

Bylaws of The Poetry Society of Colorado
Revised and Adopted on October 19, 2019

ARTICLE I. NAME AND PURPOSE

Section 1. NAME.

The Poetry Society of Colorado shall operate as a non-profit corporation. The name of the corporation shall be The Poetry Society of Colorado, hereinafter PSC or Corporation.

Section 2. GENERAL PURPOSE.

The Corporation is organized and operated exclusively for charitable, educational or literary purposes, within the meaning and pursuant to §501(c)3 of the Internal Revenue Code of 1986 (hereinafter referred to as "IRS Code"), as amended, or corresponding provisions of any subsequent federal tax laws.

Section 3. SPECIFIC PURPOSE.

The specific purpose for which the Corporation is formed includes, but is not limited to, promoting the study, writing, and performing of poetry and to provide outlets for creative expression by people of all ages and all levels of poetic development. The Corporation shall sponsor such activities as are consistent with its tax-exempt status and purpose.

ARTICLE II. DURATION

The Corporation shall have perpetual existence unless dissolved earlier according to law.

ARTICLE III. OPERATION AND POWERS

Section 1. OPERATION.

The Corporation shall be operated exclusively for charitable, educational or literary purposes, in compliance with IRS Code.

Section 2. POWERS.

Except as restricted elsewhere in these Bylaws, the Corporation shall have all powers and may exercise all the rights, powers, privileges and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado in order to carry out its purpose above.

Section 3. RESTRICTIONS.

The operation and powers of the Corporation shall be restricted as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director, member, officer, trustee, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I herein.

B. No part of the activities of the Corporation shall be the participation in propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other-activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV. MEMBERSHIP

Section 1. CRITERIA FOR MEMBERSHIP

PSC shall have voting members. The PSC Board of Directors shall set the criteria for membership which shall include the payment of established dues and other standards. Members who meet the criteria shall be considered members in good standing.

Section 2. RIGHTS OF MEMBERS

A member in good standing shall have the right to vote on any proposed change to the Corporation's specific purpose in Article I Section 3; on any Board of Director positions whether officer or general director; and on any other matter submitted to the membership by the Board of Directors. Voting shall take place at any regular or special meeting for which the member is present. Members may not vote by proxy or in absentia on any matter unless voting in such manner is expressly authorized by the Board of Directors.

Section 3. BOARD OF DIRECTORS VOTING AT MEMBERSHIP MEETINGS

Any member of the Board of Directors shall be entitled to vote on any matter submitted for vote at a membership business meeting.

Section 4. MEETING FREQUENCY

The Board of Directors shall establish the schedule for member business meetings prior to the start of each fiscal year.

Article V. BOARD OF DIRECTORS

Section 1. COMPOSITION OF THE BOARD OF DIRECTORS

PSC shall be governed by a Board of Directors which, at a minimum, shall include five Executive Officers. The Board of Directors may, at any time, add additional board member positions by a simple majority vote of the officers. The Board shall attempt to maintain an uneven number of filled board positions, as feasible, to prevent a tie vote. Members of the Board of Directors may be referred to as board members or directors.

Section 2. THE EXECUTIVE OFFICERS

The Executive Officers shall include the following positions: President, Vice-President, Treasurer, Secretary and Historian.

Section 3. DUTIES

The Board of Directors shall be responsible for the effective business management of the corporation including, but not limited to, governmental and legal compliance, programmatic effectiveness and financial health. The Board of Directors shall be responsible for implementation of PSC's mission. The Board shall determine what committees best serve the nonprofit corporation and shall assign duties to those committees. The Board determines the policies to guide the nonprofit by a simple majority vote at a regular or specially called board meeting.

A. President.

The President of the Board of Directors shall be responsible for setting the agenda for any meetings, with input from other board members. The President shall preside at meetings of the Board of Directors and at membership meetings and has the authority to call special meetings as necessary to effectively conduct business. The President has the authority, with input from the Board of Directors, to designate committees to serve the Corporation but each committee may participate in the selection of its chair. The President shall serve as an ex officio member on any committee, not assigned to the Vice President, as needed. The President performs other duties as authorized or assigned by the Board of Directors by a simple majority vote.

B. Vice President

The Vice President of the Board of Directors shall preside at any Board or membership meeting for which the President is unable to attend. The Vice President shall serve as an ex officio member on committees as assigned by the Board of Directors by a simple majority vote. The Vice President may be assigned other duties by the Board of Directors by a simple majority vote.

C. Secretary

The Board of Directors shall have a Secretary that records the minutes of each meeting of the Board of Directors and of other general business meetings. In the Secretary's absence, the Secretary or the President shall assign this task to another member temporarily. The Secretary is responsible for maintaining the minutes and other business-related records either in digital or hard copy and shall make them available for review upon an appropriate request. The Secretary may perform other tasks as assigned or authorized by the Board of Directors by a simple majority vote.

D. Treasurer

The Board of Directors shall have a Treasurer with the authority to receive funds on the behalf of PSC from any legal source such as membership dues and donations. The Treasurer shall maintain the financial records and make a report on transactions and balances at each Board of Director meeting and at each membership meeting. The Treasurer shall disperse funds as authorized by a simple vote of the Board of Directors,

including for regular expenses. The Treasurer may perform other tasks as assigned or authorized by the Board of Directors by a simple majority vote.

E. Historian

The Historian shall create, collect, and maintain records related to the history of the nonprofit corporation, its members, and its activities as assigned by the Board of Directors. The Historian may perform other tasks as assigned or authorized by the Board of Directors by a simple majority vote.

ARTICLE VI. BOARD OF DIRECTOR MEETINGS

Section 1. FREQUENCY

The Board of Directors shall meet at a minimum of twice each fiscal year which runs from July 1 to June 30, and as often as necessary to conduct business. The Board of Directors shall set its meeting standards and criteria. In the event of a procedural dispute, the Board shall refer to the relevant section of *Robert's Rules of Order* to resolve the dispute.

Section 2. NOTICE

Fair and reasonable notice shall be given to each member of the Board of Directors for all meetings. Method of notice shall be determined prior to the first board meeting of each fiscal year and such method of notice shall take into consideration any special needs of a board member.

Section 3. VOTING

- A. Each board member shall be entitled to one vote only on any matter before the Board of Directors regardless of any other position, such as a committee chair position, that such board member may hold at the time.
- B. The Board of Directors shall have the authority to set policies by a simple majority vote of the board members present at a regular meeting of the Board of Directors.
- C. The action of a quorum of the Board of Directors in passing a motion shall be the action of the Corporation.
- D. A board member shall be entitled to vote in absentia at any meeting for which the board member is unable to be present.

Section 4. QUORUM

A quorum shall consist of a simple majority of the entire Board of Directors with the following exceptions.

Section 5. EXCEPTIONS TO SIMPLE MAJORITY QUORUM

In the event of a meeting of the Board of Directors to vote on any of the following, the required quorum shall be a 4/5 majority if the board is composed of five directors, 5/7 majority if the board is composed of seven directors, 7/9 if the board is composed of nine directors and 9/11 if the board is composed of eleven directors.

- A. Changes to the Articles of the Incorporation
- B. Changes to the PSC Mission
- C. Changes to the PSC By-Laws

- D. Removal of an officer for cause.
- E. Dissolution of the nonprofit corporation.

Section 6. PSC MEMBER RATIFICATION OF BOARD OF DIRECTORS' ACTIONS

After approval by the Board of Directors as prescribed in ARTICLE VI, Section 5, herein, and after fair and reasonable notice in writing, any changes to the PSC mission shall be submitted to the membership at a business meeting for ratification. Ratification shall be by a simple majority vote of the members in good standing who are present:

Section 7. BOARD OF DIRECTOR REMOVAL OF PSC MEMBER

At a regular or special board meeting, and by giving fair and reasonable notice to the member in question, the Board of Directors, by a simple majority vote, shall have the right to censure a board member, a committee member or remove either for cause. Cause may include failure to perform duties, a breach of fiduciary duty, misrepresentation, or noncompliance with the PSC Bylaws or policies.

Section 8. ABSENCE CONSIDERED A RESIGNATION

Absence by a member of the Board of Directors for three (3) consecutive, regular board meetings without a valid reason, in the judgment of a simple majority of the remaining board members, shall be considered a resignation and the position is to be filled by the board.

Section 9. OPEN MEETINGS

Attendance at meetings of the Board of Directors shall be open to the membership. During any meeting, the Board of Directors has the authority to enter "executive session".

Section 10. OTHER FORMS OF MEETINGS

A. When deemed necessary and after fair and reasonable notice, the Board of Directors may conduct a board meeting with a simple majority quorum by audio, video or using other technology. Minutes shall be recorded.

B. In limited circumstances, based upon need and the infeasibility of holding a special meeting, the Board of Directors may make minor business decisions necessary for the effective management of the Corporation by written communication such as email as long as all board members are able to participate. Minutes shall be recorded.

ARTICLE VII. FINANCIAL REVIEW

Section 1. PERIODIC REVIEW

PSC shall conduct a periodic review of the financial transactions for any fiscal year, as determined by a simple majority of the Board of Directors at a meeting of the Board of Directors, or by a simple majority of members in good standing present at a regularly scheduled business meeting by assigning a temporary Financial Review Committee.

Section 2. FINANCIAL REVIEW COMMITTEE

A Financial Review Committee shall consist of at least two (2) PSC members in good standing or qualified volunteers who have not been involved in any financial decision

making for the fiscal year/s under review. The Committee shall be appointed by a simple majority vote of the Board of Directors. The Committee shall submit a written report to the Board of Directors after reviewing income and expenditures, including receipts and other documentation.

ARTICLE VIII. COMMITTEES

Section 1. STANDING COMMITTEES

The Board of Directors may establish standing committees by a simple majority vote. The Board may change this status from time to time by a simple majority vote. Committee chairs and their members report to the Board of Directors as required.

Section 2. TASK FORCES

The Board of Directors may, by a simple majority vote, establish temporary task forces for a stated purpose and shall limit the scope of work and the period of operating time.

ARTICLE IX. ELECTION

Section 1. ELECTION OF OFFICERS

The election of officers shall occur every two years. Candidates nominated to serve as Executive Officers and any General Directors will be presented at the April business meeting, or in the event of a meeting cancellation, as soon thereafter as is practical. In addition, members in good standing may nominate themselves or other members in good standing with the consent of the nominee. Election results are determined by a simple majority vote of members in good standing. There shall be no voting in absentia.

Section 2. INSTALLATION OF ELECTED BOARD MEMBERS

Executive Officers and any other new board members are installed at the next membership business meeting following the election, by taking an oath of office.

Section 3. TERMS OF OFFICE

All Executive Officers serve a term of two years, not to include a partial term being filled by unscheduled vacancy. All General Directors shall serve a term of one year. Executive Officers and General Directors shall only serve in one board of director position during any term. The Board of Directors, by a simple majority vote at the first Board of Director meeting of the fiscal year, may set or waive any term limits based upon identified needs of the Corporation. The terms of Board members shall be staggered, as designated by the Board, in order to maintain the continuity of business and preserve organizational knowledge.

Section 4. BOARD VACANCY DURING TERM

- A. If, for any reason, a board position should become vacant prior to the expiration of the term of office, with the exception of the position of President, at the Board's discretion, and by a simple majority of the remaining board members, the Board may select any member in good standing to finish the term including a current board member if such member vacates the position being held.
- B. If the President position should become vacant before the expiration of the term, the Board of Directors may authorize the Vice President to finish the term; or

C. At the Board's discretion, and by a simple majority of the remaining board members, the Board may select any member in good standing to finish the former President's term in office.

ARTICLE X. NONDISCRIMINATION

PSC is an inclusive organization that shall not discriminate on the basis of disability, race, color, national origin, ancestry, sexual orientation, gender expression, creed or religion.

ARTICLE XI. DISSOLUTION

Section 1. RESOLUTION

The Board of Directors shall make reasonable attempts to resolve any issue that might result in dissolution of the nonprofit corporation.

Section 2. NOTIFICATION

If two thirds of the Board of Directors determine that continuation is not feasible or advisable, the membership shall be notified in writing. The Board shall hold a meeting, inviting all members for their input for consideration; however, the Board of Directors retains the authority to make the final decision in accordance with Article VI, Section 5.

Section 3. ASSET DISTRIBUTION

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation for one or more exempt purposes within the meaning of §501(c)3 of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

*For purposes of PII privacy, the officer's signatures have been redacted. To see signed original, please contact PSC secretary.
Thank you!*

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