

FRIENDS OF RED ROCKS

ORGANIZATION BY-LAWS

I. ORGANIZATION NAME

Friends of Red Rocks (FoRR), is a 501c3 Non-Profit Organization, incorporated under the name Friends of Red Rocks.

II. PURPOSE STATEMENT

The purpose of FoRR is to preserve and celebrate the magic of Red Rocks Park & Amphitheatre through projects, education and community outreach.

III. MEMBERSHIP

1. Membership in this organization shall be open to anyone who shares and promotes a passion for the stewardship and preservation of Red Rocks Park & Amphitheatre.

2. Anyone can become a member by signing up for the FoRR mailing list.

3. There shall be two levels of membership; general membership and voting membership. General membership is achieved by signing up for the FoRR mailing list. Voting membership is achieved by signing up for the FoRR mailing list plus also donating a minimum amount to be established by the board, annually either monetarily or through like goods donated. (A receipt will be required for goods donated.)

4. Voting members shall select the FoRR board of directors through a scheduled vote. An Active member is anyone actively participating in a current FoRR project.

5. Individuals must be an active member to have the right to serve on the board.

IV. BOARD OF DIRECTORS

1. The purpose of the Board of Directors shall be to:

- Fulfill the mission, goals and objectives of FoRR
- Maintain and protect the credibility and integrity of FoRR
- Serve the membership of FoRR

2. The Board of Directors shall be the governing body of FoRR and shall manage, direct and control the affairs and property of FoRR.

3. The Board of Directors shall serve without pay and consist of five Directors who are elected at-large from the membership through organized general election.

4. Board members shall serve no more than two (2) two-year terms in a row. Board members may return to serve additional two-year terms as many times as they want.

5. Within the limits of these Bylaws, the Board of Directors shall determine the specific procedures and dates associated with the election of FoRR board members.

6. At all meetings, except for the election of directors, all votes shall be by voice. Voting on Amendments to these by-laws is addressed in SECTION VIII ENACTING & AMENDING THE BY-LAWS.

7. The Board is responsible for holding (1) one annual meeting per fiscal year, to present the membership with the FoRR Annual Report.

8. At any time after one (1) year, any board member may request to leave the board. When a board member decides to leave the board, the board can replace that board member from the board candidate who received the next highest number of votes. If that board candidate chooses not to serve, the next candidate in the list will be asked and so on until the list of all board candidates has been exhausted. In the event that no candidates accept the board position within one (1) month of the out-going board member's departure, an election will be held to replace that board member.

V. ELECTION OF THE BOARD OF DIRECTORS

1. For election of directors, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

2. The Board will designate an “Election Manager”, who will coordinate the nomination and statements of candidates, and oversee the counting of votes. Candidates for the Board of Directors shall be nominated in writing to the Election Manager.

3. A ballot listing the names of all candidates for the Board of Directors shall be prepared and sent to the membership of FoRR by the Secretary/Treasurer at least 60 days prior to the deadline for accepting votes. All members wishing to cast ballots for board members must be voting members in good standing in order for their vote to be counted.

4. The Election Manager shall count all ballots properly marked and submitted. The five candidates receiving the most votes shall be elected as the new Board of Directors. All election results will be certified by the out-going board.

5. The Secretary/Treasurer is the only specific role that shall be determined by the Board. The board can decide to change the roles within the board at any time by a simple majority vote of all five (5) members.

VI. OFFICERS

1. The officers of the board shall consist of a Secretary/Treasurer and four (4) additional officers.

Duties of the Officers shall include at a minimum;

a) The Officers shall be responsible for the overall function, management, effectiveness and morale of the board.

b) The Officers shall assist other members of the board to make decisions, develop action plans, and successfully complete projects.

c) The Officers shall encourage new ideas and innovations from the membership and facilitate the membership with those ideas.

c) The Officers shall assist and facilitate board members in finding common ground, and shall help to facilitate and find agreement in the event of differences of opinion among board members.

d) The Officers will prepare and present the FoRR annual report at each annual meeting.

e) All Board members shall coordinate with the Secretary/Treasurer to ensure that all books, reports and certificates required by law are properly kept or filed.

f) The Officers will designate signing authority for contracts, checks or drafts.

Duties of the Secretary/Treasurer shall include at a minimum;

2. Secretary/Treasurer

Secretarial:

a) Shall coordinate with the Officers to record minutes and records of the organization, amending minutes as needed, keep all approved minutes in appropriate books, and distributing minutes as determined.

b) File any certificate required by any statute, federal or state.

c) He/she shall be the official custodian of the records and seal of this organization.

d) Shall coordinate with the Officers to present to the membership at any meetings any financial issues or communication addressed to him/her as Secretary of the organization.

e) Attend to correspondence of the organization and shall exercise all duties incident to the office of Secretary.

f) Collect and coordinate all agenda items for meetings

Treasury:

a) The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.

b) Keep record of the organization's budget, ensure budget is managed appropriately and prepare financial reports as needed and required by the State Department.

c) Be one of the officers required to sign the checks and drafts of the organization.

d) He/she shall maintain and manage any bank accounts for the organization.

e) Shall coordinate with the Officers to provide a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

f) Elected officers will serve a term of two years.

VII. MEETINGS

1. The Board shall use Annual Meetings to conduct FoRR business. Voting Members of FoRR shall be given the opportunity to place new items of business before the general membership and the Board of Directors at such meetings. The FoRR Annual Meeting must be announced not less than 45 days before the meeting date.

2. Amendments to the FoRR By-Laws may also be considered and voted upon, per Section VII Enacting & Amending the By-Laws.

3. Additional meetings may be called at such other times as any 3 board members may decide for the best interest of the organization, at the request of the organization, a majority of the board members, or as identified in the strategic plan. Notices of such meeting shall be e-mailed to all members at their e-mail addresses as they appear in the membership database at least fifteen (15) days before the scheduled date set for such special meeting. Such notice shall state the reasons the meeting has been called, the business to be transacted at such meeting and by whom it was called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

4. At any meeting of the Board, three (3) members of the Board shall constitute a quorum and a majority of such a quorum shall decide any question that may come before the meeting. Meetings may be held and votes taken with the aid of telephonic conferencing.

5. Board members are required to attend at least one board meeting per year.

VIII. AMENDING THE BY-LAWS

1. At each FoRR annual meeting, the By-Laws can amended. The Board will designate a “Manager”, to coordinate amending the FoRR by-laws. The Manager will facilitate public comment and manage the process at the annual meeting. Any amendments to the By-Laws must be preceded by comment period of no less than 30 days from the FoRR Annual Meeting.

2. The By-Laws may be amended by a vote of not less than two-thirds (2/3) majority FoRR vote of those voting members present at the Annual Meeting.

IX. COMMITTEES

All committees (standing or ad hoc) of this organization shall be appointed by the Board of Directors and their term of office shall be determined by the Board of Directors. Committee meetings shall adhere to the same rules as the board meetings.

X. DECISION MAKING

1. A majority of board members constitutes a quorum.
2. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
3. Passage of a motion requires a simple majority (ie, one more than half the members present)

XI. COMMUNICATION SYSTEMS

The organization shall maintain some means of storing, retrieving and securing membership information (e.g. database) including but not limited to names, e-mail addresses, and other contact information.

XII. CONFLICT OF INTEREST

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

XIII. FISCAL POLICIES

The fiscal year of the board shall be determined by the Board of Directors.

XIV. CONTRIBUTIONS AND FUNDRAISING

FORR may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, FoRR shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, FoRR shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the organization's tax-exempt purposes.

XV. NON-DISCRIMINATION POLICY

FoRR will comply in the conduct of its affairs with all federal, state and local laws governing anti-discrimination based on race, creed, color, sex, sexual orientation, national origin, marital status, religion, ancestry, mental or physical handicap or age.

XVI. INDEMNIFICATION

FoRR will indemnify all Officers and Leadership positions when such persons are acting within the interests and duties of FoRR projects and responsibilities.