

**BY-LAWS**  
**OF THE**  
**ROCKY MOUNTAIN OVER THE HILL GANG SECTION**  
**OF THE DENVER GROUP**  
**OF THE**  
**COLORADO MOUNTAIN CLUB**

**(Amended March 5, 2024)**

**ARTICLE I: NAME AND AUTHORITY**

Part 1. Name. The name of this organization shall be the Rocky Mountain Over the Hill Gang, a Section of the Denver Group of the Colorado Mountain Club ("CMC"), referred to herein as the "Section".

Part 2. Authority. The Section has been organized and exists under the authority granted by Article IX, Section 2, of the Bylaws of the Denver Group, herein referred to as the "Group". The CMC will be herein referred to as the "Club".

Part 3. Relationship to the Club and Group. The Section accepts and agrees with the constitution, bylaws, operating policies and purposes of the Club and Group.

Part 4. Purpose. To promote and provide year-round recreation and other sporting activities in complement to the purposes of the Group and Club, including but not limited to hiking, biking, snowshoeing, skiing, as well as promoting a variety of social activities for Section members, and the participation of Active Members in the Group and Club's activities.

**ARTICLE II: MEMBERSHIP**

Part 1. Active Membership. Any person over the age of fifty (50), or with an Active Member spouse, is eligible to become an Active Member. A person must be a member of the Club to become eligible for membership in the Section. Memberships denied must follow the Groups "Policy on Excluding Members from an Activity."

Part 2. Courtesy Membership. The Section Board of Directors, herein referred to as the "Board", and as defined in Article IV- Part 1, may award Courtesy Section Membership to an individual for exceptional service. Terms of this complimentary membership shall be determined and reviewed annually by the Section Board.

Part 3. Social Guest Membership. This membership shall be offered to those who were previously Active Members of the Section for a period of at least 3 years, who agree to no longer participate in physical activities sponsored by the Section, Group or Club, and who wish to participate solely in social activities of the Section. Such Social Guest Members may participate in the Section's social

activities in the same manner as Active Section Members, however, for all intents and purposes said Social Guest Members shall be treated as “Guests” of the Section.

Part 4. Voting. Each Active Member of the Section in good standing has full voting rights.

Part 5. Duration of Membership and Resignation. Active Membership renewals shall be on the anniversary of joining the Club, Group and Section. Non-payment of dues within a period of three (3) months after the due date shall be considered a resignation.

It is the responsibility of any individual wishing to become a Social Guest Member to send a written request (via U.S. Postal Mail or Electronic Mail) to the Section’s then Membership Officer requesting to transfer from an Active Membership to a Social Guest Membership. The Social Guest Membership shall continue until such time as the Section’s then Membership Officer is notified of their resignation or other appropriate cancellation notice is received on the Social Guest Member’s behalf.

Part 6. Suspension and Expulsion. All Section members are expected to comply with the Clubs Code of Conduct. A section member may be suspended or terminated for cause if in violation. Escalation and Resolution will be per the Clubs Code of Conduct.

### **ARTICLE III: MEMBERSHIP DUES**

Part 1. Payment Dates. The annual Club and Section dues for each Active Member will be due on or before his/her anniversary date, which is the date of joining the Club. Dues are paid directly to the Club.

Part 2. Failure to Pay Dues. Section members who fail to pay their Section dues will be dropped from the Section’s membership rolls, and thereupon forfeit all rights and privileges of membership in the Section.

Part 3. Waiver of Dues. Those Courtesy Section Members and Social Guest Members (as defined above) shall not be required to pay Club or Section dues.

Part 4. Changing Dues. The Section Board may, at any time, change the Section dues. No portion of dues shall be refundable.

### **ARTICLE IV: OFFICERS AND BOARD OF DIRECTORS MEMBERS**

Part 1. Section Board of Directors. The Section Board of Directors members (“Section Board”) shall have supervision, control and direction of the affairs of the Rocky Mountain Over the Hill Gang Section, shall determine its policies within the limits of the bylaws, shall actively pursue its purposes and shall have discretion in the disbursements of its funds for those purposes

Part 2. Size. The Section Board shall be composed of at least nine (9) members, from whom six (6) officers will be chosen.

Part 3. Officers. The Officers of the Section Board shall be the Chairperson, Vice Chairperson, Treasurer, Secretary, Membership Officer and Communications Officer. These Officers shall be elected annually by the Section Board at the first Section Board Meeting of the fiscal year.

Part 4. Chairperson. The Chairperson shall be the principal Officer of the Section, shall provide notice of all meetings, shall preside at all meetings, shall be a member on all committees, and will

vote only to break a tie vote. The Chairperson or the Treasurer shall approve all requests for payments on a form provided by the Club. To be elected Chairperson, one must have served a minimum of one (1) year, at any time, on the Section Board.

Part 5. Vice Chairperson. The Vice Chairperson shall act in the absence of the Chairperson in his or her stead, and shall have such other duties as the Chairperson or Section Board may assign.

Part 6. Treasurer. The Treasurer shall monitor the accounting of all monies received and expended for the use of the Section. The Treasurer (or the Chairperson) shall approve all requests for payments on a form provided by the Club. Prior to the end of the fiscal year, the Treasurer shall provide the Denver Council with the Section's annual budget request. The Treasurer shall provide an annual financial report at the Annual Section Meeting with a copy to the Denver Council, and as called upon by the Chairperson. The funds, books and vouchers in the Treasurer's possession shall be subject to verification and inspection by the Section Board.

Part 7. Secretary. It shall be the Secretary's duties to keep a record of all proceedings and provide minutes to the Section Board and others, to attest documents, and to perform such other duties as are usual or as may be assigned. Should the Secretary be unable to attend any meeting, the Chairperson thereof shall designate another attending member to record the proceedings.

Part 8. Membership Officer. It shall be the Membership Officer's duties to maintain a current and accurate list of all RMOTHG Active Members, Courtesy Members and Social Guest Members (hereinafter collectively referred to as "Section Members"), to report to the Section Board all membership totals, to send a letter of welcome all new Section Members, and to be the initial liaison to all new or returning Section Members.

Part 9. Communication Officer. It shall be the Communication Officer's duties to facilitate effective and timely communication from, to and on behalf of the Section Board, as directed by the Section Board from time-to-time. Such communication duties may include, but shall not be limited to: coordinating the distribution of revisions/amendments of the Section's policies or practices or other notifications from the Section Board to all appropriate parties; coordinate Section representation in support of events that help promote and enhance the Section; and coordinate or assist with written materials required to support publications or events supporting the Section, Section activities/events, the Group or Club.

Part 10. Section Board Members. The Section Board members may oversee activities such as membership, Group/Club representative, social functions, physical activities (skiing, hiking, biking, etc.)

Part 11. Term. The normal term for the Section Board is three (3) years, with one third of the Board members retiring each year. In addition, the Section Board shall appoint a replacement Section Board member to fill any unexpired Section Board member's term.

Part 12. Election of the Section Board. Annual election of three new Section Board Members will be completed by electronic distribution of ballots to all Active Members at the end of August. Nominees for vacant Section Board positions receiving the greatest number of votes will be announced as new Section Board Members at the Section's Annual Dinner.

Part 13. Meetings. The Section Board shall have regular meetings and special meetings at times and places called for by the Chairperson or a majority of the Section Board members. Meetings may be

held in person or electronically. All Board Members are entitled to speak and vote. Voting may take place in person, electronically, by mail, teleconference, or any other method for which all board members have received notice and given opportunity to participate. Any such vote or decision shall be recorded in the meeting minutes.

Part 14. Quorum. If ten (10) days' notice of the meeting has been given, five (5) Section Board members shall constitute a quorum.

Part 15. Absence. If a member of the Section Board is absent for three (3) consecutive meetings for reasons which the Section Board deems insufficient, that Section Board member's resignation shall be deemed to have been tendered and accepted.

Part 16. Compensation. Section Board members and Officers, as such, shall not receive any compensation for their services, but the Section Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses. Nothing herein shall preclude a Section Board member from serving the Section in any other capacity and receiving compensation for such services.

Part 17. Resignation or Removal. Any Section Board member or Officer may resign at any time by giving written notice to the Chairperson or Secretary. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance by the Section Board. Any Section Board member or Officer may be removed by the majority vote of the Board at any regular or special meeting following procedures as outlined in Article II, Part 6.

## **ARTICLE V: SECTION MEETINGS**

Part 1. Annual Meeting. There shall be an annual meeting of the Section during the month of September (last month of the fiscal year). The purpose of the meeting shall be to announce new Section Board Members and to receive reports from Section Board Chairpersons, Sub-Committees and the Treasurer, and to transact other business. Notice of the Annual Meeting shall be mailed to the last recorded address of each Active Member, either by separate mailing/email or by a notice in the Section's newsletter at least fifteen (15) days prior to said meeting.

Part 2. Order of Business. The order of business at Section meetings shall be as follows:

1. Call to order
2. Review the minutes of the previous meeting
3. Treasurer's report
4. Reports of Officers
5. Reports of committees and sub-committees
6. Old business
7. New business
8. Elections (Annual Meeting)
9. Adjournment

The order of business may be altered or suspended at any meeting by a majority vote of the Active Members present. The usual parliamentary rules, as laid down in the current edition of Robert's Rules of Order, shall govern all deliberations when not in conflict with these bylaws.

#### **ARTICLE VI: SUB-COMMITTEES**

Part 1. Appointment. The Chairperson shall appoint such standing, special, or sub-committees as may be required by the bylaws or as may be found necessary.

Part 2. Nominating Committee. During the month of May of each year, the Officers and Section Board shall appoint a Nominating Committee of at least three (3) persons to nominate candidates for the Section Board. Nominations may also be taken from the membership at large during June of each year. The Nominating Committee shall notify the Secretary, in writing, by July 1st, of the names of the candidates, and the Secretary shall include the names of the candidates in the notice of the Annual Meeting.

#### **ARTICLE VII: FISCAL YEAR**

The fiscal year of the Section shall coincide with the fiscal year of the Club, which commences on the first day of October and ends on the last day of September.

#### **ARTICLE VIII: AMENDMENTS**

Upon proposal by the Section Board, these bylaws may be amended, repealed or altered, in whole or in part, by majority vote at any meeting of the Section Board, provided that a copy of any changes proposed for consideration shall be mailed/emailed to the last recorded address of each Section Board member at least thirty (30) days prior to the date of such meeting.

#### **ARTICLE IX: PARTICIPATION**

Only Active Members may participate in travel, sporting, athletic, or any physical activity of the Section, however, Active Members and Social Guest Members may participate in social activities of the Section (collectively "Events"). Members of the Club and the Group may participate twice in the Section's Events; thereafter they must join the Section. A prospective member may attend no more than two Events prior to applying for Section membership, and in doing so must also join the Club and the Group directly thereafter. Any non-member must sign the Club's current "Release and Waiver of Liability Agreement" prior to participating in a Section recreational activity, as well as agree to adhere to all rules and responsibilities of the Section, Group or Club governing the Event or activity.