



# **CREEPER JEEPERS GANG 4-WHEEL DRIVE CLUB of DURANGO**



## **BYLAWS**

**Revised January 22, 2025**

*Supersedes Revision Dated September 7, 2021*

### **PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Colorado Revised Statutes (C.R.S.) for Nonprofit Corporations (Title 7, Articles 121 to 137) and the Articles of Incorporation of the Creeper Jeepers Gang 4-Wheel Drive Club of Durango.

In the event of a direct conflict between the herein contained provisions of these Bylaws and the C.R.S., the C.R.S. shall be the prevailing controlling law. In the event of a direct conflict between these provisions of the Bylaws and the Articles of Incorporation of a Colorado Nonprofit Corporation, it shall then be these Bylaws which shall be controlling.

### **ARTICLE I: Name**

The legal name of the nonprofit corporation shall be known as Creeper Jeepers Gang 4-Wheel Drive Club of Durango and shall herein be referred to as the "Club."

### **ARTICLE II: Purpose**

The purpose of the Club is to provide social, educational, and recreational 4-wheel drive activities for its Membership and provide fellowship for 4x4 enthusiasts on and off the trails, while practicing *Tread Lightly!* Principles.

### **ARTICLE III: Office**

The principal office of the Club shall be located at P.O. Box 4583, Durango, Colorado 81302. The Club may have other such offices as the Board of Directors may determine or deem necessary, provided that any permanent change of address for the principal office is properly reported as required by law.

### **ARTICLE IV: Membership**

- A. A Club Membership (referred to herein as "Membership") refers to participants who have paid annual dues for the current Membership Year. Annual dues are discussed under Article V herein.
- B. The Membership Year shall be one calendar year beginning when dues are paid.
- C. A paid Membership shall consist of the membership applicant and his/her spouse or significant other.
  - 1. Each shall be considered a Voting Member (referred to herein as "Member"), and
  - 2. Each Member shall have one (1) vote per election. Voting is discussed further under Article VII, Section B, herein.
- D. Each Member shall be entitled to all privileges of Membership including holding an elected or appointed position.
- E. Memberships are open to enthusiasts of all types of 4-wheel drive vehicles who support the Purpose of the Club.
- F. Each Member must abide by all state and local driver and vehicle laws.
- G. Each Member must be at least 18 years old and have a valid driver's license.

- H. It is the Members' responsibility to keep their information current with Club records, including name, physical address, mailing address, email, and phone number.
- I. All Members shall conduct themselves in a responsible and respectable manner at all Club functions.

#### **ARTICLE V: Dues and Finances**

- A. The Board of Directors shall annually evaluate Club dues to ensure basic financial needs of the Club are met. If a change in dues is deemed necessary, the Board shall present a motion for Membership vote at the Annual Meeting to set dues for the upcoming year.
- B. Dues shall be payable in advance on an annual basis.
- C. Dues for founding members of the Club shall be waived for the lifetime of the founding member. Founding members are listed in the Articles of Incorporation.
- D. Any Member who is elected to the Board of Directors shall have their dues waived for the current year of service.
- E. All money received from all sources shall promptly be turned over to the Treasurer to be deposited into the checking account of the Club in a timely manner.
- F. No withdrawal from funds shall be made without the approval of the Board of Directors. Single expenditures more than three hundred dollars (\$300.00) must have a majority vote of the Members present in person or via the chosen online platform.

#### **ARTICLE VI: Annual, Regular, and Board Meeting(s)**

- A. The Annual Membership Meeting of the Club shall be held in the month of November of each year; or at such time as is practical, as determined by the Board of Directors.
- B. The Club may hold Regular Membership Meetings (a.k.a. "Club Meetings") at a time and date stated in, or fixed in accordance with, a resolution of the Board of Directors.
- C. Board Meetings may be held at such time and place as shall be determined by the Board and all Members are eligible to attend.
- D. The failure to hold an Annual, Regular, or Board Meeting does not affect the validity of any corporate action and does not constitute forfeiture or dissolution of the Club.
- E. Meetings shall be conducted under Roberts Rules of Order or any other procedure, so long as the Meeting is conducted in a fair and orderly manner.
- F. Meetings may be conducted using any means of communication by which all persons participating in the Meeting may hear each other during the Meeting. A Member participating in a Meeting by this means is deemed to be present in person at the Meeting.

#### **ARTICLE VII: Quorum and Voting**

- A. Quorum
  - 1. Board Meetings: A majority of the Board Members in office immediately before the meeting begins constitutes a quorum for a Board Meeting.
  - 2. Regular and Annual Meetings:
    - a. One-tenth (10%) of all Members shall constitute a quorum at a Regular or Annual Meeting.
    - b. The act of the majority of the Members then present or voting electronically shall constitute an act of the Members.
    - c. Directors are considered Members and shall be included in the 10% requirement.

- d. If a quorum of Members for a vote is not met, the Board may make a determination, and the Board's determination is binding.
- B. Voting
1. Electronic voting shall be used for all matters including Board of Directors elections, policy changes, financial decisions, and other significant matters.
  2. The vote tabulation process shall take place in advance of a Regular or Annual Meeting, and the results reported at the meeting.
  3. In-person voting at a Regular or Annual Meeting is available only when required due to specific circumstances and non-significant matters, such as approval of meeting minutes.
  4. Members who cast a ballot will be considered present at the meeting at which there is a vote.
  5. The decisions, as determined by the majority of votes cast electronically or in person, will be recorded and documented in the Meeting minutes and promptly communicated to the Membership.
  6. The Secretary shall keep record of all vote tabulations.
  7. Whenever the Board of Directors shall decide that a question submitted for its decision is of such importance that it should be submitted to a vote of the Members, the Board shall:
    - a. Submit such question to the Secretary in writing, formatted and worded precisely as it is to be finally presented;
    - b. Direct the Secretary to distribute the question to Members via email for comment or direction; and
    - c. After Board review of comments and direction, direct the Secretary to distribute the ballot for an online vote in the same manner as for the annual election of Directors (Article VIII, Section D).
  - d. A majority vote of all ballots cast shall decide the question.

## ARTICLE VIII: Directors

- A. Requirement for Board of Directors
1. The Club shall have a Board of Directors.
  2. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Club managed under the direction of, the Board of Directors.
- B. Qualification of Directors
1. A Director must be a Member of the Club.
  2. One individual Member may simultaneously hold more than one Director position in the Club.
- C. Number and Duties of Directors
1. The Club shall have a Board of Directors consisting of a President, a Secretary, a Treasurer, and such other Directors as may be designated by the Board of Directors.
  2. The duties of the President, Secretary and Treasurer are as such:
    - a. **President:** It shall be the responsibility of the President to keep the Board of Directors informed of Club activities and see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the Club between Meetings of the Board.
    - b. **Secretary:** The Secretary, or his/her designee, shall be the custodian of all Club records, Club documents, and the roster of the Club; shall keep the minutes of all Meetings on

file in hard copy or electronic format; and shall attend to the giving and serving of all notices of the Club.

- c. **Treasurer:** The Treasurer is responsible for collecting Member dues, preparing and monitoring the budget, and maintaining accurate financial records.

D. Election, Appointment, and Designation of Directors

1. All Directors shall be elected by the Members at each Annual Meeting.
2. Election of nominees for the Board shall be by a majority vote of the Members, provided that a quorum (as defined in Article VII, Section A) of Members is present (as defined in Article VI, Section B, subsection 5), except in the case of a vacancy or creation of a new position on the Board (see Article VIII, Section H).
3. Voting will occur by secret ballot through an online or electronic voting procedure made available to all Members. The election voting procedure is as follows:
  - a. Prior to the Annual Meeting, an email will be sent to the Membership soliciting nominees for Board positions.
  - b. There shall be a period of at least two (2) weeks, but generally not more than four (4) weeks, between the date the nominations are invited and the close of nominations.
  - c. Based on the Membership response, a ballot will be prepared with the list of nominees. If, when nominations close, there is only one nominee for a position, that nominee is deemed elected.
  - d. The ballot will be available to Members using an online or electronic voting method, such as Google Docs, Survey Monkey, or any other online or electronic platform as chosen by the Board.
  - e. The ballot shall include a specific date and time for the voting period to end, and that voting period shall conclude prior to the scheduled date of the Annual Meeting. The period for voting shall be not less than seven (7) calendar days to give Members an adequate opportunity to vote.
  - f. Election results will be announced at the Annual Meeting.

E. Terms of Directors.

1. The term of each Director shall be one calendar year beginning January 1 and ending December 31 of each year. Directors may be elected for successive terms.
2. The term of a Director filling a vacancy expires at the end of the unexpired term that such Director is filling.
3. Despite the expiration of a Director's term, a Director shall continue to serve until the Director's successor is elected or appointed, or until there is a decrease in the number of Directors.

F. Resignation of Directors.

1. A Director may resign at any time by giving written notice of resignation to the Club.
2. A resignation of a Director is effective when the notice is received by the Club unless the notice states a later effective date.

G. Removal of Directors.

The Members have the right to dismiss, by majority vote of a quorum of Members, any Director who is not fulfilling his or her responsibilities or whose behavior is consistently inappropriate.

H. Vacancy on Board.

1. If a vacancy occurs on the Board of Directors, the vacancy shall be filled for the remainder of the term by the Board of Directors at a regular Board Meeting.

2. If a vacancy occurs as a result of an increase in the number of Directors (i.e., creation of a new Director position), the Board may fill the vacancy for the remainder of the term, and the Members shall vote for all Director positions at the next Annual Meeting.
- I. General standards of conduct for Directors.
1. Each Director shall act:
    - a. In good faith;
    - b. With the care a prudent person in a like position would exercise under similar circumstances; and
    - c. In a manner the Director reasonably believes to be in the best interests of the Club.
  2. In discharging duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
    - a. One or more Directors or Members of the Club whom the Director believes to be reliable and competent in the matters presented;
    - b. Legal counsel, a public accountant, or another person as to matters the Director believes are within such person's professional or expert competence;
  3. A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted by Subsection (2) of this Section unwarranted.
  4. A Director is not liable as such to the Club or its Members for any action taken or omitted to be taken as a Director if, in connection with such action or omission, the Director performed the duties of the position in compliance with this section.
  5. A Director of the Club shall be indemnified by the Club if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Club. However, indemnification shall be prevented where the actions of said person have been found to be based on willful misconduct or recklessness, or where the person is found to be liable to the corporation itself, as provided by the C.R.S. See also Articles X to XII.

## **ARTICLE IX: Amendment**

### **A. Authority to amend Articles of Incorporation.**

The Club may amend its Articles of Incorporation at any time to add or change a provision that is required or permitted, or to delete a provision not required.

### **B. Amendment of Articles of Incorporation by Board of Directors.**

The Board of Directors may adopt, without Member approval, one or more amendments to the Articles of Incorporation to:

1. Delete the statement of the names and addresses of the incorporators or of the initial Directors;
2. Delete the statement of the registered agent name and registered agent address of the initial registered agent, if a statement of change changing the registered agent name and registered agent address of the registered agent is on file in the records of the Secretary of State;
3. Delete the statement of the principal office address of the initial principal office, if a statement of change changing the principal office address is on file in the records of the Secretary of state;

4. Delete the statement of the names and addresses of any or all of the individuals named in the Articles of Incorporation as being individuals who caused the Articles of Incorporation to be delivered for filing.
- C. The Club amending its Articles of Incorporation shall deliver to the Secretary of State, Articles of Amendment stating:
  1. The domestic entity name of the nonprofit corporation; and
  2. The text of each amendment adopted.
- D. Amendment of Bylaws by Board of Directors or Members.

These Bylaws may be amended by a majority vote of the Members, provided that there is a quorum of Members present, as stated in Article VII, Section A of these Bylaws. Proposed changes to the Bylaws shall be presented in written form to the Board of Directors who shall present those changes to the Membership online or electronically (e.g., email) for discussion and modification. Reasonable effort shall be made to contact all Club Members online or electronically of the proposed changes prior to the meeting for timely review. If the changes are to be voted on, the vote shall occur via online or electronic voting (Article VII, Section B).

#### **ARTICLE X: Dedication of Assets**

The properties and assets of the Club are irrevocably dedicated to and for nonprofit purposes only. No part of the net earnings, or assets of this Club, on dissolution or otherwise, shall inure to the benefit of any person or any Member or Director of this Club. On dissolution, all remaining assets of the Club shall be distributed and paid over to an organization dedicated to nonprofit purposes.

#### **ARTICLE XI: Sale of Property**

The Club may sell, lease, exchange, or otherwise dispose of any or all of its assets, on the terms and conditions and for the consideration determined by the Board of Directors, if the Board of Directors proposes and the Members entitled to vote thereon approve the transaction.

#### **ARTICLE XII: Dissolution by Directors and Members**

- A. Unless otherwise provided in the Bylaws, dissolution of the Club may be authorized in the manner provided in subsection (B) of this section.
- B. For a proposal to dissolve the Club to be authorized:
  1. The Board of Directors shall adopt the proposal to dissolve;
  2. The Board of Directors shall recommend the proposal to dissolve the Club to the Members, unless the Board of Directors determines that, because of conflict of interest or other special circumstances, it should make no recommendation and communicates the basis for its determination to the Members; and
  3. The Members shall approve the proposal to dissolve through a majority vote of all ballots cast.
- C. The Board of Directors may condition the effectiveness of the dissolution, and the Members may condition their approval of the dissolution, on any basis.
- D. The Club shall give notice to each Member stating the proposal to dissolve the Club, and the notice shall contain or be accompanied by a copy of the proposal or a summary thereof.
- E. The proposal to dissolve shall be approved by the majority vote of all Member ballots cast.
- F. The plan of dissolution shall indicate to whom the assets owned or held by the Club will be distributed after all creditors have been paid.

### **ARTICLE XIII: Article of Dissolution**

- A. At any time after dissolution is authorized, the Club may dissolve by delivering to the Secretary of State Articles of Dissolution stating:
  - 1. The domestic entity name of the Club;
  - 2. The principal office address of the Club; and
  - 3. That the Club is dissolved.
- B. The Club is dissolved upon the effective date of its Articles of Dissolution.
- C. A dissolved nonprofit corporation continues its corporate existence but may not carry on any activities except as is appropriate to wind up and liquidate its affairs.

### **ARTICLE XIV: Corporation Records**

- A. The Club shall keep as permanent records minutes of all Meetings of its Members and Board of Directors and a record of all actions taken by the Members or Board of Directors without a Meeting.
- B. The Club shall maintain appropriate accounting records.
- C. The Club shall maintain a record of its Members in a form that permits preparation of a list of the name and address of all Members in alphabetical order, showing the number of votes each Member is entitled to vote.
- D. The Club shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- E. The Club shall keep a copy of each of the following records at its principal office:
  - 1. Its Articles of Incorporation;
  - 2. Its Bylaws;
  - 3. Resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of Members;
  - 4. The minutes of all Board of Directors Meetings, and records of all actions taken by the Board without a meeting, for the past three years;
  - 5. The minutes of all Members' Meetings, and records of all actions taken by Members without a meeting, for the past three years;
  - 6. All written communications to Members generally as Members, within the past three years;
  - 7. A list of the names and business or home addresses of its current Directors;
  - 8. A copy of its most recent periodic report; and
  - 9. All financial statements prepared for periods ending during the last three years.

### **ARTICLE XV: Limitations on Use of Membership Roster**

The Club shall maintain a record of its Members in a form that permits preparation of a list of the name and address of all Members in alphabetical order. Without consent of the Board of Directors, a Membership roster, or any part thereof, may not be obtained or used by any person for any purpose unrelated to a Member's interest as a Member.