

Bylaws
of the
SOUTHERN COLORADO KOI CLUB

Article I – Name and Purpose of the Club

Section A – The name of the Club shall be the Southern Colorado Koi Club hereinafter known as the Club.

Section B – The purpose of the Club will be to provide a friendly and welcoming atmosphere in which to promote, create and enlarge the hobby of keeping, breeding, appreciating and exhibiting Koi; to disseminate information about the above to the membership; to engage in educational, supportive and social activities related to our purposes; and to acquire and own such assets as may be necessary for any or all of the foregoing purposes.

Article II – Membership

Section A – Any person who has an interest in Koi culture shall be eligible for membership. Upon application and payment of dues as outlined in Article IV, the applicant will become a member of the Club in good standing.

Section B – There will be no corporate memberships. Those who have businesses related to Koi or any other business or corporation will be allowed to join only as individual members.

Section C – Membership shall not be transferable and both membership and rights in the assets of the Club shall cease and terminate upon death, withdrawal, expulsion or other termination of membership in the Club.

Section D – Any member may voluntarily withdraw or may be suspended or expelled by majority vote of the Board of Directors for violation of the bylaws, non-payment of dues or for conduct deemed detrimental to the Club.

Section E – Membership votes will be one for each single member, or two per family member. All voting will be done personally by members in good standing. Proxy votes will be allowed if the proxy is given to a member of the Board of Directors in writing or by electronic letter prior to a scheduled vote. Also see Article VIII, Sections D and E, regarding elections.

Section F – Honorary Membership can be granted to an individual or family at no cost to the Honorary Member or Members by a majority vote of the Board of Directors. These memberships should be limited in time, and these members shall not be able to vote or to hold elected office.

Article III – Fiscal Year

Section A – The fiscal year and the year for payment and collection of annual dues and the election and installation of officers shall be the calendar year.

Article IV – Dues

Section A – The annual dues for members shall be twenty dollars (\$20) for a single member, and thirty dollars (\$30) for a family membership, with family being defined as two adults residing together with or without minor children in a household.

Section B – Dues are payable on January 1st of each year except in the case of new members whose initial dues are payable with their application for membership, and will be prorated as follows: new membership dues paid before July 1st of the year will be as outlined in Section A; new membership dues paid on or after July 1st of the year will be ten dollars (\$10) for a single member, and fifteen dollars (\$15) for a family membership.

Section C – Renewing members who have not paid their dues by April 1st of each year will be considered no longer members of the Club, and all membership rights will be terminated.

Section D – In the event a membership is terminated due to death or relocation, dues will be refundable, upon written request, on a prorated basis as outlined in Section B. If a membership is terminated due to voluntary withdrawal or expulsion due to misconduct, dues will not be refundable.

Article V – Meetings

Section A – The regular meetings of the membership shall be held ten (10) times during the year, in the months of February through November, on a date and at a place and time to be determined by a majority vote of all those members present at any regular meeting of the Club. A change in the established date, place, or time may be made by a majority vote of all those members present at any regular meeting of the Club, or by a majority vote of the Board of Directors, and members shall receive notice of such change in the form of the Club newsletter or other notice as far in advance of the meeting as possible.

Section B – Special meetings may be called by the President of the Club, a majority of the Board of Directors, or by special request to the President of at least five (5) duly qualified members. The President will set the date, time and location of such meeting subject to the approval of the members of the Board of Directors and written notice to the membership by Club newsletter or electronic letter of at least three (3) days in advance of such meeting. If a quorum of the membership is present, as outlined in Section D, any business normally done only at regular meetings may be transacted. Notice of special meetings must also include a summary of the business items to be acted upon.

Section C – The annual meeting for the membership for the installation of Officers and for receiving annual reports from the Secretary and Treasurer shall be held at the regular meeting time in November of each year. Notice of the annual meeting must be submitted in writing to the membership at least five (5) days prior to said meeting by Club newsletter or electronic letter.

Section D - Qualified members present at any meeting of the Club shall constitute a quorum.

Section E – Koi or pond related businesses may advertise at membership meetings by way of a specific table provided for brochures, business cards, and other materials. This will be the responsibility of the Standing Committee tasked with meeting advertisements. See the Club’s Standing Rules for details.

Article VI – The Board of Directors

Section A – The initial Board of Directors shall be called the Organizational Board of Directors and shall consist of seven (7) Officers. These officers shall be elected at the first organizational committee by all members present, and will serve as outlined in Articles VI, VII, VIII and IX until the end of the organizing year, when a conventional Board of Directors will be elected by the membership as outlined in Section IX.

Section B – The total number of Officers of the Board of Directors will be a minimum of five (5) and a maximum of nine (9). The term of the Officers of the Board of Directors shall be two (2) years. This has been determined by the Organizational Board of Directors with recommendations from the membership.

Section C – This article and any other pertinent articles of the bylaws have been amended according to the provisions in Article XII to reflect the structure and duties of the conventional Board of Directors, prior to the nomination of the first conventional officers. Each member shall receive a copy of the amended bylaws, so that all members will have a description of the Board of Directors and the Officers’ duties prior to the beginning of the election process for 2009.

Section D – For purposes of the Organizational Board of Directors, professionals in the Koi business and their family members will be allowed to become Officers in this Club. Beginning with the election of the Board of Directors in October 2009, professionals in the Koi business and their family members will not be allowed to become Officers in this Club. The term “professional” includes anyone who owns, manages, or is employed by a business that earns money from the breeding or selling of Koi, from the sale of Koi related goods, or from the designing and building of Koi ponds. This does not include the hobbyist who occasionally sells fish from his or her pond for the purpose of reducing the pond’s population.

Section E – The President of the Board of Directors shall act as Chairperson of the Board of Directors.

Section F - In the event of a vacancy on the Board of Directors the remaining Officers, even if less than a quorum, shall fill the vacancy or vacancies for the unexpired term or terms by appointment. If the total number of Officers remaining after the vacancy or vacancies is more than five, the Board may elect not to fill vacant positions. Members who ran for election in the previous election but were not elected will be contacted first by the President or Vice President or other Officer to determine their interest in filling these vacancies.

Section G – The minimum number of regular meetings of the Board of Directors shall be ten (10) for each year to be held monthly in February through November and the Officers will determine the date, time and place of such meetings.

Section H – The meetings of the Board of Directors will routinely be attended by Officers only; Committee Chairpersons, members and other guests can be invited to join the meeting after the business of the Officers is concluded. Members who wish to attend board meetings should request an invitation from the President.

Section I – Special meetings of the Board of Directors may be called by the President or by notice signed by a majority of the Officers and notice thereof given to all Officers not less than one (1) day prior to such meetings. These meetings may be held on a date, and at a time and place agreed upon by the majority of the Officers.

Section J – Voting by members of the Board of Directors shall be done in person, or by a proxy submitted to the President or Vice-President if the President will not be at the meeting, either in writing or by electronic letter prior to the meeting. Each officer will have one vote. If an Officer needs to miss the meeting but wishes to participate ~~fully~~ via conference telephone call or other electronic communication, this will be allowed, if arranged in advance of the meeting. The Officer present on such a communication shall be counted toward the quorum, provided such Officer is “present” for the duration of the discussion and vote in question.

Section K =If a majority of the total number of current Officers is present at a meeting, that will constitute a quorum, provided that all current Officers have been given ample notice of said meeting. For example, if the Board is currently composed of a total number ~~is~~ of 5 Officers, a quorum is 3, if the total number is 6 or 7, a quorum is 4, if the total number is ~~7~~ or 8 or 9, a quorum is 5.

Section L - Any member of the Board of Directors may voluntarily withdraw or may be suspended or expelled from the Board of Directors by majority vote of the Officers for violation of the bylaws, non-payment of dues or for conduct deemed detrimental to the Club.

Article VII –Officers of the Club

Section A – The Officers shall be:

- President
- Vice President
- Secretary
- Treasurer
- Member or Members at Large (from 1 to 5)

Article VIII – Duties of Officers

Section AA – Duties of the Organizational Officers remain in effect until those Officers are replaced by the conventional Officers following the elections in October 2009.

Section A – The duties of the President shall be:

1. To preside at all meetings at which he or she is present.
2. To oversee management of the Club's business, reporting regularly to the Board of Directors and to the membership.
3. To appoint all committees, with the assistance of other officers.
4. To call special meetings of the membership, committees, Board of Directors or any other meeting that may be requested as outlined in the bylaws.
5. To define on an on-going basis, with assistance from the Officers and the membership, the Officers' duties.
6. To represent the Club in the community and with other Clubs of similar interest, or to appoint someone to replace him or her if this is not possible.
7. In case of question or demeanor, while in office, the President is further governed by Roberts Rules of Order.

Section B – The duties of the Vice President shall be:

1. To assume the duties of the President during his or her absence or upon request by the President.
2. To assist the President and all other Officers in their duties, as requested.
3. To locate and assist members who will be responsible for the Club newsletter, Club web site, and the Club Online Library.

Section C – The duties of the Secretary shall be:

1. To maintain the Club's organizational paperwork with the State of Colorado and the Internal Revenue Service.
2. To receive and report all correspondence to the Club.
3. To initiate all correspondence from the Club as requested by Officers.
4. To maintain all official Club records.
5. To notify all members in writing, either through the newsletter or by electronic letter

of any amendments to the bylaws.

6. To file and maintain records of needed reports to the State of Colorado and the Internal Revenue Service.
7. To ensure that notices of meetings are sent to members and Executive Officers in accordance with the bylaws, either through the Club newsletter or by electronic letter.
8. To record minutes of all membership meetings and events, and all Organizational Board of Directors meetings, and to make those minutes available to members and Officers as requested, and to present minutes of previous meetings at the beginning of each meeting.
9. If requested by the Board, To set up a post office box for use by Officers of the Club, and provide keys to those Officers who need them, and to keep records of the post office box contracts and locations of the keys.

Section D – The duties of the Treasurer shall be:

1. To maintain banking accounts for the Club.
2. To maintain a system for the collection and notation of membership dues and other monies due to the Club.
3. To maintain a means of providing membership cards to members, and of sending a copy of the Club bylaws to new members.
4. To maintain a system for the dispersal and notation of Club funds as necessary, and to maintain records of who will have authority to signs checks on behalf of the Club, and to abide by the Standing Rules limiting dispersal of funds without Board approval.
5. To maintain a system for monitoring and reporting the Club’s financial affairs.
6. To keep all financial records of the Club.
7. To report regularly to the Board of Directors and to the membership on the current financial condition of the Club, and to make those reports available as needed on request of a member, an Officer, or outside agencies.

Section E – The Duties of the Member or Members at Large shall be:

1. To assist with all areas of responsibility of the Board of Directors as requested, Including promotion of the Club to the public, planning and managing programs and events, and other responsibilities that may arise in the course of business of the Club.

Section F – One Officer shall be designated as Membership Coordinator, and the responsibilities of this Officer shall be:

1. To maintain a method for tracking memberships with all needed contact information, including status of dues paid.
1. To maintain a means for printing and distributing name tags for meetings.
2. To report to the Board of Directors and membership on a regular basis, or as requested by a member or an Officer.

Section G – One Officer shall be designated as AKCA Director, and the responsibilities of this Officer shall be:

1. To locate a member who is willing to serve as his or her alternate, and secure approval of this appointment by the Board of Directors.
2. Attend AKCA meetings as possible, or communicate monthly with the Club's contact on the AKCA Board so that the Club's views can be considered at all AKCA Board meetings.
3. Represent AKCA in the Club.
4. Read the AKCA Board meeting minutes upon arrival.
5. Determine the Club's position on issues needing AKCA attention.
6. Vote the Club position in AKCA meetings when asked.
7. Communicate Club responses to AKCA enquiries when required.
8. Develop issues that affect Koi keeping as AKCA agenda items.
9. Serve as requested by the AKCA Board Chairman.
10. Support AKCA activities.
11. Serve as the default mailing address for AKCA Minutes, AKCA Guides and complimentary issues of KOIUSA, and other communications mailed from AKCA.
12. Provide AKCA as needed or required with any changes to the Club's information, including election of Club Officers or changes or address.

Section H – One Officer shall be designated as External Organization Liaison and the responsibilities of this Officer shall be:

1. To represent the Club to any other local or national organizations as requested by those organizations or the Club.
2. To serve as the default mailing address for such organizations' communications with the Club.
3. To report to the Club on activities and communications of those organizations.

Article IX – Election of Officers of the Board of Directors

Section A – The election of the Officers of the Organizational Board of Directors will be accomplished by a vote at the first Organizational meeting, as agreed upon by all members present. These members will serve until October 2009.

Section B – The term of the conventional Officers of the Board of Directors shall be two (2) years. The first conventional Officers will all be elected in October 2009. Beginning with elections in October 2012, the number of open positions will be the maximum number of nine (9) less the number of Officers going into their second term, and the minimum number of five (5) less the number of Officers going into their second term.

Section C - Starting with elections in 2009 and for all future elections, members of the Board of Directors will be nominated and elected by membership as outlined below. Nominations will be for the number of open position on the Board of Directors as determined by Section B above, not for a specific office.

Section—D— One Officer will be appointed by the current Board of Directors as the Election Coordinator. This Officer, with assistance from other volunteer members will form the Nominating Committee. The Election Coordinator will chair the Nominating Committee, and will be responsible for determining the number of open positions, collecting nominations from any member of the club, presenting them to the membership, overseeing the election process, and announcing the results to the membership.

Section E - All nominees must agree to accept the nomination for office. This acceptance must accompany all nominations given to the Election Coordinator.

Section F— The annual election of Officers will proceed as follows:

July – At the regular meeting of the Board of Directors in July one **Officer** will assume the responsibilities of Election Coordinator. The Election Coordinator will be announced in the next regular Club newsletter, along with a call for volunteers to be on the Nominating Committee.

August - at the regular meeting, the President will announce the Election Coordinator and call for volunteers to assist this Officer as members of the Nominating Committee as outlined above.

September – The Election Coordinator will present all current nominations for Officers at the regular meeting. Nominations from the membership will also be taken at the September meeting. With the publication of the September newsletter, voting by electronic letter or written vote, presented to the Election Coordinator, will commence and continue until the October meeting. Write in votes will be accepted, and the Election Coordinator will verify that the person whose name was written in will accept the position if elected.

October – at the regular meeting of the membership, voting will continue. If there are more nominees than the number of open Officer positions, the vote will be by paper ballot. If there is only one nominee for each open Officer position, the membership present may choose by majority vote to elect those nominees by voice vote. If the election is conducted by paper ballot, once all the ballots are cast, the Election Coordinator will count the votes, to include votes received by electronic letter or written note prior to the meeting, and will announce the results to the membership.

Section G - Following the election, the outgoing Officers and the newly elected Officers will meet at the regularly scheduled Board Meeting to determine how the offices will be filled by the newly formed Board of Directors, as outlined in Section B above. The newly elected Officers will begin their two year terms at this time. The results will be announced in the Club Newsletter. The new Board of Directors will be presented to the membership at the regularly scheduled meeting in November

Article X – Committees

Section A – There shall be Standing Committees and Special Committees. Standing Committees will be established by the Board of Directors. All Committees other than Standing shall be created by the President as the need arises, with the assistance and input of the other Officers and the membership as needed.

Section B – All Committee Chairpersons shall keep a record of the proceedings and actions of their respective Committees as a history and to assist successive Committee Chairpersons, and shall abide by and contribute to the Standing Rules for their respective committees.

Section C – All Committee Chairpersons shall report as needed or requested to the Board of Directors and membership.

Section D – See the Club’s Standing Rules for details of each chairperson’s duties.

Article XI – Inurement

Section A – No individual or group in this Club may enjoy private interest or financial benefit from the Club. All work done on behalf of the Club will be volunteer in nature.

Article XII – Approval and Amendment to the Bylaws

Section A – These bylaws may be approved or amended by a vote of two-thirds (2/3) of the members present at any meeting of the membership provided proper notice of said meeting is given, in writing, as specified by these bylaws.

Section B – The full text of the bylaws or amendments thereof which are proposed must be given to each member either through the Club newsletter or by electronic letter distribution at least five (5) days prior to the meeting at which such bylaws or amendments are to be voted upon.

Section C – Proxy votes may be tendered by members if given to an Officer either in writing or by electronic letter prior to the meeting, and shall be added to the vote of the members present at the meeting.

Section D – Proposals for amendments to the bylaws shall be instituted only by the Board of Directors or at least ten (10) members or twenty percent (20%) of total number of members, whichever is greater. The members shall present their proposals in writing or by electronic letter to the President.

Section E – Following approval of the amended bylaws, each member shall receive a copy of the new bylaws either by electronic letter or other means as approved by the Officers.

Article XIII – Property Rights of Members

Section A – The property of this Club is irrevocable; dedicated to the objects and purposes of the Club as outlined in Article I, Section B of these bylaws, and as outlined in the Articles of Incorporation for a Nonprofit Corporation in the state of Colorado.

Article XIV – Dissolution

Section A - In the event of the dissolution of the Club, its assets and monies shall not revert to the possession of the membership but shall be given to another nonprofit club or society or educational organization within Southern Colorado which is to be chosen by the members of the Southern Colorado Koi Club, and whose aims and purposes are similar to those of the Southern Colorado Koi Club. No part of any net earnings or assets of the club shall inure to the benefit of any member or individual associated with the Club.

Article XV – Parliamentary Authority

Section A – Roberts Rules of Order (Revised) shall govern all proceedings of this Club providing they are not in conflict with these bylaws.

These amended bylaws were approved by a majority of the general membership at a membership meeting on September 22, 2012. They will become effective as of this date, and remain effective until amended.

President, Jerry Hunter