been made, further proceedings may be suspended.

ARTICLE XIV – DISSOLUTION

This Organization is not for profit, and upon dissolution of this organization, after paying its debts, shall distribute any remaining assets to a nonprofit fund as designated by the Board.