

# BYLAWS

Of

## **British Women in Colorado** **To be known as Brits in Colorado**

Pursuant to the Colorado Revised Nonprofit Corporation Act, the following Bylaws shall govern the conduct of the affairs of Brits in Colorado

### ARTICLE I. NAME

The name of the organization is British Women in Colorado, to be known as Brits in Colorado, hereinafter referred to as “the corporation”.

### ARTICLE II. PURPOSE

A. The purposes of the corporation shall be as stated in the Articles of Incorporation.

B. More specifically, the corporation shall provide support and funding for charitable and cultural activities for the benefit of the community for the Front Range region while celebrating the British Commonwealth heritage of the members. Members will comprise of women of British Commonwealth birth or who have at least one parent born in the British Commonwealth.

### ARTICLE III. GOVERNMENT

A. The corporation shall have members who shall elect the members of the Board of Directors annually. Membership dues shall be set by the Board of Directors annually, and shall be \$25 per year until otherwise established by the Board of Directors. Members are those women who pay the established annual membership dues, and who are interested in and who provide support for the corporation’s programs, as prescribed by the Board of Directors.

B. Twenty percent (20%) of the members of the corporation shall constitute a quorum, and all decisions shall be by majority vote of the members at any meeting at which a quorum is present.

C. A Board of Directors shall govern the affairs of the corporation. The initial Board of Directors shall consist of the three (3) initial directors of the corporation, who shall serve a one-year term, or until their successors are duly elected. The Board of Directors may establish the number of directors between three (3) and eight (8). Until the Board of Directors provides otherwise, the number of directors shall be three (3). At each annual meeting of members, the members shall elect directors to serve a one-year term. Election of directors shall be by majority vote of a quorum of the members attending the annual meeting, in person or by proxy.

D. The Board of Directors shall elect the following officers to a one-year term:

President  
Secretary  
Treasurer

Officers may, but need not be, members of the Board of Directors or members of the corporation. The officers shall perform such duties as directed by the Board of Directors.

E. Any vacancies in the Board of Directors prior to the expiration of a term shall be filled by election by a majority vote of the remaining directors, or if there are no remaining directors, by a majority vote of the members attending a meeting called for the purpose of electing directors.

F. A majority of the members of the Board of Directors shall constitute a quorum, and all decisions shall be by majority vote at any meeting at which a quorum is present.

G. Meetings of the Board of Directors may be called by the President or by any director upon reasonable notice to all directors, but will be held at least once a quarter.

H. The Board of Directors shall have the authority to adopt such rules and regulations, not inconsistent with these Bylaws or the Articles of Incorporation, as it may deem appropriate.

I. Roberts Rules of Order, Revised shall govern the conduct of all meetings of the Board of Directors, except where inconsistent with these Bylaws.

#### ARTICLE IV. ANNUAL MEETING

The Board of Directors will hold an annual meeting on the third Saturday of February, at 2:00 p.m. of each year, or at such other date and time as the Board of Directors may establish, at such place as the Board of Directors may determine.

#### ARTICLE V. FINANCES

A. The Board of Directors shall make all financial decisions of the corporation, with input from the general membership.

B. All checks issued by the corporation shall be signed by (one) 1 Officer. Bank accounts will require (two) officer signatures.

C. No Officer or Director shall receive any compensation for services performed in such capacity.

D. The Board of Directors may hire such persons as it deems necessary or appropriate, and fix reasonable compensation for services performed, provided, that no Director shall participate in any decision concerning compensation to be paid to herself for services performed for the corporation.

E. The corporation will host a minimum of one (1) fundraising event each calendar year.

F. Members will provide nominations for any grants paid to local charities by majority vote. The Board of Directions will determine the percentage split, and advise members.

#### ARTICLE VI. AFFILIATION

The Board of Directors shall have the power to affiliate with such organizations as it may deem appropriate to the fulfillment of the purposes

of the corporation. The Board of Directors may also establish such trade names of the corporation as it deems appropriate.

#### ARTICLE VII. AMENDMENT

These Bylaws and any section thereof may be amended or repealed by a two-thirds vote of the general membership and ratified by the Board of Directors at any meeting at which a quorum is present.

#### ARTICLE VIII. DISSOLUTION

In the event of the dissolution of the corporation, pursuant to the Colorado Revised Nonprofit Corporation Act, or otherwise, all assets, after payment of all just and legal debts, shall be distributed as provided in the Articles of Incorporation.

The foregoing Bylaws of the corporation were adopted unanimous action of the majority of the members, on March 19, 2016

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President

Attest:

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Secretary