

# **DRAFT 2025 CES BY-LAWS WITH HIGHLIGHTED CHANGES**

(Original numbering preserved. Additions highlighted in yellow. Deletions highlighted in red. Notes highlighted in green.)

## **Article I – NAME**

### **Section 1.**

The name of this organization shall be: Colorado Emerald Society.

### **Section 2.**

The Society shall have an official seal in a form approved by the membership.

### **Section 3.**

The Society's name may be changed by a majority vote of the membership.

## **Article II – PURPOSES**

### **Section 1.**

- a. Foster fraternalism and fellowship among members.
- b. Encourage active participation in community events.
- c. Promote professionalism within public safety professions for the benefit of the community.
- d. Inspire exemplary conduct among public safety officers, building public respect and goodwill toward law enforcement, fire, and emergency medical services (EMS).
- e. Provide a family-oriented social and cultural environment within the public safety community.
- f. Uphold and defend the Constitution of the United States.
- g. Preserve and promote Gaelic heritage among members.

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- h. Recognize and honor the achievements and contributions of Gaelic-Americans.
- i. Build positive public sentiment toward law enforcement, fire, and EMS.
- j. Educate the public on the value and accomplishments of these professions.
- k. Promote cooperation between public safety professionals and the community to protect life, property, and prevent crime.
- l. Assist members in need when it is in the best interest of the Society.
- m. Support legislation that benefits law enforcement, fire, and EMS.
- n. Provide assistance to the families of active members in the event of a line-of-duty death.
- o. Maintain a strictly nonpartisan and religiously neutral posture in all Society activities.**

## Article III – MEMBERSHIP

### Section 1.

Membership classes:

- 1. Life
- 2. Active
- 3. Associate.**
- 4. Honorary

[Note: Associate and Auxiliary memberships have been merged under Associate See Sections 5 and 6.]

### Section 2 – Life Membership

- a. Open to any member in good standing at the time of application.

### Section 3 – Active Membership

- a. Open to active or retired paid sworn law enforcement officers, paid or career firefighters, and paid paramedics of Gaelic descent who demonstrate good character, patriotism, and support for the U.S. Constitution.

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~~b. Active members may vote on all Society matters except Brehon Council elections. Auxiliary members may vote only for their representative to the Brehon Council.~~

[Deleted: "Associate and" in prior wording.]

## Section 4 – Associate Membership

a. Associate membership combines the former Associate and Auxiliary categories.

b. Eligibility includes civilians of Gaelic ancestry; non-Gaelic paid law enforcement officers, firefighters, and paramedics who embody the Irish Spirit; and Armed Forces or Coast Guard members and veterans with the Irish Spirit.

c. Auxiliary members may participate in meetings and social activities.

[Note: Section expanded to absorb Associate eligibility and rights.]

[Deleted: Section 6 removed and merged into Associate Membership.]

## Section 5 – Honorary Membership

a. Granted to individuals recommended and approved by the Brehon Council.

b. Honorary members have no vote and no voice in Society affairs.

c. Honorary members may attend meetings and social activities.

d. The Brehon Council may designate deserving individuals as Honorary Lifetime Members (living) or Honorary Members (deceased).

e. Nominees must have contributed substantially to the goals and purposes of the Society and must not be of poor moral character or have a reputation that would cast the Society in a negative light.

[Note: New authority and criteria added for honorary designations.]

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## Article IV – MEETINGS

### Section 1 – Annual Meetings

- a. ~~The annual membership meeting shall be held in November, avoiding legal holidays. If needed, the Brehon Council may set a different date within two weeks of the original schedule.~~ The Annual Meeting shall be held **annually** at a time and place determined by the Brehon Council (Board of Directors).
- b. The Secretary shall mail notice of the time and place to all members in good standing, using the address on the membership roll.

### Section 2 – Regular Meetings

- a. Regular membership meetings shall be held quarterly each year. Specific dates shall be set by the Brehon Council.
- b. Normally, no membership meetings are held in June, July, or August.

[Note: Previous list of specific months removed. Schedule now stated as quarterly.]

### Section 3 – Quorum

- a. At least twelve (12) members must be present to conduct business.
- b. If fewer than twelve members are present, the meeting may be adjourned for up to ten (10) weeks, with notice mailed to absent members.
- c. The same quorum requirement applies to any adjourned meeting.

### Section 4 – Special Meetings

- a. The President may call a special meeting when it serves the best interest of the Society, with at least thirty (30) days' mailed notice to members. The notice shall state the purpose of the meeting and who called it.
- b. At the written request of two (2) Brehon Council members or five (5) Society members, the President must call a special meeting. Requests must be made at least sixty (60) days in advance.
- c. Only business listed in the meeting notice may be discussed unless all present agree unanimously to consider other matters.

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## Section 5 – Online Meetings

- a. Brehon Council meetings may be conducted online via Zoom, Microsoft Teams, or similar technology.
- b. Notice of such meetings shall be shared with all Council members as soon as scheduled and posted on the CES website.
- c. The Brehon Council may circulate information among the full Council and may vote via email or other reputable electronic method when necessary.
- d. When deemed necessary by the President or any two other Council members, membership meetings may be conducted online in a similar manner.
- e. For any membership meeting held online, an announcement with participation details shall be shared with the membership at least seven (7) days in advance.
- f. Online membership meetings are expected to be the exception. Membership meetings shall continue to be held on a quarterly basis.
- g. Members may participate in any regular or special meeting of the Membership, including the Annual Meeting, by means of teleconference, video conference, or similar communications equipment by which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting. The Council must be notified one month in advance in order to secure telecommunications.

[Note: New section establishing online meeting authority and notice requirements.]

## Article V – VOTING

### Section 1 – Procedures

- a. At meetings, voting is normally by voice, except in officer elections.
- b. All dues paying members of the Society may vote, regardless of type of membership.
- ~~c. Officer elections shall be conducted by secret ballot. No identifying marks shall be on any ballot.~~
- ~~d. If a majority of members present so decide, any question may be voted on by secret ballot.~~

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e. For ballot votes, the meeting chair shall appoint three (3) "Inspectors of Election" to count votes and certify results in writing, which shall be attached to the meeting minutes.

f. No "Inspector of Election" may be a candidate or have a personal interest in the matter being voted on.

## Article VI – ORDER OF BUSINESS

### Section 1 – Standard Meeting Order

- a. Roll Call
- b. Reading of previous meeting minutes
- c. Committee reports
- d. Officer reports
- e. Old or unfinished business
- f. New business
- g. Good and Welfare
- h. Adjournment

### Section 2 – Parliamentary Authority

All meetings shall follow the most recent edition of Robert's Rules of Order.

## Article VII – BOARD OF DIRECTORS (BREHON COUNCIL)

### Section 1 – Composition and Duties

- a. ~~The Board of Directors (Brehon Council) shall manage the business of the Society. It consists of four (4) or more elected members, plus all Society officers.~~ The Board of Directors shall consist of the Officers (President, VP, 2nd VP, Secretary, Treasurer) and four Delegates, including the **Pipe Band Delegate (Manager)**.
- b. Directors serve two-year terms, elected at the annual meeting.
- c. The Board acts only when convened by its chair with due notice to all members.

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- d. A simple majority of directors constitute a quorum for Board meetings. Meetings are held in January, April, May, July, September, and November.
- e. Each director has one (1) vote; proxy voting is not permitted.
- f. The Board may adopt its own meeting rules.
- g. Vacancies are filled by a majority vote of remaining directors, based on the President's nomination, for the remainder of the term.
- h. The President serves as Board chair.
- i. The Board may appoint a secretary from among its members if the elected Secretary is unavailable.
- j. A director may be removed for cause following a Board hearing. The director may be represented by counsel. The Board shall adopt rules for the hearing process.
- k. Any member of the Brehon Council may participate in a meeting of the Board by means of telephone, video conference, or any similar communications equipment by which all persons participating in the meeting can simultaneously hear and speak to each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

## **Article VIII – OFFICERS**

### **Section 1 – Titles**

- a. President
- b. Vice President
- c. Second Vice President
- d. Secretary
- e. Treasurer
- f. Trustees (two Active members and one Active or Retired member)
- g. ~~[Deleted: Associate Delegate (active once five Associate members are accepted)]~~
- h. Auxiliary Delegate (active once ten Auxiliary members are accepted)
- i. Past President
- j. Chapter President(s) (once Chapters are formed)

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[Note: Auxiliary Delegate removed due to membership types being merged under Associate.]

## **Section 2 – President**

- a. Presides at all membership meetings and serves as Board chair.
- b. Presents an annual report at the annual meeting.
- c. Appoints all committees.
- d. Ensures required books, reports, and certificates are maintained.
- e. May sign Society checks and drafts.
- f. Exercises the powers of the chief executive of the Society.
- g. Votes only to break a tie.

## **Section 3 – Vice President**

- a. Acts as President when the President is absent or unable to serve, with full authority.

## **Section 4 – Second Vice President**

- a. Assists the President in conducting meetings and other duties as assigned.
- b. Presides in the absence of both the President and Vice President.

## **Section 5 – Secretary**

- a. Maintains the minutes and records of the Society.
- b. Files required certificates with government authorities.
- c. Issues notices to members.
- d. Serves as custodian of records and the Society seal.
- e. Presents communications addressed to the Society.
- f. Submits communications to the Board as needed.
- g. Handles all correspondence for the Society.



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## Section 6 – Treasurer

- a. Manages all Society funds and securities.
- b. Signs Society checks and drafts. In addition to the Treasurer, the President, and at the direction of the President, any Brehon Council member may be added as an authorized signer to CES bank accounts, excluding Trustees who serve in an accounting oversight role.
- c. Provides written financial reports as determined by the Board, with copies attached to Board meeting minutes.

## Section 7 – Trustees

- a. Two Active members and one Active or Retired member serve as Trustees.
- b. Ensure Board actions are legally sound and in the Society's best interest.
- c. Have access to Society records when requested.
- d. Conduct an annual review of Society assets, liabilities, and disbursements.

## Section 8 – Associate Delegate

(Activated when there are at least ten Auxiliary members.)

- a. Keeps Associate members informed of meetings and activities.
- b. Promotes support from the community and public safety agencies.
- c. Must be an Associate member in good standing. Holds full Board voting rights.

## Section 9-Advisory Trustees

All willing and active Past Presidents of the Society shall be invited to serve as **Advisory Trustees. Advisory Trustees are non-voting members** of the Brehon Council and their role is strictly to provide historical context, institutional knowledge, and strategic advice to the voting Board.

## Section 10 – Past President

- a. The immediate Past President serves as a Board member with full voting rights.

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## Article IX – SALARIES and FINANCES

The Board of Directors may hire employees and set their compensation as needed for Society operations. Board members shall serve the Society on a **strictly volunteer basis and shall receive no compensation** for their services as Directors or Officers. However, they shall be entitled to reimbursement for **actual, reasonable, and pre-approved expenses** incurred in the performance of their duties, provided such expenses are documented in accordance with the Society's expense reimbursement policy.

### Section 1-Fiscal Year

The fiscal year of the Society shall be the **calendar year, commencing on January 1st and ending on December 31st.**

### Section 2-Spending and Authorization Thresholds

Any single, non-budgeted expenditure over **Five Hundred Dollars (\$500.00)** shall require prior written approval from the Treasurer and President. Any single, non-budgeted expenditure over **One Thousand Five Hundred Dollars (\$1,500.00)** shall require prior majority approval by the Brehon Council.

## Article X – COMMITTEES

### Section 1 – Appointment and Term

All committees are appointed by the President for a term of up to two years, unless ended sooner by the President.

### Section 2 – Standing Committees

- a. Activities or Social Committee
- b. Elections Committee
- c. Membership Committee
- d. By-Laws Committee
- e. Pipe Band Committee
- f. Merchandise Committee

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## Article XI – DUES

### Section 1 – Life Members

Life membership dues are ten (10) times the member's current annual dues, plus \$100, at the time of application.

### Section 2 – Active Members

- \$30 to join; \$30 annually due January 1.
- Retired members: \$20 to join; \$20 annually due January 1.

Charter Membership (closed) – First 100 Active members only:

- \$50 to join; \$40 annually due January 1.
- Retired: \$40 to join; \$30 annually due January 1.

### ~~Section 3 – Associate Members~~

~~[Deleted: Dues section removed due to merger into Auxiliary.]~~

~~[Note: Former Associate dues are no longer applicable. See Section 4 – Auxiliary Members.]~~

### Section 3 – Associate Members

- \$30 to join; \$30 annually due January 1.
- Retired: \$20 to join; \$20 annually due January 1.

[Note: These dues now apply to the combined Associate membership category.]

### Section 5 – Arrears

Any Active or Auxiliary member who is four months behind on dues will lose good standing and membership benefits unless an extension is approved by the Board.

~~[Deleted: Reference to Associate members removed in this clause.]~~

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## **Article XII – AMENDMENTS**

These By-Laws may be amended by an affirmative vote of at least twenty (20) members.

## **Article XIII – SOCIETY BUSINESS**

Section 1. The President, with the Brehon Council, manages Society business between meetings.

Section 2. The membership will be informed of all business conducted and decisions made.

Section 3. All actions must be in the best interest of the Society and consistent with its Constitution and By-Laws.

## **Article XIV – ELECTIONS**

Section 1. Board and officer terms are two years, from January 1 to December 31.

Section 2. In July of election years, the President appoints an Election Committee; members of the committee may not be candidates.

Section 3. Nominations are taken in September; elections are held in November.

## **Article XV – SUSPENSIONS/EXPULSIONS**

### **Section 1 – Cause and Procedure**

- a. A member may be suspended or expelled for good cause.
- b. Charges are investigated and reported to the President.
- c. The President may call a special meeting where the member may:
  1. Attend in person.
  2. Be represented by personal counsel.
  3. Present and cross-examine evidence and witnesses.

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- d. A majority vote of the Brehon Council is required for suspension or expulsion. The member may appeal to the full membership.
- e. A majority vote of members present at the appeal will confirm or overturn the Council's decision.

## **Article XVI – BENEFITS**

### **Section 1 – Death Benefit**

The Society shall pay a \$1,000 benefit to the family of an Active member killed in the line of duty, disbursed as soon as possible upon notification.

### **Section 2 – Scholarship Fund**

~~Scholarship amounts are set annually by the Brehon Council and funded through CES-sponsored fundraising activities.~~

Scholarship Fund Protection-The total annual awards will be capped at \$3000 (i.e., 3 individual scholarship awards of \$1000 each) until the Scholarship Endowment Fund reaches \$75,000.

After the \$75,000 endowment is met, scholarship amounts will be set annually by the Brehon Council and funded through sponsored fundraising activities.

## **Article XVII – MERCHANDISE**

- a. Purchase and set pricing for Society merchandise with Brehon Council approval.
- b. Maintain accurate sales records and receipts.
- c. Provide merchandise updates for newsletters and the website.
- d. Assist at merchandise booths during events.
- e. Report merchandise activity and financial status to the Brehon Council.

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## Article XVIII – PIPE BAND

### 3. Nonprofit Status, IRS Compliance, and Reporting

The Colorado Emerald Society Pipe and Drum Band is recognized as operating under the umbrella of the Society's 501(c)(3) nonprofit status. As such, the Band is legally and financially part of the Society for purposes of IRS reporting and compliance. In order to ensure accurate and timely reporting, the Pipe and Drum Band leadership shall provide quarterly financial reports to the Brehon Council as requested. These reports shall include all income, expenditures, current balances, and supporting receipts or documentation sufficient for inclusion in the Society's consolidated financial records.

In addition, the Pipe and Drum Band leadership shall provide updated membership rosters upon request of the Brehon Council. Rosters shall include each member's name, agency or affiliation, membership status (active, retired, or auxiliary), and contact information. Such reporting ensures transparency, accountability, and compliance with the requirements of the Internal Revenue Service and the governing documents of the Colorado Emerald Society.

a. The Pipe Band supports the firefighting and law enforcement communities and related activities, with the Colorado Emerald Society as its parent organization.

b. The Pipe Band and Society maintain independent leadership but coordinate as follows:

1. The Pipe Band Treasurer shall provide a detailed quarterly financial report to the Brehon Council. This report will include all income and expenditures, itemized by source and purpose, along with current account balances. All supporting receipts and documentation must accompany the report.

2. The Pipe Band shall provide a full membership list to the Brehon Council quarterly. This list will include each member's name, agency, status (active, retired, or auxiliary), and email address. The list will clearly highlight any new members or members who have departed since the last update.

2. A Pipe Band delegate attends Society meetings to coordinate schedules.

3. The delegate may request funds from the Society as approved by the Council.

- Funds may be used for in-state or out-of-state functions or special activities.
- Requests should be pre-approved when possible.
- Reimbursements require Council review and approval.

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## **Article XIX – CHAPTERS**

At the adoption of these By-Laws, no Chapters existed. If needed, the Board may establish guidelines for forming Chapters, including geographic area, membership requirements, and Chapter leadership.

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## **Article XX – CONFLICT OF INTEREST**

Section 1. All officers, Brehon Council members, and committee members shall disclose any personal or financial interest in matters before the Society. Individuals with a conflict of interest shall recuse themselves from discussion and voting on such matters.

## **Article XXI – INDEMNIFICATION**

Section 1. The Society shall indemnify and hold harmless its officers, Brehon Council members, and committee members from any liability, claims, or expenses arising from acts performed in good faith on behalf of the Society, to the fullest extent permitted by law.

## **Article XXII – FISCAL YEAR**

Section 1. The fiscal year of the Society shall begin on January 1 and end on December 31 of each year.

## **Article XXIII – RECORDS AND INSPECTION RIGHTS**

Section 1. The Society shall maintain accurate membership lists, meeting minutes, and financial records. Members in good standing may inspect these records upon reasonable written request, subject to privacy and confidentiality requirements.

## **Article XXIV – DISSOLUTION**

Section 1. Upon dissolution of the Society, all assets remaining after payment of debts and obligations shall be distributed to one or more nonprofit organizations with similar purposes, as determined by the Brehon Council.

## **Article XXV – CODE OF CONDUCT**



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Section 1. All members are expected to conduct themselves in a manner that reflects positively on the Society. Disruptive, disrespectful, or unethical behavior at meetings, events, or online may result in disciplinary action under Article XV.

## **Article XXVI – COMMUNICATION AND NOTICE**

Section 1. Notices required under these By-Laws may be delivered by postal mail, email, the official Society website, or other reliable electronic means. Electronic delivery shall be considered equivalent to written notice.

## **Article XXX – BY-LAW REVIEW SCHEDULE**

Section 1. These by-laws shall be reviewed and updated at least every five years with those reviews occurring in the years ending on 0 and 5 (i.e. 2025, 2030, 2035, etc.). The president shall appoint a committee to lead this review and present the revised by-laws to the Brehon Council. The Brehon Council shall provide the revised by-laws to the membership for review online (for a period of no less than 30 days) followed by a ratification vote of a simple majority.

## **Article XXVII – Nonpartisanship and Religious Neutrality**

### **Section 1. Policy.**

The Colorado Emerald Society is nonpartisan and religiously neutral. In order to equally protect the Constitutional rights of all Society members, the Society shall not endorse or oppose any political party, candidate, ballot measure, legislation unrelated to the Society's purposes, or any religion or denomination. The Society will neither advance nor inhibit any religion.

### **Section 2. Use of Society Name and Resources.**

a. The Society's name, logo, funds, member lists, website, social media, events, and other resources shall not be used for political campaigns, partisan activities, religious advocacy, or fundraising for such activities.

b. No officer, Brehon Council member, committee, or member may issue endorsements, make solicitations, or distribute campaign or religious-advocacy materials in an official capacity or at Society events.

### **Section 3. Permitted Civic and Community Activities.**

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a. The Society may host educational or community forums that are neutral in purpose and open to differing viewpoints, consistent with the Society's purposes and applicable law.

b. Elected officials, candidates, or faith leaders may be invited to Society functions for ceremonial or informational purposes only, provided that similarly situated individuals are afforded comparable opportunities and no endorsement is implied.

c. The use of faith-based venues or participation in community traditions is permitted when conducted in a non-proselytizing and inclusive manner.

d. A prayer or invocation may be offered at Society functions by a member in good standing with the consent of the members present. Participation is voluntary and no specific faith tradition is required or endorsed.

## **Section 4. Communications.**

Official Society communications shall remain neutral on political and religious matters. Any public position statement that relates to the Society's purposes must be approved by the Brehon Council and issued in the name of the Society. Personal views expressed by members must clearly indicate they are not made on behalf of the Society.

## **Section 5. Enforcement.**

Violations of this Article may result in corrective action under Article XV and any related Society policies. The Brehon Council may issue guidance to implement this Article.

## Article XXVIII-Finances