



Evergreen Newcomers & Neighbors

Bylaws

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Article I NAME

The name of this organization shall be Evergreen Newcomers Club d.b.a. Evergreen Newcomers and Neighbors (“ENN” or “Club”).

Article II MISSION

The mission of the Club is to provide opportunities for its members to meet other people through social events, activities, and nonprofit volunteer opportunities.

Article III KEY DATES

The Club fiscal year shall run from July 1 through June 30. The Club membership year shall run from September 1 through August 31.

Article IV NON-POLITICAL AFFILIATION

ENN shall remain free of any political connections and will not condone any recruitment, solicitation, or advertising for any political party during events or activities. It will be the responsibility of each Board member and activity group leader to ensure compliance to this Article.

Article V MEMBERSHIP

Section 1. The Club shall be open to all adult residents (age 21 and up) of Evergreen, the surrounding mountain and Front Range areas, and the metro Denver area regardless of their length of residency.

Section 2. A dues-paying member shall be entitled to all privileges of the Club. Membership is required to participate in any activity. However, two visits to an activity group meeting from a prospective member are permitted upon approval of, or invitation by, the group leader.

Section 3. At its May meeting, the Board of Directors (“Board”) shall establish the membership dues for the following membership year.

Section 4. Dues shall cover the membership year September 1 to August 31. New members (never having been a member of ENN) joining March 1 or later shall have the following year’s membership included in their initial fee.

Section 5. The payment of dues and completion of the Liability Waiver and Indemnification Agreement shall entitle each member to participate in Club activities. Certain activities may require separate funding or fees. All members must complete a membership form each year.

Section 6. If membership is not renewed by October 31 of each year, the membership will be terminated and removed from all ENN social events, activities, and communications. However, members may renew at any time during the year upon completion of the membership form and payment of dues.

Section 7. All members of ENN are expected to fully comply with any and all federal, state, and local laws and regulations while participating in any ENN activity or Club function without exception, including safe compliance with state and local public health directives. In addition to compliance with all laws and regulations, members shall not engage in behaviors that will jeopardize the health and safety of other members or the community.

Section 8. If any Club member fails to act in the best interests of the Club, they will be notified as such in writing by the President or the Vice President. If a member of the Executive Committee is the offending party, they will be notified by the President or another member of the Executive Committee and a copy of the notification will be provided to the other members of the Executive Committee. Best interest violations could include, but are not limited to, deliberate violations of Club policy or criminal, ethical, or moral offenses. The Board will review the offenses and vote on a resolution which may include all options available, including but not limited to immediate removal of the offending party from the Club for a minimum of one year. In the event of expulsion, no dues will be refunded to the offending party.

Section 9. The membership list is only for the personal use of Club members and may not be used for commercial or non-Club purposes.

Section 10. ENN has a strict policy for handling member information. The information members provide to ENN is confidential and protected to the fullest extent possible. ENN will not disclose or distribute member information to third parties without prior written consent by the member.

Article VI BOARD OF DIRECTORS

Section 1. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The Board of Directors shall consist of the Executive Committee and the following Committee Chairs:

Activities, Communications, Community Involvement, Events, Hospitality,
Membership, Newsletter, Publicity, and Webmaster.

Section 2. Each Board member shall have only one voting position on the Board. In accordance with voting procedures in Robert's Rules of Order, should an individual hold two or more positions on the ENN Board, they are entitled to only one vote, as a Board member cannot have multiple votes based on multiple positions on the Board or committees.

Section 3. The duties and responsibilities of the Board members are outlined in the Club document, "Board Position Descriptions".

Section 4. Board members are expected to serve for a term of 1–3 years beginning July 1. If a person assumes office after July 1, that person shall serve for the remainder of that term.

Section 5. Nominations for Board positions shall be proposed and presented to the Board by the Executive Committee.

Section 6. The nominated Board slate shall be elected by a quorum of the Board at the April meeting and announced in the next Club Newsletter.

Section 7. Introduction of officers shall take place at the June Board meeting. Continuity files, and any other print or electronic documents and items pertaining to Club activities and business for each Board position shall be passed to the newly elected Board members during the month of June. Each officer will be provided login credentials for Club email and documents stored online by the first Board meeting of the new term.

Section 8. If a vacancy occurs in any office, the Executive Committee shall select a replacement to immediately assume the duties of that office, subject to such replacement being approved at the next Board meeting.

Section 9. Each Board member serves for a period of one year, and may continue if re-nominated to the Board slate for the following year by the Executive Committee and elected by the Board.

Section 10. The Vice President may assume the position of President if that position becomes vacant. In the event that the Vice President position is also vacant, or if the Vice President cannot or is not willing to become President, the Executive Committee will determine a suitable replacement for the vacant role(s).

Section 11. The signature of either the Treasurer or the President shall be required on a check. The signature card at the Board-approved financial institution shall include both signatures. In order to avoid any appearance or actual conflict of interest if the President and Treasurer are related in any way, the Vice President shall replace the President as the second signatory.

Article VII BOARD MEETINGS

Section 1. The Board shall meet each month except when the Board determines that no meeting is necessary. The meeting date, time, and place will be determined by the President.

Section 2. A quorum, consisting of 50% of currently occupied Board Positions (voting members) not counting vacant Board Positions, shall be required to conduct Board business.

Section 3. During any regular or special Board meeting at which a quorum is present, motions shall be carried by a majority vote of the voting Board members present. In the event a vote is needed between Board meetings, the President may take a vote by email following the same “Roberts Rules of Order” as regular Board meetings. In the event of an emergency, as determined by the President of the Club, decisions shall be made by a simple majority of the Executive Committee. In the event of a tie vote on a decision needed by the Executive Committee, the issue shall be taken to the full Board for a final vote.

Section 4. Any financial commitment by the Club must comply with the Board Spending Policy as stated in the Board Position Descriptions document.

Section 5. Board meetings are open to all members of the Club. The Board may elect to go into Executive Session (closed to non-Board members) if the majority of the Board agrees that the topics of discussion should not be shared outside the Board.

Section 6. The Board must approve all Club-wide events.

Article VIII COMMITTEES

Section 1. The standing committees shall be:

- (a) The Executive Committee; and
- (b) Additional permanent committees appointed by the President with Board approval, as deemed necessary.

In addition to standing committees, *ad hoc* committees may be established to address specific actions. These may include, but are not limited to, the following:

- (a) Bylaws and Board Position Descriptions documents review;
- (b) Budget committee; and
- (c) Social events committees.

Section 2. There may be a maximum of two chairpersons per committee. If there is more than one chairperson for a committee, they shall be identified as co-chairpersons with equal authority. Committee chairpersons are responsible for identifying and communicating with the committee members, who may be drawn from either the Board or membership at-large, depending on the type of committee. Committee chairpersons are responsible for communicating results and decisions to the Board.

Article IX FINANCES

Section 1. The Club functions as a nonprofit corporation under 501(c)(7) of the IRS code. The Club is exempt from paying income taxes, but is not exempt from the payment of sales taxes.

Section 2. ENN shall maintain a positive cash account and not obtain loans to operate.

Section 3. An audit of the Club financial records shall be completed by September 1 of each year by a Certified Public Accountant not currently on the ENN Board of Directors. A report on the annual audit results will be delivered to the Board for acceptance. If a problem were to be discovered by the audit, the Board will determine the appropriate course of action.

Section 4. No monies from the treasury of the Club may be given as a charitable donation to any nonprofit organization or individual person unless specifically approved by the Club Board at a regular or emergency meeting. A donation may be made to a guest speaker's charity of choice in lieu of direct compensation with Board approval.

Section 5. The Board purchases Directors and Officers insurance for its Board members' actions and decisions. The policy covers the members of the ENN Board against wrongful acts (actual or alleged error, misstatement, misleading statement, act of omission, neglect, or breach of contract) subject to certain restrictions, limitations, and deductibles to a maximum of \$10,000 to \$1,000,000 depending on the type of claim.

Article X BYLAWS REVISION

These Bylaws may be amended at any Board meeting or by email vote of the Board, provided the proposed changes have been submitted in writing or by email to all Board members at least one week prior to the Board voting. Amendments shall be passed by a quorum vote of the Board members.

Article XI DISSOLUTION

In the event of the dissolution of the Club, all remaining assets of the Club, including any remaining cash, shall be donated to local charities as determined by the Board. However, sufficient cash to cover the expenses of completing any open financial affairs of the Club shall be retained for that purpose.

Article XII PARLIAMENTARY PROCEDURE

The rules contained in the most current edition of "Robert's Rules of Order" shall govern Board meetings, except where Robert's Rules are inconsistent with these Bylaws and any special rules of order that this Board from time to time may adopt.

The Secretary, or their designee, shall serve as Parliamentarian for ENN Board meetings.