



*A coalition of individuals, businesses, Indian tribes and
local governments in Colorado's western 22 counties.*

CLUB 20 Mission: *“CLUB 20 exists to promote and protect Western Colorado.”*
(Adopted by the Executive Committee, 7/8/04)

CLUB 20 BYLAWS

**As adopted and amended
by the
CLUB 20 BOARD OF DIRECTORS**

Amended March 22, 2013
Amended March 28, 2015
Amended April 7, 2017

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DEFINITIONS

1. Chair: Unless otherwise noted, “Chair” hereinafter refers to the Chairman of the Board or Chairperson of the Board. Similarly, “Chair-Elect” hereinafter refers to the Chairman-Elect of the Board or Chairperson-Elect of the Board.

**ARTICLE I -
MEMBERSHIP**

1. Memberships: Membership in CLUB 20 shall be available to all individuals, businesses, organizations, tribes or local governments located in or supporting the interests of Western Colorado and the purposes of CLUB 20 as defined in the Articles of Incorporation. Membership types offered include Individual, Student, Small Business, Large Business, Corporate, Local Government, Emeritus, Affiliate Membership, and Friend of CLUB 20:
2. Voting Rights by Membership Type in a County Caucus:

Members who do not have an established relationship with a CLUB 20 county may not vote at that county caucus. A member may vote at a county caucus if that individual member is a resident of that county, or if there is an established relationship with that county as defined below. No member shall be entitled to vote at more than one county caucus.

Individual Members	<p>A. The person is a resident of one CLUB 20 county but owns or operates an agricultural operation, or business in that county where the caucus is being held.</p> <p>B. The person lives on the Western Slope but does not live in a CLUB 20 county. In such event the person shall be presumed to have a substantial relationship with the nearest adjoining CLUB 20 County.</p>
Student Members	<p>A. A student attending any institute of higher education that is located in any one of CLUB 20 counties</p> <p>B. Students must present valid student ID card annually with membership renewal. If they fail to do so, they will automatically be charged at the full individual membership rate</p> <p>C. Does not have the ability to vote in their county caucus and cannot hold officer positions</p>
Small or Large Business, or Corporate Members	<p>Any person who is a designated representative of a corporate or business member may vote in a county caucus where such corporate or business member has established business operations in that county. An affiliate member is considered a separate membership Non-profit organizations, including special districts, will follow the same guidelines as Business or Corporate memberships.</p>
Affiliate Members	<p>Must be an affiliate of a Large Business or corporate member. . An affiliate member may vote in a county caucus if it has established business operations in that county.</p>
Local Governments	<p>Local Governments who are members shall identify an individual who is authorized as their representative. Each local government member shall be entitled to one vote at</p>

	their county's caucus meeting
Emeritus	Honored Emeritus Members may vote in one designated county for a county caucus meeting
Friend of CLUB 20	Offers support for CLUB 20 and receives communications. Does not have county caucus voting privileges.

3. Dues Structure: Membership shall be conditioned upon payment of dues based on current rate structure established by the Executive Committee

ARTICLE II - BOARD OF DIRECTORS

1. General Powers: The property and affairs of CLUB 20 shall be conducted and managed by the Board of Directors; in addition to the powers expressly conferred upon it by these Bylaws, the Board of Directors may exercise all such other powers as are not expressly reserved unto the members of the organization by statute or by the Articles of Incorporation or by these Bylaws. The Board of Directors shall be responsible for adopting and maintaining all policy statements for CLUB 20.
2. Composition and Tenure of the Board: The Board of Directors shall consist of one voting director and up to two alternate directors for each county west of the Continental Divide, one director for Lake County, one director for Jackson County, one director from the Southern Ute Tribe and one director from the Ute Mountain Ute Tribe. The directors elected shall serve two-year staggered terms as outlined in Section 3.
3. Manner of Election: Directors from each Ute Indian Tribe shall be chosen by the Tribe. Directors from each county shall be elected by the members in each county at a caucus held in said county prior to the Annual Meeting. During odd-numbered years, directors for the following counties will be elected and installed: Archuleta, Dolores, Garfield, Gunnison, Jackson, La Plata, Moffat, Montrose, Pitkin, Routt and San Miguel. During even-numbered years, directors from the following counties will be elected and installed: Delta, Eagle, Grand, Hinsdale, Lake, Mesa, Montezuma, Ouray, Rio Blanco, San Juan and Summit. CLUB 20 shall call such caucus meetings and invite in writing all members in said county, and such caucus shall be attended by the Executive Director and/or at least one officer. At such caucus all members who have been members for at least the prior 90-day period are entitled to vote on a director for that county. Up to two alternate directors may also be elected in the same manner for each county. Members are encouraged to elect directors and alternates keeping in mind the participation of public and private sectors, and the participation of the different communities of that county. Members who are unable to attend their County Caucus meeting may appoint another current member from that county to act as their proxy. Such appointment must be in writing, must state the name of the person appointed as proxy, and identify the specific caucus for which the appointment is made. No member may act as proxy for more than two other members at any one caucus. No member present may cast more than three votes at their County Caucus, including any additional memberships which they may own or represent themselves.
4. Replacement of Directors: In the event a director cannot attend a board meeting, either or both designated alternates may attend and vote in the absent director's place. In the event that neither the voting director nor either alternate can attend a particular board meeting, the voting director and alternate director(s) may appoint an emergency replacement director for that specific meeting. The voting director and

alternate director(s) must all agree to and sign a written notice of such appointment and submit such notice to the Executive Director. The replacement director must hold a membership in CLUB 20 and have done so for at least the previous six months. The emergency replacement director may only vote at the upcoming meeting which has been specified in the written notice.

5. Qualification of Directors: No person may be elected as a director or alternate director unless he or she holds a membership in CLUB 20 and has done so for at least the previous six months.
6. Removal and Replacement of Directors: When a vacancy occurs in the Board of Directors, by reason of the fact that neither the elected board member nor any elected alternate can attend future meetings, the members in that county shall reconvene their County Caucus and elect a new member to fill the vacancy following the CLUB 20 County Caucus rules. If any Director or Alternate Director misses more than two consecutive Board meetings, the Chair of the Board, after consulting with the other Board members from that County, may declare the position vacant. A director may be removed by the members within that county based on the following procedure:
 - A) A member within the county must submit in writing such request for a special caucus stating the reason for the request, and including supporting signatures of 30% of the paid CLUB 20 members within that county or, in the event that there are fewer than 10 members within the county, at least half of the members.
 - B) Such requests shall only be granted by the Chair if, at the time of the original caucus, fewer than half of the current CLUB 20 members in such county participated in that caucus.
7. Voting and Participation at Board Meetings: Each County and Tribe in CLUB 20 shall be entitled to one vote through its director. A Director may split or pro-rate his vote if different members in that county have opposing views. Board members should strive to represent the collective interests of their respective constituency who elected them and not solely their individual perspectives. Only board members, their alternates, Executive Committee members, and invited guests at the approval of the Chair may present at and participate in the meetings of the board. The Chair shall be a voting member of the Board; however, other members of the Executive Committee shall not be voting members of the board unless they are also chosen as directors or alternates by their own county. Unless otherwise stated, board meetings are open to the membership and public to observe.
8. Frequency and Location of Board Meetings: The board of directors shall meet at least annually. The time and place for board meetings shall be determined by the Executive Committee and may be held in conjunction with meetings of the general membership.
9. Quorum: Thirteen (13) counties and tribes shall constitute a quorum for the transaction of business at general or special meetings of the board of directors and the act of a majority of the members present at such meeting shall be the act of the Board. In the absence of a quorum, a majority of the members present may, without notice other than announcement at the meeting, continue the meeting from time to time until a quorum is present to transact business at any general meeting. If any director who is present when a quorum is called thereafter leaves the meeting, such absence shall not cause the loss of a quorum but once a meeting is adjourned, it shall not again be called to order unless a quorum is present.
10. Special Meetings of the Board: Special meetings of the Board of Directors may be held whenever called by the Chair of the Board or by thirteen (13) members of the Board at such time

and place as shall be designated in the notice thereof. Notice of such meeting shall be given personally or mailed to each member of the Board at least ten (10) days before the day on which said meeting is to be held. A member of the Board may waive such notice in writing before, at, after or by presence at and participation in the meeting.

ARTICLE III – OFFICERS & EXECUTIVE COMMITTEE

A. Elected Officers

1. Designation: The elected officers of CLUB 20 shall be a Chair of the Board, a Chair-elect, one Regional Vice Chair for each of the State Planning-Management Districts on the Western Slope (Regions 9, 10, 11 and 12), a Secretary and a Treasurer. (For the purposes of this section, Lake County shall be considered part of Region 12.) The Chair of the Board and other officers shall be elected by the members of the Board of Directors at the annual meeting of the organization. The Chair shall be a voting member of the Executive Committee. Regional Vice Chairs shall be chosen at a caucus of directors and alternate directors from counties which are within that Planning Management District. Such Caucus shall be held every other year at the annual meeting of the Board of Directors. No votes by proxy shall be allowed.
2. Nominations: Nominations for Chair of the Board, Chair-elect, Secretary and Treasurer shall be made by an "Officers Nominating Committee" made up of the Immediate Past Chair of the Board, the current Chair, the Chair-Elect and one representative from each State Planning Management District on the Western Slope (Regions 9, 10, 11 and 12) chosen at the same caucus at which the Regional Vice Chair for that district is chosen. The person chosen as Regional Vice Chair shall not be eligible to be chosen to serve on the Officers' Nominating Committee. Any Director may nominate any member for any of such offices at the Annual Board meeting at which the election occurs.
3. Tenure and Salaries: Each Officer so elected or appointed shall serve for a period of two (2) years until a successor shall be elected or appointed. No elected or appointed officer, with the exception of the Executive Director, shall receive any compensation for services rendered to CLUB 20.
4. Resignation, Removal and Vacancies: Any officer may resign at any time by giving written notice thereof to the Board of Directors or to the Chair of the Board. Such resignation shall take effect on the date specified therein and no acceptance of the same shall be necessary. If any office becomes vacant for any reason, the vacancy may be filled by the Board of Directors. An officer appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.
5. Chair of the Board: The Chair of the Board shall be the chief executive officer of the Organization, shall preside at all meetings of the members, of the Board of Directors, and of the Executive Committee and shall have general and active management of the affairs of the Organization. He shall see that all orders and resolutions of the Board are carried into effect and in general shall perform all duties as may, from time to time, be assigned to him by the Board.
6. Chair-elect: In the absence or disability of the Chair of the Board, the Chair-elect shall perform all of the duties of the Chair.
7. Regional Vice Chairs: In the absence or inability of the Chair and Chair-elect, a Regional Vice Chair as designated by the Board of Directors, shall have all the powers and perform all of the

duties of the Chair. If no Regional Vice Chair is named, one shall be appointed by the Executive Committee. When a Regional Vice Chair is unable to attend an Executive Committee Meeting, he shall appoint a Director from his District who shall have full authority to act in the name of the Regional Vice-Chair. In those situations where a Regional Vice-Chair is unable to obtain a Director from his own District to represent him at an Executive Committee meeting, he may request the Chair to appoint a Director from any other District with full voting power for that Regional Vice Chair.

8. Secretary: The Secretary shall review and sign the official minutes from meetings of CLUB 20 for distribution to the Board of Directors and perform any other duties usually pertaining to such office.
9. Treasurer: The Treasurer shall make periodical financial reports to the Board of Directors, including any audits of the books of CLUB 20, and perform any other duties usually pertaining to such office.
10. Membership Chair: The Membership Chair shall be appointed by the Chairman and serves on the Executive Committee. The Membership Chair shall make periodic reports to the Board of Directors regarding: membership retention and recruitment. The Membership Chair will present the annual marketing plan to the Board of Directors for input and approval. To the extent it is practical, the Membership Chair will assist CLUB 20 staff with member recruitment and retention as provided for in the approved marketing plan.

B. Appointed Officers

1. Designation: The Executive Director and any other appointed officers shall be appointed by the Chair of the Board, with the approval of the Board of Directors, under conditions of duties, terms and compensation as may be decided by the Board.
2. Executive Director: The Executive Director, subject to the direction of the Chair and of the Board, shall be chief administrative officer of CLUB 20, perform all administrative duties, attend the meetings of the organization and of the Board and as far as possible, attend all meetings of the committees of the organization, supervise all publications of the organization, cause a proper system of accounts to be kept of all moneys received and disbursed by the organization, make an accounting thereof to the Board at each regular meeting, and perform such other duties as shall be assigned to him by the Chair, the Board or the Executive Committee. He shall give such bond as may be required by the Board. The Executive Director, or such other appointed officer as the Executive Director shall designate, shall be ex-officio Secretary of all the Committees of CLUB 20.

C. Executive Committee:

1. Composition: The Executive Committee shall consist of the Chair of the Board, Chair-elect, the four Regional Vice Chairs, the Secretary, the Treasurer, the immediate past Chair, the Membership Chair if one exists, ²a representative chosen by a majority of Gold Corporate Members, and any additional members appointed by the Chair, not to exceed, four (4), after consultation with the Board of Directors. A majority of the Executive Committee shall constitute a quorum.
2. General Powers: During the intervals between the meetings of the Board of Directors, and subject to such limitations as may be prescribed by the Board, the Executive Committee shall have and may exercise all of the authority of the Board in the management of CLUB 20. The

Executive Committee shall keep regular minutes and mail copies thereof promptly after each meeting to all Board members.

ARTICLE IV - MEETINGS

1. Rules of Order: Meetings of CLUB 20 shall be conducted in general accordance with Roberts Rules of Order. Any member may present ideas and plans for the progressive development of western Colorado. Only matters of general interest to western Colorado shall be considered.
2. Meetings of the Membership: Meetings of CLUB 20 shall be held at least annually following the close of the fiscal year. The time and place for meetings shall be determined by the Executive Committee and may be alternated among the communities in western Colorado. Members shall be responsible for their own expenses in attending meetings.
3. Informal Actions: Any action required or allowed to be taken at a meeting of the Board of Directors, or of the Executive Committee, may be taken without a meeting (if adequate notice is given and a majority approve) if a consent signed by all, setting forth the action to be taken, shall be given by a majority of the members of the Board of Directors or of the Executive Committee, as the case may be, and all members of the Board of Directors or Executive Committee have been given notice thereof. The Chair or Executive Director may expedite action by polling the Directors or Executive Committee members as the case may be, to obtain such consent.

ARTICLE V - COMMITTEES

1. Standing Committees: The Chair of the Board shall, with the approval of the Board of Directors, create policy committees as s/he may deem appropriate to serve the interests of the organization. The committees shall be responsible for forwarding to the Board of Directors for their consideration such recommended organizational policy statements as they deem appropriate. Committee decisions constitute only a recommendation to the Board of Directors, not corporate policy. No resolution or policy statement may be considered by the Board unless Directors have had copies at least 10 days prior to a Board meeting, except by special approval of the Executive Committee.
2. Subcommittees: The Chair of the Board may, in consultation with the Committee Chairs, make subcommittees within existing committees to facilitate the work of each committee. Policy recommendations from such subcommittees must be approved by their parent committee before being considered by the Board of Directors.
3. Committee Leadership: The Chair of the Board shall be solely responsible for appointing all Committee and Subcommittee Chairs. These Chairs shall serve at the pleasure of the Chair of the Board and their term shall end when his/her term ends.

4. Other Leadership Entities: The Chair of the Board may also create additional volunteer leadership entities (i.e. Task Forces, Advisory Panels, Working Groups, etc.) and make appointments to same to facilitate the work of the sub/committees. Attendance at the meetings of such entities may be closed to the general public at the discretion of the Chair and with the approval of the Executive Committee. Recommendations from such entities, if generated, must be approved by an appropriate committee open to all members before being considered by the Board of Directors.
5. Frequency of Meetings: The meetings of each Committee or Subcommittee shall be held upon call of its Chair. All current CLUB 20 members in attendance may vote on matters of Committee or subcommittee business.
6. Committee Reports: No Subcommittee, or member of a Subcommittee or Chair of a Subcommittee, shall have the authority to issue reports of such Committee publicly or to state the position of the Subcommittee on any subject without the prior approval of the Board or the Executive Committee.

ARTICLE VI - DELEGATION OF AUTHORITY

1. Execution of Contracts: The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, or agent of CLUB 20 to enter into any contract or execute and deliver any instrument in the name and on, behalf of the organization, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind CLUB 20 by any contract or engagement or to render it responsible, financially or otherwise for any purpose or to any amount.
2. Loans: No loans shall be contracted on behalf of CLUB 20 and no negotiable papers shall be issued in its name, unless authorized by the Board of Directors. When so authorized any officer or agent of CLUB 20 may effect loans and advances at any time for the organization from any bank, trust company or other institution or from any firm, organization or individual, and for such loans and advances, may make, execute and deliver promissory notes or other evidences of indebtedness of the organization; and when authorized as aforesaid, as security for the payment of any and all loans, advances, indebtedness, and liabilities of the organization may mortgage, pledge or otherwise transfer said property. Such authority may be general or confined to specific instances.
3. Checks, Notes and Conveyances of Property: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness, and conveyances of real or personal property issued in the name of CLUB 20 shall be signed by such person or persons and in such manner as shall, from time to time, be determined by resolution of the Board of Directors,

ARTICLE VII - MISCELLANEOUS

1. Seal: The seal of CLUB 20 shall be such form as shall be approved by the Board of Directors.
2. Fiscal Year: The fiscal year of CLUB 20 shall begin at January 1 at 12:01 a.m.
3. Indemnification of Officers and Directors: CLUB 20 shall indemnify each Director or officer of the organization and any of its subsidiaries, now or hereafter a Director or officer, his heirs,

executors and administrators, against all costs, expenses and liabilities, including settlements approved by the Board of Directors, reasonably incurred or imposed upon him in connection with or resulting from any action, suit or proceeding or the settlement or compromise thereof, prior to final adjudication, to which he is, or may be, made a party by reason of his being, or having been, a Director or officer of the organization, or any of its subsidiaries, except in relation to matter, as to which he is finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as such Director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which such officer or Director may be entitled as a matter of law.

4. Deposits: All funds of CLUB 20 shall be deposited to the credit of the organization under such conditions and in such banks, trust companies or other depositories as the Board of Directors may designate or as may be designated by any officer or officers or agent or agents of CLUB 20 to whom such power may, as from time to time, be delegated by the Board of Directors, and for the purposes of such deposit any person or persons to whom such power is so delegated may endorse, assign and deliver, checks, drafts, and other orders for the payment of money which are payable to the order of the organization.

ARTICLE VIII - AMENDMENTS

1. Approval: The Bylaws of CLUB 20 may be amended by a two-thirds majority vote of the Board of Directors at any general meeting, provided the proposed amendment be made available to any members requesting same at the organization's office.
2. Advance Notice: Notice that a Bylaw amendment is being proposed shall be made in the notice of the general meeting at least fourteen (14) days prior to said meeting.