

# **ORCHARD MESA NEIGHBORS IN ACTION, INC. BYLAWS**

## **Article I Name**

This organization, henceforth called the "Group," shall be known as **Orchard Mesa Neighbors in Action, Inc.**, henceforth called OMNIA/the Group.

## **Article II Object**

The mission of OMNIA is to preserve and enhance the unique character of Orchard Mesa, located in Mesa County, Colorado. The Group will be a non-profit entity, and will register as a non-profit corporation, adhering to regulations set forth by the State of Colorado.

This corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## **Article II Membership**

Any person of any age, sex, race, nationality, creed or religion can be a member of the Group. Membership will be solicited from the population at large. Anyone can become a member at any time; members can cease to become members at any time without giving notice of any type.

## **Article IV Dues**

Annual dues shall be determined by a simple majority vote of the members present at the Annual Meeting.

## **Article V Elected Officials, Terms and Their Duties**

### *Terms*

Terms are defined as four (4) calendar years.

### *Officers*

Officers of the Group must be dues-paying members and over the age of 18 and shall be elected at the Annual Meeting by a simple majority of the membership. The officers shall be Chairperson, Vice chairperson and Treasurer/Secretary. No individual can serve more than three (3) consecutive terms.

### *Directors*

The board of directors shall consist of three (3) individuals who are not officers. They will be elected by a simple majority of the membership at the Annual Meeting. Any member of the Group over the age of 18 shall be eligible to hold any of the above positions. No individual can serve more than three (3) consecutive terms.

### *Executive Committee*

The three officers and the three directors, as defined above, shall constitute the Executive Committee of the Group.

### *Duties of Officers*

The Chairperson shall be the presiding officer at all meetings, and schedule such meetings, of the Group. The Chairperson shall appoint committees (see below) and the chairpersons of those committees. The Chairperson shall perform such other duties as may pertain to the office, such as answering correspondence and representing the Group.

The Vice chairperson shall assume the duties of the Chairperson in his/her absence. It shall also be the duty of the Vice chairperson to maintain and keep current records of membership.

The Treasurer/Secretary shall prepare and keep a record of the proceedings of all meetings and distribute said proceedings to the membership in a format directed by the Chairperson. At the direction of the Chairman, the Treasurer/Secretary shall attend to correspondence. The Treasurer/Secretary shall also collect dues for the membership and communicate this information to the Vice Chairperson. The Treasurer/Secretary shall also deposit any monies received by the Group and disburse, by bank check, any monies due by the Group. He/she shall adhere to the rules and regulations set forth in Article VI. The Treasurer/Secretary shall submit any and all records to the Audit Committee for an annual audit at the end of each calendar year.

### *Audit Committee*

An Audit Committee will be appointed if and when the Group's treasury meets or exceeds \$20,000 on any given calendar year. Duties are to audit the Group's books at the end of each of the applicable calendar year and report its findings to the members at the Annual Meeting (see Article VII).

The Audit Committee will consist of the members of the three Board of Directors and two volunteer dues-paying members of the Group that are **not** members of the Executive Group.

### *Special Committees*

The Chairman will appoint Special Committees as required or as needs are ascertained and resources are identified.

### **Article VI Budget and Expenses**

The Executive Committee, at its Annual Meeting (see Article VII), will make an estimate of the probable expenses needed to meet the Group's objectives for the coming year. The following stipulations regarding the expenditures of all monies apply:

1. If any member of the Group, at the request or direction of the Chairperson or Executive Committee spends monies in cash, a receipt for the same shall be presented to the treasurer and the member will be reimbursed.
2. All expenditures amounting to \$200 or more shall be reviewed and approved by the Executive Committee.
3. At the end of each calendar year, if the Group's treasury exceeds \$20,000, the Group's membership will be notified in writing.
4. At the end of each calendar year, the Executive Committee will submit a written Explanation of Expenditures to the Group's membership.

### **Article VII Meetings**

All meetings shall be set and arranged by the Chairperson. The Annual Meeting is the only mandatory meeting as set forth by these Bylaws and shall be held no later than June 15 of each calendar year. The meeting shall follow Robert's Rules of Order. At the meeting, no less than the following shall be performed: Election of officers; reports from the Executive and Auditing Committees, if/when applicable; reports from other committees (if/when applicable) and discussion/ comments/ questions from the Membership.

### **Article VIII Amendments**

This Bylaws document may be amended (with the exception of Article IX) by the members of the Group by WRITTEN BALLOT which will include the text of the proposed amendment. All amendments must be approved by a TWO-THIRDS majority.

### **ARTICLE IX Dissolution**

Orchard Mesa Neighbors in Action can be dissolved at any time by written ballot mailed to all dues-paying members of the Group and if approved by a TWO-THIRDS majority. If and when the Group is dissolved, any and all funds remaining after the payments of all debts shall be disbursed to another not-for-profit group as voted by a simple majority of the membership. This article of the Bylaws is NOT amendable during the existence of this Group.

I do hereby declare that this copy of the bylaws for OMNIA, is a conformed copy, this date,

October 29, 2009

A handwritten signature in black ink, appearing to read 'Vicki Felmlee', written in a cursive style.

Vicki Felmlee  
President, OMNIA