

# **By-Laws**

## **The Colorado Alliance**

### **for Retired Americans**

The Colorado Alliance Committee on By-Laws  
recommends the following changes to be acted on  
November/December 2015

#### **By-Laws History**

Founding Convention 501-C-3 - September 18, 2003

Founding Convention 501-C-4 – June 14, 2012

Dissolved CARA 501-C-3 - February 11, 2016

Adopted New 501-C-4 By-Laws (Combined C-3 & 4) - November 12, 2015

# **BY-LAWS**

## **THE COLORADO ALLIANCE FOR RETIRED AMERICANS**

### **ARTICLE I**

#### **Name**

The name of the organization shall be the Colorado Alliance for Retired Americans and herein shall be know as the "Colorado Alliance".

### **ARTICLE II**

#### **Purpose**

The purpose of the Colorado Alliance is to create a statewide network of organizations in order to educate and inform the membership, the public, and elected officials about issues that affect the well-being of senior citizens, so that they may all work towards advancing and achieving just and equitable living conditions for senior citizens within the state, the nation and within the meaning of Section 501 (c) (4) of the International Revenue Code..

### **ARTICLE III**

#### **Relationship to the National Alliance for Retired Americans**

The Colorado Alliance shall be affiliated at all times with the National Alliance for Retired Americans ("National Alliance") and participate fully in its affairs. In order to affiliate, the organization shall apply for a charter from the National Alliance according to procedures established by the national organization. As a condition of maintaining its charter, the Colorado Alliance shall comply with any and all rules and procedures that the National Alliance may promulgate from time to time (including all applicable provisions of the By-Laws) governing structure, program, finances, accounting, and reporting, as well as the use of the name "Alliance for Retired Americans," which is owned exclusively by the National Alliance.

## **ARTICLE IV**

### **Membership in the Colorado Alliance/Charter**

#### **1. Membership**

Membership (affiliation) in the Colorado Alliance shall be open to any bona fide organization, as defined in Section 3 of this Article, within the State and which supports the purpose of the Colorado Alliance (as set forth in Article II of these By-laws). The Executive Board shall have the authority to accept or reject membership for good cause. Individuals shall also be eligible to join the Colorado Alliance.

#### **2. Affiliation**

An organization that seeks to affiliate with the Colorado Alliance must apply to the Colorado Alliance for a charter. The Colorado Alliance will develop criteria and procedures with the National Alliance for issuing, maintaining and revoking charters that affiliate the organization with both the Colorado Alliance and the National Alliance. There will be no separate charters issued by the Colorado Alliance and the National Alliance.

#### **3. Organization definition**

An organization eligible for membership in the Colorado Alliance shall be defined as an individual local union or civic organization. However, Executive Officers shall be elect no more than two (2) from any International Union or Civic Organization.

## **ARTICLE V**

### **Affiliation Fee - Membership Assessment**

There will be a yearly fee of \$50.00 for qualified organizations to affiliate with the Colorado Alliance, payable on January 1st of each year. For those individuals whose membership in the National Alliance is paid by another organization, the Colorado Alliance has established a membership assessment of \$10.00 per year. Community based individuals will pay a membership assessment of \$10.00 per year which will entitle them to membership in both the Nation and Colorado

Alliance. An organization's affiliation does not waive the individual's assessment obligation. If this assessment causes an undue hardship on any member, the Executive Board can waive the assessment for that member, for the fiscal year, by a two-thirds vote of the Executive Board.

## **ARTICLE VI**

### **Executive Officers and Vice Presidents**

#### **1. Number and General Duties**

The Executive Officers shall be as follows; President, Executive Vice President, Secretary and Treasurer. No more than two (2) Executive Officers shall come from the same organization. The duties and powers of the officers shall be as provided in these By-laws. One Executive Officers shall come from a community-based, non-labor group.

#### **2. President**

The President shall be a member of the Colorado Alliance and shall be elected by the delegates at the annual Convention. He or she shall serve as the chief spokesperson of the Alliance and the representative of the Alliance in all public matters. He or she shall chair the all Executive Board and Membership meetings and shall exercise general oversight of the Colorado Alliance. The President shall appoint all committees including three (3) members to serve as an audit committee subject to the approval of the Executive Board. The President shall appoint or remove with Executive Board approval, delegate(s) to represent the Colorado Alliance at other organizations where the Colorado Alliance is entitled to representation.

#### **3. Executive Vice President**

The Executive Vice President shall be a member of the Colorado Alliance and shall be elected by the delegates at the annual Convention. The Executive Vice President shall perform the functions of the President if the President becomes temporarily unwilling or unable to do so, or until a successor is chosen. The Executive Vice President shall also serve as a public spokesperson for the Colorado Alliance.



#### **4. Secretary**

The Secretary shall be a member of the Colorado Alliance and shall be elected by the delegates at the annual Convention. He or she shall keep the official records of the organization, take minutes of all Executive Board meetings, and have responsibility for correspondence on behalf of the organization. In the event the Executive Vice President is called upon but unable to perform the functions of the President, then the Secretary shall perform those functions until a successor to the President is chosen.

#### **5. Treasurer**

The Treasurer shall be a member of the Colorado Alliance and shall be elected by the delegates at the annual Convention. The Treasurer will have responsibility for overseeing the financial affairs of the Colorado Alliance and will make a financial report to the Executive Board at each of its regular meetings. In the event the Treasurer is unable to perform the functions of Treasurer, the Secretary shall perform those functions until a successor is chosen.

The Treasurer shall permit any member of the Executive Board, the Treasurer of the National Alliance, or their duly authorized representative to inspect all books and records of the Colorado Alliance for any proper purpose at any reasonable time. All checks issued by the Colorado Alliance shall be required to have two signatures of the Executive Officers, one of which shall be the Treasurer. The Treasurer shall be a member of the budget committee.

#### **6 . Compensation**

Officers and members shall serve without compensation, but may be reimbursed for any authorized expenses incurred on behalf of the organization.

### **Article VII**

#### **Executive Board (Vice Presidents)**

##### **1. Authority**

The Executive Board shall manage the affairs of the Colorado Alliance. It shall possess, and exercise, any and all powers granted to it under applicable laws of the State of Colorado, the Articles of

Incorporation, and these By-laws, subject to the limitations set forth in the Articles and By-laws. Each Executive Board member is expected to help recruit new members to the Colorado Alliance.

## **2. Composition**

The Executive Board shall consist of;

(i) The four Executive Officers described in Article VI of these By-laws

(ii) Two Vice Presidents for each organization that pays the \$50.00 affiliation fee to the Colorado Alliance, provided that no such organization shall have more than three persons, including Executive Officers serving on the Executive Board. Each organization shall designate their Vice President at the annual Convention.

(iii) Two Vice Presidents for each community based organization that pays the \$50.00 affiliation fee to the Colorado Alliance. Each organization shall designate their Vice Presidents at the annual convention.

(iv) Three individuals appointed by the State AFL-CIO President who have demonstrated a commitment to the issues engaged by the Colorado Alliance.

## **3. Meetings**

The Executive Board shall determine the method of meeting notification. Regular meetings shall be held on the second Thursday of each month at a time to be determined by the officers. The President may call special meetings of the Executive Board members, provided all Executive Board members are notified in a timely manner. The agenda must include the purpose of the meeting. One meeting each year shall be the annual meeting/convention for the purpose of holding elections. All meetings shall be open to any Colorado Alliance member.

## **4. Quorum and Voting**

The presence of at least two (2) Executive Officers and five (5) Vice Presidents shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent departure of one or more members of the Executive Board from the

meeting. Voting shall be done by a simple majority of those Officers and Vice Presidents present, except as a larger vote may at any time is otherwise specifically required by applicable state laws, the Articles of Incorporation, or these By-laws. All Officers and Vice Presidents must be current with membership assessment to vote. There shall be no absentee ballots or proxies. Executive Board meetings are open to all members with voice and no vote.

## **5. Vacancies, Resignation and Removal**

### **a. Resignations:**

Any Officer or Vice President may resign at any time by delivering written resignation to the Executive Board. Any Officer or Vice President may be removed at any time for cause, including conduct injurious to the best interests of the Colorado Alliance. Removal shall require the affirmative vote of two-thirds of the Executive Board members present. Notice of the meeting considering such action must specify that one of the items on the agenda shall be the proposed removal of such Officer or Vice President. Any affected Officer or Vice President shall have prior written notification of such action.

### **b. Filling a vacancy:**

Any vacancies created by resignation, removal or incapacitation of any principal officer (President, Executive Vice President, Secretary or Treasurer) shall be filled in the following manner: The Candidates names shall be presented to the Executive Board for consideration and approval or disapproval.

The names of candidates who are recommended by the Executive Board shall be submitted to the general membership for consideration. Notice of such election shall be given to the general membership at least fifteen (15) days prior to such vote.

## **6. Compensation**

Members of the Executive Board shall serve without compensation, but may be reimbursed for any authorized expenses incurred on behalf of the organization.



## **7. Committees**

The President with approval of the Executive Board or the Executive Board may create committees consisting of members of the Executive Board or other persons, who with define duties shall have such authority as set by the Executive Board and/or as these Bylaws direct.

### **a . Standing Committees**

Standing Committees shall be as follows:

- |   |                          |
|---|--------------------------|
| - Fundraising                                 | -Financial/Budget        |
| - Political Issues, Information and Education | - Communications         |
| - Lobby Committee                             | - Membership/Recruitment |

### **b. Ad-Hoc Committees**

Ad-Hoc Committees will include a By-laws Committee and a Nominating Committee.

## **8. Executive Director**

The Executive Board may appoint an Executive Director and set his or her compensation. The Executive Director may be removed by a two-thirds vote of the Executive Board at a special meeting. The Executive Director shall run the day-to-day affairs of the Alliance, including but not limited to, hiring and firing employees, submitting an annual budget to the Executive Board, and overseeing the Alliance's programs and operations.

## **Article VIII**

### **Annual Convention**

#### **1. Time, Place and Purpose**

The Colorado Alliance shall hold an Annual Convention at a location to be determined by the Executive Board. Elections for Executive Officers and Vice Presidents shall take place at the convention. The convention shall be the supreme body of the Colorado Alliance and except as otherwise provided in this Constitution, its decisions shall be by a majority vote.



## **2. Procedures for Election**

Elections shall be by simple majority of those present and eligible to vote.

## **3. Terms**

All Colorado Alliance Executive Officers shall serve a 2-year term. In order to create staggered terms for Executive Officers the President and Secretary shall be elected in odd numbered years and the Executive Vice President and Treasurer shall be elected in even numbered years.

## **4. Election Procedure**

All members must be current with their membership assessment to vote. Each attending member shall have one vote. A member must be registered with the convention. No member shall cast a vote for more than one organization. Voting shall be by majority vote of all those present and voting. No organization shall be represented by more than three (3) Officers, two (2) of which may be Executive Officers. One (1) Executive Officer shall come from a community based, non-labor organization. There shall be no absentee ballots or proxies. However, written notice of intent to seek an office shall be allowed.

## **5. Challenges**

The Convention shall appoint a Rules Committee of not more than three (3) members before any voting takes place. All election challenges shall be referred to this committee which shall have final, binding and non appealable authority to resolve challenges.

## **6. Voting for President, Executive Vice President, Secretary and Treasurer**

Any member that is current with the Colorado Alliance membership assessments and complies with paragraph four (4) above shall be allowed to cast one vote for each Executive Office. Voting for Executive Officers shall be by secret ballot.

## **7. Voting for Vice Presidents**

After the election of the Executive Officers is completed the Vice Presidents shall be designated by their organization. Members of each individual group or organization shall assemble to designate their Vice President(s) if the group has not done so prior to the convention. The Vice Presidents that have been designated by their organization shall be confirmed by the Convention.

## **Article IX**

### **Miscellaneous Provision**

#### **1. Contract**

All contracts, notes, legal documents or other evidences of indebtedness and leases of space for the Colorado Alliance shall be approved by the Executive Board and signed by the President.

#### **2. Rules of Order**

The parliamentary rules or questions that affect procedure contained in "Robert's Rules of Order, Revised," shall govern this organization and the Executive Board in all cases to which they are applicable and in which they are not inconsistent with these By-Laws, or such special rules of order as may be adopted by the Colorado Alliance.

Following these By-Laws is a suggested meeting agenda.

## **Article X**

### **Dissolution**

Upon dissolution, the Executive Board shall after paying or making provision for the payments of all the liabilities of the Colorado Alliance, dispose of all the assets of Colorado Alliance in accordance with applicable State and Federal laws.

## **ARTICLE XI**

### **Amendments**

The Executive Board may alter or amend these By-laws at any meeting of the Executive Board by a vote of two-thirds of the Executive Board members present. All amendments or revisions to these By-laws shall be submitted in writing to the By-Laws Committee for consideration. Any recommended changes require a ten-day written notice to the Executive Board of the intention to take such action and must include a copy of the suggested changes.