

**BYLAWS
OF
TAHOSA ALUMNI ASSOCIATION, INC.**

**ARTICLE I
GENERAL PROVISIONS**

Section 1. Name. The name of the corporation is Tahosa Alumni Association, Inc., herein referred to as “the Association.”

Section 2. Structure. The Association is organized in accordance with the Colorado Revised Nonprofit Corporation Act, as amended. The Association has not been formed for the making of any profit, or personal financial gain. The assets and income of the Association shall not be distributable to, or benefit the directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. The Association shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The Association shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The Association is organized exclusively for purposes permitted in section 501(c)(3) of the Internal Revenue Code.

Section 3. Purpose. The purpose of the Association is to assist the Denver Area Council in maintaining Tahosa High Adventure Base (herein referred to as “Camp Tahosa”) as a Scouting resource; to maintain the memories, spirit and traditions of Scout camping; and to encourage retention of older youth in Scouting.

Section 4. Heritage. The Association recognizes the existence of Tahosa Alumni Association prior to its incorporation in 1982, through the founding fathers who formed Tahosa Alumni Association in 1961. These founding fathers are the following individuals:

Kenneth W. Lane
Tom McConnell
Donald Seymour
Fred Shissler

Section 5. Conduct. The Association will operate under Robert’s Rules of Order.

Section 6. Procedures Manual. A Procedures Manual will be kept current with the duties and procedures of all the officers and committees of the Association. It will provide information about which officers are responsible to watch over which committees and what committees interact with each other.

- a. The Procedures Manual should contain details of how the Association does business, examples of forms, etc.

- b. Every board member, officer and committee chair should receive a copy of the Procedures Manual.
- c. The Procedures Manual may be amended at any time by majority vote of the board of directors at any regular or special meeting of the board of directors at which a quorum is present. If there is a conflict between the bylaws and the Procedures Manual, the bylaws will govern.

ARTICLE II MEMBERSHIP AND DUES

Section 1. Qualification. Membership in the Association is open to all individuals who have an active interest in promoting Scouting through its principles and traditions. They must be willing to assist in promoting the continued usage of Camp Tahosa as a Scouting facility.

Section 2. Membership types.

- (a) Adult membership is open to those individuals who have attained the age of eighteen years.
- (b) Youth membership is open to all individuals under the age of eighteen years. Youth members may not vote, hold office or serve on the board of directors and are not eligible for life membership.
- (c) Life membership is available to any adult for a one-time fee equivalent to ten times the annual membership dues.
- (d) Staff membership is open to any person who is currently an active member of the camp staff of Camp Tahosa. Staff members shall have the rights of either Youth or Adult members according to their age, as provided in paragraph (b) above. When no longer a Tahosa staff member, Staff membership shall revert to either Youth or Adult as applicable.

Section 3. Dues and fees. Annual dues and maintenance fees shall be due on February 1st of each year. Dues for adult and youth members shall be \$17.50, dues for staff members shall be \$7.50, and maintenance fees for life members shall be \$5.00. Dues and fees shall be considered delinquent after May 1st of each year. Members who are delinquent will be purged from the active membership roster.

Section 4. Status. A member in good standing is a member whose dues are current, or who is a life member.

ARTICLE III MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. An annual winter banquet and business meeting shall be held for the purpose of electing officers and directors, and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the board of directors.

Section 2. Summer Meeting. A summer picnic-reunion and business meeting shall be scheduled to be held at Camp Tahosa each year, or at such other location as may be designated by the board of directors.

Section 3. Special Meetings. Special meetings may be called by the president or at the request of a majority of the board of directors.

Section 4. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed or emailed to all members of record at the address or email address shown on the membership records, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid, or when transmitted by email.

Section 5. Place of Meeting. Meetings shall be held at a location within the State of Colorado, as stated in the notice.

Section 6. Quorum. Unless a greater number is required by Colorado law, 15% of the members in good standing shall constitute a quorum at a meeting.

Section 7. Voting. Each member in good standing shall be entitled to one vote. Voting by proxy shall be allowed, provided the proxy is delivered to the president prior to the meeting, either by mail or email.

ARTICLE IV ELECTION OF OFFICERS AND DIRECTORS

Section 1. Nominations. Annually, by July 1 of each year, the president shall appoint a nominating committee. The committee shall meet as necessary, and present a list of candidates for directors for the coming year, designating an officer position or director responsibility area for each candidate. The recommendations of the nominating committee shall be presented to the board of directors for their approval at a regularly scheduled board meeting held at least 30 days prior to the annual meeting.

Section 2. Election procedure. The board of directors will approve, or modify and approve, the recommendations of the nominating committee, and present the candidate list to the membership for their approval at the annual meeting.

Section 3. Term of Office. The officers and directors shall be elected at the annual meeting and shall serve a term of one year, or until a successor has been elected and qualified. Any officer or director may serve consecutive terms by re-nomination and election as provided in Sections 1 and 2 above.

ARTICLE V DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a board of directors comprised of twelve directors, consisting of the five officers and seven additional members. Each of the seven additional board members shall be assigned an area of responsibility, such as Membership, Promotions, Fund raising, Webmaster, Communications, Youth Membership, Council Properties Liaison or History-Museum, or such additional responsibilities as the board may from time to time determine.

Section 2. Qualifications. A director must be an adult member in good standing.

Section 3. Quorum. A majority of directors in good standing shall constitute a quorum.

Section 4. Regular Meetings. The board of directors shall meet as needed to review and act on the business of the Association. The president may publish a schedule of meetings for the year, and no additional notice of such meetings will be required.

Section 5. Special Meetings. Special meetings may be requested by the president, vice president, secretary, or any four directors by providing five days written notice to the president by ordinary United States mail, effective when mailed. Notice may also be given by email, effective when sent.

Section 6. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the board of directors, unless the vote of a greater number is required by law or by these bylaws for a particular resolution. A director of the Association who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless that director's dissent is entered in the minutes of the meeting. The board shall keep written minutes of its proceedings in its permanent records.

Section 7. Voting. Each member of the board of directors shall be entitled to one vote.

Section 8. Spending Authorization. Any monetary decision above \$500.00 not covered under the current approved budget must be presented in writing as new business at a board meeting. The board may defer a vote on the matter until the following board meeting to allow time for contemplation.

Section 9. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the directors or the members of the committee of directors, as the case may be.

Section 10. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a regular meeting or a special meeting called for that purpose. Cause may include the failure to attend a significant number of board meetings or membership meetings without due reason, or failure to perform assigned duties. Any vacancy that occurs on the board of directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 11. Executive Committee. The five elected officers shall constitute the executive committee of the board of directors. The executive committee shall meet at the discretion of the president, to establish the working budget for the year to present to the full board for approval, and such other business as the president deems appropriate.

Section 12. Director Emeritus. The board of directors, by a resolution adopted at a meeting of the directors at which a quorum is present, may confer the title “Director Emeritus” upon a board member. This recognition shall be a reflection of the recipient’s long history with the Association and contributions of time, knowledge and expertise. A Director Emeritus will not continue as a member of the board of directors, but will be encouraged to attend meetings of the board, as well as meetings of the membership, to provide input and advice. Directors Emeritus shall be deemed life members, and shall be exempt from payment of any dues or annual maintenance fees.

ARTICLE VI OFFICERS

Section 1. Number of Officers. The officers of the Association shall be the president, one vice president, the secretary, the treasurer, and a past president. A person may not hold more than one office at a time. Spouses or any persons living in the same household who are eligible may serve concurrently as officers, but they cannot serve as president and treasurer at the same time. Preferably, a person must have served as a director for at least one year before becoming eligible to become an officer.

a. Duties of the President.

1. Functions as the chief executive officer and shall preside at all meetings of the board of directors, the executive committee and the membership, and shall prepare an agenda for each meeting.
2. Oversees the operation of the Association and is also the chief operating officer of the Association, who is responsible for appointing all operating committee chairman as needed and for supervising the overall work of the Association. All officers receive their direction from the president.
3. Is the liaison to the Denver Area Council Scout Executive and the Denver Area Council Board of Directors.
4. Appoints a parliamentarian.

b. Duties of the Vice President.

1. Performs the duties of the president in the absence of the president and assists that office in the discharge of its leadership duties.
2. Be responsible and provide direction for all of the Association committees related to: nominations, membership, and other committees as required or assigned by the president.
3. Maintain an inventory and accounting of all properties of the Association.
4. Assist the secretary and treasurer in the performance of their duties.
5. Assist the program and land/facilities committee chairs in the performance of their duties.
6. Serve as the Association representative to any related Denver Area Council Committee.

c. Duties of the Secretary.

1. Give notice of all meetings of the board of directors and executive committee and the membership as required, keep an accurate list of the directors, and have the authority to certify any records, or copies of records, as the official records of the Association.
2. Maintain the minutes of the meetings of the board of directors and meetings of the membership. Provide copies of the minutes to the board of directors within 10 days after such meetings.
3. Fulfill legal reporting requirements for the State of Colorado, the Federal Government and other institutions as required by the membership, the law and the bylaws.
4. Maintain necessary correspondence between the Association and the general membership.

d. Duties of the Treasurer.

1. The treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the board of directors and the executive committee, and shall make reports of corporate finances as required, but no less often than at each meeting of the board of directors and the executive committee.
2. Report as required by law to the membership and to the State of Colorado and Federal agencies.
3. Receive, manage, and expend monies in accordance with the Association's bylaws and the board of directors.
4. Establish and maintain a checking account on behalf of the Association for the purpose of paying bills. Officers authorized to sign checks will be the treasurer, the president, and the vice president. Should it be necessary for any of these officers to be reimbursed for expenditures, the check must be signed by a different officer.

e. Duties of the Past President.

1. Work closely with the president to insure continuity of leadership and a historical perspective on the Association's activities and programs.
2. Assist the new president with an ongoing relationship with the Denver Area Council Scout Executive and Denver Area Council Board of Directors as an ongoing member at large of that governing body.

Section 2. Removal / Vacancies. An officer shall be subject to removal, with or without cause, at a regular meeting of the Board or a special meeting called for that purpose. Cause may include the failure to attend a majority of board meetings or membership meetings without due reason, or failure to perform assigned duties. Any officer vacancy that occurs, whether by death, resignation, removal or any other cause, may be filled by the board of directors. The requirement to serve as a director for one year before becoming eligible to be an officer may be waived in this event. An officer elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**ARTICLE VII
OPERATING COMMITTEES**

Section 1. Committees. Operating committees of the Association shall consist of the following. Chairpersons shall be members in good standing, appointed by the president, and are not required to be board members.

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| (A) Audit/Review | (I) Membership |
| (B) Banquet | (J) Nominations |
| (C) Budget | (K) Promotions |
| (D) Camp Master / Program | (L) Reunion Picnic |
| (E) Endowment | (M) Scout Show |
| (F) Historian – Museum | (N) Totem |
| (G) Jim Scott Memorial | (O) Webmaster |
| (H) Land/Facilities | |

Section 2. Meetings. Committee chairs are encouraged to attend board meetings but have no voting power if they are not members of the board of directors. However, should they attend board meetings, or otherwise voice opinions and positions on issues, their position should be considered by board members.

**ARTICLE VIII
OTHER ALUMNI REPRESENTATIVES**

Section 1. District Representatives. Seven district representatives shall be appointed by the president. In the event they do not meet the requirements they may be replaced by a volunteer recommended by each Denver Area Council District Commissioner. District representatives shall visit their assigned Denver Area Council District Roundtable meetings regularly to promote Camp Tahosa, its programs and membership and activity in the Association.

Section 2. Chaplain. An alumni chaplain shall be appointed by the president if that position is not otherwise filled.

**ARTICLE IX
CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The Association shall not have a corporate seal. All instruments that are executed on behalf of the Association which are acknowledged and which affect an interest in real estate shall be executed by the president or the vice president and the secretary or the treasurer. All other instruments executed by the Association, including a release of mortgage or lien, may be executed by the president or the vice president. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

ARTICLE X AMENDMENTS

Section 1. By the Board. The bylaws may be amended by the board of directors by a majority vote at any regular or special meeting of the board at which a quorum is present. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

Section 2. By the Membership. The bylaws may be amended at any regular or special meeting of the membership at which a quorum is present. If the amendment is originated by a member, it must be submitted in writing to the board of directors at least 30 days prior to such meeting. A simple majority vote of the members in good standing present shall be required to approve the amendment.

ARTICLE XI DISSOLUTION

The Association may be dissolved only with authorization given by the affirmative vote of a majority of the board of directors given at a regular meeting, or a special meeting called for that purpose, at which a quorum is present. In the event of the dissolution of the Association, the assets shall be applied and distributed as provided in the Articles of Incorporation, in conformity with the requirements of section 501(c)(3) of the Internal Revenue Code.

Adopted by the Board of Directors 3/29/2017
(Amendment to Article II)