

## ARTICLE 1.0

### PURPOSE AND FORMATION

Longmont Area Democrats (herein LAD), a nonprofit corporation formed under the laws of the state of Colorado, is an inclusive grassroots organization promoting active community participation in our representative democracy. LAD seeks to provide education and information for the voting public, supporting progressive candidates and initiatives at the local, state and federal level.

## ARTICLE 2.0

### MEMBERS

- 2.1 Qualifications: Membership is open to any person who is interested in furthering the purposes stated in Article 1.0, and who pays the annual dues as established from time to time by the Board of Directors.
- 2.2 List of Members: The Board of Directors shall maintain a list of current members of LAD.
- 2.3 Dues: Annual dues shall be as determined each year by the Board of Directors prior to the first regular meeting of members for the year. Dues shall be for the period from January 1 through December 31.
- 2.4 Should a Small Donor Committee be established, each member, when paying dues, shall indicate whether it is acceptable to the member for LAD to transfer a portion of their dues to the Small Donor Committee, Longmont Democratic Activists for Political Change, established by LAD pursuant to Title XVIII of the Colorado Constitution.

## ARTICLE 3.0

### MEETINGS OF MEMBERS

- 3.1 Annual Business Meeting: An annual business meeting of the members shall be held in December of each year at a time and place to be determined by the Board of Directors. The purpose of this meeting shall be to elect Officers and the Board of Directors, to review the Bylaws, to review and approve the actions of the Officers since the previous annual meeting and to conduct such other business as may properly come before the meeting.
- 3.2 Regular Meetings: Regular meetings of the members shall be held at least eight times during the months of January through November of each year, at a time and place to be determined by the Board of Directors. In addition, special meetings of the members may be called by the President or by a majority vote of the Board of Directors.
- 3.3 Notice of Member Meetings: Notice of all member meetings shall be given at least seven days in advance of the meeting. The Notice shall include the time, place and purpose for the meeting. Notice shall be given by announcement at the previous regular or annual meeting of the members, or by posting on the homepage of the LAD website, or by email to members.
- 3.4 Quorum: At any meeting of the members, 25 percent of the members who have paid dues for the current year shall constitute a quorum for the conduct of business.
- 3.5 Voting: All voting shall be by voice vote or a show of hands unless a secret ballot is requested, in which case secret ballots shall be used. Unless otherwise stated in these Bylaws, if a quorum is present when a vote is taken, the affirmative vote of a majority of the members present is the act of the membership.
- 3.6 Public Statements: LAD may make a public statement on an issue when the matter is approved by a majority vote of the Board of Directors.

## ARTICLE 4.0

### OFFICERS AND DIRECTORS

4.1: Management of the business, property and affairs of LAD shall be controlled by the Board of Directors. In addition to powers granted by the Articles of Incorporation and these Bylaws, the Board of Directors shall exercise all such powers and perform all such lawful duties as are not prohibited by statute, so long as such exercise does not jeopardize the Fund's tax-exempt status.

4.2 Number: The affairs of LAD shall be managed by a Board of not less than six directors, consisting of the Officers and At-Large Directors, elected by the members.

4.3 Enumeration of Officers: The officers of LAD shall be a President, a Vice-President, a Secretary and a Treasurer, who shall at all times be Members of the Board of Directors.

4.4 Nominations: Not less than twenty (20) days prior to the annual business meeting of the members, the Nominating Committee shall nominate at least one candidate for each Officer and At-Large Director position.

4.5 Eligibility: Any member who is willing to actively participate in the management and affairs of LAD shall be eligible to be nominated to be an Officer or At-Large Director.

4.6 Election: The Officers and At-Large Directors shall be elected by a majority vote of the members present at the annual business meeting of members.

4.7 Term of Office: Directors shall serve until the next annual business meeting of the members.

4.8 Resignation or Removal: Any Officer or At-Large Director may resign at any time by tendering a written resignation to the Board of Directors. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Any Officer or Director who misses three consecutive regular meetings of the Board of Directors in any calendar year, or for any other cause, may be removed by a majority vote of the Board of Directors at a regular meeting of the Board for which written notice of the pending vote has been given in accordance with these Bylaws. Directors may ask the President or acting Chair for excused absences from Board meetings.

4.9 Vacancies: Vacancies on the Board of Directors shall be filled by appointment by the remaining members of the Board of Directors. Any Director so appointed shall serve until the next annual business meeting of the members.

4.10 Compensation: No Director shall receive compensation for any service they may render to LAD, without majority vote approval from remaining Directors. Further, any Director may be reimbursed, in accordance with previously adopted Board policy, for their actual expenses incurred in the performance of their duties.

4.11 Duties of Officers: The duties of the Officers are as follows:

(a) President – The President shall preside at all meetings of the members and of the Board of Directors; shall see that resolutions of the members or the Board are carried out in a timely fashion; shall serve as the official spokesperson for LAD; shall have access to and supervision of LAD's bank account; and shall sign all written instruments of LAD, except as otherwise set forth in these Bylaws or as determined by Resolution of the Board.

(b) Vice-President – The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act; and shall exercise and discharge such other duties as may be required of the President by the Board.

(c) Secretary – The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of any business performed at a meeting of members; shall maintain the archives of LAD Board Meeting minutes; shall turn over the archives to the incoming Secretary; and shall exercise and discharge such other duties as may be required of the Secretary by the Board.

(d) Treasurer – The Treasurer shall receive and deposit in appropriate bank accounts all monies of LAD and disperse such funds as directed by resolution of the Board of Directors; shall keep proper books of account; shall prepare and file any necessary tax returns of LAD and the regular reports required by the Colorado Secretary of State for Small Donor Committees; shall prepare a proposed annual budget as needed, and a statement of income and expenditures to be presented to the Board of Directors at its last meeting of each calendar year, and deliver a copy to each of the Directors; maintains a list of all members; and shall exercise and discharge such other duties as may be required by the Board. Expenditures up to \$100 may be paid directly by the Treasurer without a separate resolution of the Board of Directors.

## ARTICLE 5.0

### MEETINGS OF DIRECTORS

5.1 Regular Meetings: A regular meeting of the Board of Directors shall be held between each regular or annual business meeting of members, upon not less than five (5) days notice, at a place, and at such date and hour as may be determined from time to time by the Board of Directors.

5.2 Special Meetings: Special meetings of the Board of Directors shall be held, upon not less than twenty-four (24) hours notice, when called by the President of the Board or by any two Directors, at such time and place as may be specified in the notice.

5.3 Notice: Written notice shall be delivered personally or by email to each Director by the Secretary of the Board. A written agenda will be presented at the time notice is given. Any Director may waive, in writing, any notice of meetings required to be given by these Bylaws.

5.4 Quorum: A majority of the number of Directors shall constitute a quorum for the transaction of business. Except as specified in these Bylaws, every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

5.5 Voting: All voting shall be by voice vote or a show of hands unless a secret ballot is requested, in which case secret ballots shall be used. Proxy voting is not permitted. Unless otherwise stated in these Bylaws, if a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the Board of Directors.

5.6 Public Statements: LAD may make a public statement on an issue when the matter is approved by a majority vote of the Board of Directors.

5.7 Social Media: Messaging on social media shall be informed by LAD's mission and support statements.

5.8 Action Taken Without a Meeting: The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written or email approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## ARTICLE 6.0

### COMMITTEES

6.1 Standing Committees. The following standing committees are established by these Bylaws:

- a.) Nominating Committee: shall nominate candidates for any position open for election at the annual meeting of members, and shall offer candidates to the Board of Directors for any vacancy that occurs between annual meetings.
- b.) Outreach Committee: shall seek to increase the diversity of membership in LAD.

6.2 Advisory Committees. The President, or the Board of Directors, by resolution, may create or dissolve any number of additional committees to assist the Board in effectively managing the affairs or carrying out the work of LAD. The purpose and authority of each committee shall be set out by the President or in the Board resolution at the time of establishment of the committee.

6.3 Membership on Committees. Each committee shall consist of at least two members, who shall be members of LAD. The Committee members shall be appointed by the President from volunteers from the membership, except for the Nominating Committee, which shall consist of current officers. The President shall serve as an ex-officio member of each committee.

6.4 Committee Chairpersons. The President shall appoint a chairperson for each committee from its members who shall call and chair meetings of the committee and who shall serve as a member of the Board of Directors of LAD. The Board of Directors may remove the chairperson of any committee if it determines that the chairperson is not fulfilling the obligations of chair.

## ARTICLE 7.0

### AMENDMENTS

These Bylaws may be amended at the annual business meeting of members, if a quorum is present by a majority of those members present.

## ARTICLE 8.0

### FISCAL YEAR

The fiscal year of LAD shall begin on the first day of January and end on the thirty-first day of December of every year, unless changed by the Board of Directors.

## ARTICLE 9.0

### MEETING PROCEDURE

At all meetings of the Board of Directors, meeting procedure, except as provided by law, the Articles of Incorporation or the provisions of these Bylaws, shall be governed in accordance with the latest edition of Robert's Rules of Order.

## ARTICLE 10.0

### INTERPRETATION

Wherever used herein, the singular shall include the plural, the plural the singular, and the use of any gender term (masculine, feminine or neuter) shall include the other terms, as the context may require. The underlined section and subsection headings are for convenience and are not part of the substance of these Bylaws.

I HEREBY CERTIFY that these Bylaws were adopted by a majority vote of the members present and voting at the annual business meeting of LAD's members on \_\_\_\_\_ at which a quorum was present.

Signed by: \_\_\_\_\_

Ingrid Moore, *Secretary, Longmont Area Democrats*