

**BY-LAWS  
OF  
THE BREAKFAST CLUB FOR SINGLES 50+**

Revised by Board of Directors on January 11, 2015

**ARTICLE I**

**ORGANIZATION'S OFFICE**

(Revised January 15, 2012)

**Section 1.01. Principal office.** The principal office of The Breakfast Club For Singles 50+ (hereinafter TBC), a Colorado nonprofit corporation, for the transaction of business is located at P.O. Box 2745, Parker, Colorado 80134..

**Section 1.02. Registered office and registered agent.** The address of the registered office of the Corporation is P.O. Box 2745, Parker Colorado 80134.

(Revised April 2011)

The name of the registered agent and the registered office address may change annually to reflect the information for the current Chairman of the Board of Directors.

**ARTICLE II**

**PURPOSE**

(Revised January 11, 2015)

**Section 2.01. Mission.** TBC is an organization whose mission is to provide a comfortable social setting and opportunities for single men and women the age of 50 and over with like interests, to make friends and socialize. We are not affiliated with, nor do we support any political, religious, business, charity or special interest groups.

**ARTICLE III**

**MEMBERSHIP**

(Revised August 11, 2013)

**Section 3.01. Membership.** The general membership of TBC shall be those persons who are considered members in good standing. The definition of a TBC member in good standing is one who: (a) has paid the stated annual dues and other fees or charges; (b) accepts and complies with the by-laws and tenets of TBC; (c) abides by the policies as established by the TBC Board of Directors or the Chapter Council; and (d) is a single individual age 50 years or older. A TBC member in good standing may attend any TBC or any Chapter meeting or event and need not pay membership dues in multiple Chapters. Members may transfer to another chapter by using procedures as outlined in the TBC Policy for Member Transfer.

**Section 3.02. Termination or non-renewal of membership.** Subject to the provisions of Colorado Revised Statutes (C.R.S.) 7-126-302 and 7-126-303, termination or non-renewal of membership may occur only by a two-thirds (2/3) vote of the TBC Board of Directors for various reasons, including participation in actions or activities deemed illegal or with the potential to cause a negative impact upon TBC or for refusal to pay assessed charges in a timely manner. If membership is terminated, a refund of current year annual dues shall be given.

**Section 3.03. Alumnus status.** Two members in good standing who marry each other may retain their individual membership with all rights and privileges that allow them to attend functions and continue to participate in the club, provided that both members remain in good standing.

(Revised July 29, 2012)

**Section 3.04. Voting.** Each TBC member in good standing shall be entitled to one vote by mail as specified in CRS 7-127-109 for the purpose of electing Chapter Council Members and any matters presented by Chapter Council or the TBC Board of Directors that requires the vote of the membership. A majority vote on any matter shall prevail, except when these by-laws require a greater vote. For votes to be valid and counted, the ballot must be returned as specified by the TBC Board of Directors or a Chapter Council. A member of more than one chapter may vote in each chapter for Chapter Council members and other chapter matters, but shall cast only one vote for all TBC Board of Director's Ballot matters.

**Section 3.05. Proxy.** TBC will do all voting of the general membership by mail, therefore, proxy voting is not allowed.

**Section 3.06. Annual meeting of members.** TBC will not hold an Annual Meeting of members.

**Section 3.07. Special meeting.** The TBC Board of Directors may call a Special Meeting of all TBC members or a Chapter membership. Such meetings shall be announced to TBC or a Chapter membership in writing and shall be open to the full membership of TBC. Notice for the Special Meeting shall occur no less than ten (10) days nor more than sixty (60) days prior to said meeting date. Any member may request that a Special Meeting be called by the TBC Board of Directors. Such request shall be submitted in writing and shall include the purpose of the meeting, topics to be presented and desired outcome. Such written request shall not be made for unnecessary, untimely, irrelevant or frivolous purposes.

**Section 3.08 Work session meetings.** The TBC Board may hold work sessions with or without Chapter Council Members. Work sessions will not require notification to the membership and will not be open to attendance of members except by invitation of the TBC Board of Directors. No official actions or official votes may be taken at work session meetings.

**Section 3.09. Notice.** Notice of the time, date, place, and subject of any meeting of the membership shall be given to each member no less than ten (10) days nor more than sixty (60) days prior to each meeting. Such notice may be delivered in person, by mail, telephone, monthly newsletter, or e-mail. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the membership roster of the Chapter(s), with postage thereon prepaid. It shall not be a requisite to the validity of

any meeting of TBC that proof of notice shall have been given to any member present or absent. All meetings shall be conducted in the State of Colorado.

**Section 3.10 Quorum.** Since no voting or official business shall be conducted at TBC membership meetings, no quorum shall be required.

**Section 3.11. Closing of membership roster for fixing of record date.** For the purpose of determining members entitled to notice of, or to vote by written ballot, any meeting of members or any adjournment thereof, or in order to make a determination of members for any purpose, each Chapter Council or the TBC Board of Directors shall provide that the membership roster shall be closed for at least fifteen (15) days immediately preceding such purpose. In lieu of closing the membership roster, the TBC Board of Directors or Chapter Council may fix a date in advance as the record date for any such determination of members. When a determination of members has been made as provided in this section, such determination shall apply to any adjournment thereof.

**Section 3.12. Voting record.** The Secretary of each Chapter shall, after an official request as approved by the TBC Board of Directors, provide a complete record of the members, arranged in alphabetical order, with the address thereof of each member. The record shall also be produced and kept open at the time and place of any meeting. The record shall be kept by the Secretary and shall be subject to the inspection of any member, during usual business hours at a mutually agreed upon time and location.

**Section 3.13. Standards of conduct by members.** All Directors, Officers, committee Chairman, and any other member who are acting in an official capacity for the corporation shall act (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; (c) in a manner the Director or Officer reasonably believes to be in the best interest of the nonprofit corporation; and (d) in an appropriate manner, and in a timely fashion, answer all questions of a member, whether written or verbal.

**Section 3.14. Records of corporation.** Members are entitled to inspect and obtain a copy of the records, minutes and written records of actions of the Corporation Directors, a Chapter, its members, and committees upon five (5) days notice to the Corporation or Chapter Secretary, provided the demand is made in good faith and for a proper purpose, in accordance with Colorado Revised Statutes. The Corporation shall be reimbursed for the actual copy cost.

**Section 3.15. Three time visitor limit.** A non-member of TBC may attend no more than three (3) TBC functions before being required to join TBC as an active member. A non-member who attends a fourth function will be asked to join TBC at that time or will be informed that they will be denied admittance to future TBC events.

**Section 3.16. Failure to attend.** Members who make a reservation to any TBC function which requires a reservation and/or a monetary obligation to TBC and does not attend that function, may be charged for their monetary obligation as determined in advance by the TBC Board or Chapter Council arranging the function.

**Section 3.17 Complaints.** Verbal complaints to a Chapter Council Member that are not satisfactorily resolved must be submitted in writing by the member to the Chapter Council President. The written complaint must describe the nature of the complaint, the desired outcome and if a brief presentation to the Chapter Council is requested. If a presentation to the Chapter

Council at a regular meeting is requested and approved, such presentation shall be limited to (10) minutes. The Chapter Council shall give a written response not more than (10) ten days after the meeting.

If the complaint is still not resolved, a written appeal may be submitted to the TBC Board of Directors. The written appeal must state the original complaint, the desired outcome and the reason for the appeal. The TBC Board of Directors must consider the appeal at its next meeting and shall give a written response not later than ten (10) days after the meeting. The decision of the TBC Board of Directors will be considered the conclusion of the TBC complaint process.

(Revised April 2011)

**3.18 TBC Assets.** All physical and monetary assets acquired by any means and/or by any Chapter are the property of the Breakfast Club for Singles 50+, a Colorado Non-profit Corporation, and are controlled by the TBC Board of Directors. The TBC Board may authorize chapters to hold assets for chapter use, and to maintain separate bank accounts for chapter operating and activity expenses only. Upon dissolution of a chapter, all physical and monetary assets must be transferred to the TBC Board of Directors

## ARTICLE IV

### TBC BOARD OF DIRECTORS

**Section 4.01. Duties, powers and responsibilities.** The direction, business, and management of the affairs of TBC as a Colorado Non-Profit Corporation, shall be managed by the Board of Directors. The Directors shall perform their duties and responsibilities in good faith, in a manner reasonably believed to be in the best interest of the Corporation, and in accordance with TBC by-laws. A Member of the TBC Board of Directors shall have a distinct and positive commitment to the affairs and success of TBC, be committed to attending Board meetings, and fully participate in the committees and other tasks to which s(he) might be assigned by the Chairman of the TBC Board of Directors.

(Revised April 2011) (Revised Jan 2013)

**Section 4.02. Number, tenure and qualifications .** The TBC Board of Directors shall consist of a minimum of 2 members from each Chapter Council, plus one (1) additional director position per one hundred (100) chapter members or portion thereof above two hundred (200) chapter members as determined by the membership count when the chapter Roster is closed for voting on or about October 10 of each year. On or about December 10 of each year, each Chapter Council shall select its members to serve on the TBC Board of Directors. The President of each chapter shall be one of the members plus a minimum of one more Council Chapter member (s). Each TBC Director shall hold office until the next election of Chapter Council members or until his/her qualified successor shall have been selected. The dates in this section may be adjusted by a two-third (2/3) vote of the TBC Board of Directors in the event of unusual circumstances.

(Revised April 2011)

**Section 4.03. Notice to vacate a Board position.** Any Member who chooses to relinquish their position on the TBC Board of Directors must do so in writing by mail or email. The notice shall be addressed to the Chairman of the TBC Board of Directors.

**Section 4.04. Founder/Executive Advisor.** As an acknowledgement of her efforts in creating, founding, organizing and directing The Breakfast Club Singles 50+ for over seven (7) years, the TBC Board of Directors has established a lifetime position of Founder/Executive Advisor to the TBC Board of Directors for Carole Mitchell. She shall have an honorary seat on the TBC Board of Directors; however, she shall not have a vote on any matter. Among her duties as Founder/Executive Advisor, she shall make herself available to any TBC Board Member and to any Chapter Council Member for consultation on matters currently being considered by the TBC Board of Directors or Council, and consultation as to the traditions, protocols, and history of TBC. A copy of all TBC Board of Directors and Chapter Council agendas and meeting minutes and the Chapter documentation listed in Article V, Section 5.14 shall be provided to her. A memorandum of record of each consultation must be provided, within ten (10) days to the Chairman of the Board of Directors. From previous by-laws, her annual membership dues and fees for monthly breakfast, annual picnic and holiday party shall be waived.

**Section 4.05. Process for removal of a Member of TBC Board of Directors.** A TBC Board of Director Member may be removed at a Special Meeting of Directors called expressly for this purpose, with or without cause, in accordance with the provision of C.R.S. 7-128-108. Proper notification in accordance with Article III, Section 3.07, must also be given.

(Revised January 13, 2013)

**Section 4.06. Filling a TBC Board of Director vacancy.** A vacancy on the TBC Board of Directors may be filled for the unexpired term by a majority vote of the Chapter Council who selected the vacating TBC Board of Directors Member, at any meeting of the Chapter Council at which there is a quorum. If the vacancy is that of a Board Officer, the Board shall select a replacement officer from within the Board of Directors.

(Revised July 29, 2012)

**Section 4.07. Regular meetings.** The TBC Board of Directors shall hold regular meetings at least one (1) time each calendar year at such place, date, and time as may be designated by the Chairman or Vice Chairman of the TBC Board of Directors. There will be an announcement to TBC membership and the TBC Board of Directors not less than ten (10) days before the meeting. All regular meetings shall be open to the full TBC membership.

**Section 4.08. Emergency meetings.** Emergency meetings of the TBC Board of Directors may be called by the TBC Board Chairman with five (5) days notice to all TBC Board of Directors Members which will include date, time, place and agenda. Emergency meetings may be conducted by telephone and need not be open to the full TBC membership.

(Revised January 13, 2013)

**Section 4.09. Compensation.** Members of the TBC Board of Directors shall not receive compensation for their services. Board of Director Members who attend official meetings away from their chapter locale may be reimbursed by TBC for lodging, meals and/or mileage. The reimbursement rate for mileage will be \$.30 per mile. And the rate for lodging and meals will include all reasonable and necessary expenses incurred by the Board Member.

**Section 4.10. Quorum.** A majority of current voting members of the TBC Board of Directors shall constitute a quorum of the TBC Board of Directors at all official meetings thereof. No official business can be conducted without a quorum, except to adjourn.

(Revised April 2011) (Revised January 13, 2013) (Revised August 11, 2013)

**Section 4.11. Per capita assessments.** The per capita assessments shall be determined by the Treasurer of the Board of Directors as the expenditures shared by all chapters become due. These expenditures will include but not be limited to insurance premiums, printing and postage expense, corporate post office box annual fee, Board Member travel and expenses incurred for filing reports to the Colorado Secretary of State. The per capita assessment shall be determined by dividing the total TBC membership, as indicated on the most recent annual report submitted by each chapter to the Secretary of the Board of Directors, into the expense amount. When the invoice for the expense is received by the Treasurer, the calculation for per capita assessment will be made and the Treasurer will invoice each chapter. The Treasurer of the Board of Directors will then request that the expense be paid from the chapter bank account where the funds are deposited. The other chapters will remit the funds to reimburse the chapter account that the expense was paid from.

**Section 4.12. Other committees.** The TBC Board of Directors may designate from among TBC members one or more committees. No activity that falls under the official umbrella and sanction of the TBC Board of Directors shall occur without having a committee or activity leader appointed to coordinate it and to report its activities to the TBC Board of Directors at least once per quarter. A Committee may be designated as permanent or may have a termination date as set by the TBC Board of Directors. Any committee person may be removed from the committee with or without cause by the Chairman.

**Section 4.13. Informal action by Directors.** If the majority of the Directors consent to any informal action taken or to be taken by the TBC Board of Directors and the informal action evidencing their consent is filed with the TBC Board Secretary, the action shall be valid.

**Section 4.14. Presumption of assent.** A Director of TBC who is present at a meeting of the TBC Board of Directors, at which action on any TBC matter is taken, shall be presumed to have assented to the action taken unless the Director's dissent is entered in the minutes. No vote of "present" will be permitted except for issues where the Director has a conflict of interest that is recorded in the meeting minutes.

(Revised May 15, 2014)

**Section 4.15. Establishment of Chapters.** As TBC grows and expands, members may request from the TBC Board of Directors the ability to establish a Chapter of TBC. Chapters, when approved, must be governed and abide by the by-laws of TBC and other requirements as established by the TBC Board of Directors. By a resolution of the TBC Board of Directors, the Chapters will be authorized to enter into contracts, open accounts and transact business for the Chapters. Each TBC Chapter shall maintain a Post Office Box; and shall maintain, publicize and use a telephone information and reservation line to accommodate members and potential members who cannot or choose not to use electronic access methods.

(Revised October 12, 2011), (Revised January 15, 2012), (Revised August 11, 2013)

**Section 4.16. TBC Chapters.** The Founding Chapter, aka TBC-TFC previously known as Denver Metro Chapter, aka TBC-DMC, previously known as TBC, TBC Parker and TBC Founding Chapter, was established in August 2001. Its' business address is P.O. Box 2745, Parker, CO 80134.

The name of the second chapter is TBC-Colorado Springs aka TBC-CSC, which was established July 2005. Its' business address is P.O. Box 50231, Colorado Springs, CO 80949.

The name of the third chapter is TBC-Front Range Chapter aka TBC-FRC, which was established January 2011. Its' business address is P.O. Box 111, Castle Rock, CO 80104.

The name of the fourth chapter is TBC-Northern Colorado Chapter aka TBC-NCC, which was established October 2011. Its' business address is P.O Box 272152, Ft. Collins, CO 80527.

**Section 4.17. Removal or dissolution of a Chapter.** If a Chapter is found to be in non-compliance or decides to dissolve and cease its affiliation as a Chapter of TBC, the TBC Board of Directors, excluding the Director(s) from that subject Chapter, by a majority vote at a meeting, shall determine if the TBC designation should be removed. The procedure for removal of a Chapter shall be as follows: (a) The TBC Board of Directors must notify the Chapter Council President of the non-compliance; (b) after notification of non-compliance, the Chapter shall, within thirty (30) days, come into compliance and submit a statement of their compliance; and (c) the TBC Board of Directors shall hold an Emergency Meeting to determine compliance or non-compliance. If a Chapter is removed or dissolved, all assets, including Chapter funds, shall be transferred to the TBC Board of Directors within ten (10) days.

**Section 4.18. Selection of Officers.** On or about January 14<sup>th</sup> of each year, the newly selected TBC Board Members shall select a Chairman, Vice-Chairman, Secretary, and Treasurer. Additional officers may be added at the direction of the TBC Board of Directors. No person may hold more than one office simultaneously. No person may hold the office of Chairman or Treasurer for more than two (2) consecutive years.

**Section 4.19. Duties of Chairman.** The Chairman shall be the principal Executive Officer of TBC, subject to the control of the TBC Board of Directors and the membership of TBC, and shall supervise and control all of the business and affairs of TBC. The Chairman shall, when present, preside at all meetings of its members and of the TBC Board of Directors. The Chairman shall have general supervision of all other officers, agents, and employees of TBC who may or may not be specifically prescribed by the by-laws or by a TBC Board of Directors resolution; they shall be supervised by the Chairman. The Chairman may sign with the Secretary or any other proper officer of TBC, authorized by the TBC Board of Directors, any instrument which the TBC Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the TBC Board of Directors, or by these by-laws, to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the TBC Board of Directors.

**Section 4.20. Duties of Vice-Chairman.** In the absence of the Chairman or in the event of the Chairman's illness, death, inability, or refusal to act, the Vice-Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all restrictions upon the Chairman.

(Revised July 29, 2012), (Revised August 11, 2013)

**Section 4.21. Duties of Secretary.** The Secretary, shall in a timely manner: (a) attend and keep minutes of the meetings of the members and of the TBC Board of Directors; (b) be responsible for issuing notices of the TBC Board of Director and Member Special Meetings in accordance with the provisions of these by-laws or as otherwise required by law; (c) be custodian of the TBC records and of the TBC seal, and assure that the seal of TBC is affixed to any documents requiring the seal; (d) have general charge of the membership roster of TBC; (e) annually receive from each Chapter a complete record of the members to keep on file, arranged in alphabetical order with their address; (f) comply with any official request, approved by the TBC Board of Directors, for lists of each Chapter's members, arranged in alphabetical order with their address; and (g) in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chairman of the TBC Board of Directors. By May 1 of each year the Secretary shall submit IRS Form 990 and shall by April 1 of each year file the report to the Colorado Secretary of State.

(Revised January 13, 2013)

**Section 4.22. Duties of Treasurer.** The Treasurer shall, in a timely manner: (a) keep correct and complete books and records on file; (b) have custody of and be responsible for all funds and securities of the TBC Board of Directors; (c) receive monies due and payable to the TBC Board of Directors from all sources; (d) deposit all TBC Board of Director's funds in a bank or other depository as designated by the TBC Board of Directors; (e) disburse the funds of the TBC Board of Directors as may be directed by the Chairman, Vice-Chairman, or the TBC Board of Directors; (f) render to the Chairman or the TBC Board of Directors a quarterly accounting of all TBC transactions and of the financial condition of the TBC Board of Directors and each Chapter; (g) comply with all federal and Colorado requirements concerning the reporting of financial information for the corporation; and (h) perform the duties incident to the office of Treasurer and such other duties as may be assigned by the Chairman or by the TBC Board of Directors.

**Section 4.23. Removal.** Any officer may be removed by the TBC Board of Directors whenever, in its judgment, the best interest of TBC will be served thereby. Any Officer elected by the TBC Board of Directors may be removed at any time by the affirmative vote of the majority of the Members of the TBC Board of Directors. Any Member of the TBC Board of Directors who is absent from two or more TBC Board of Directors meetings in a calendar year may be removed from the TBC Board of Directors by the affirmative vote of the majority of the Members of the TBC Board of Directors.

## ARTICLE V

### CHAPTERS

**Section 5.01. Duties, powers and responsibilities.** The direction, business, and management of affairs of each Chapter shall be managed by its Chapter Council. The Council shall perform their duties and responsibilities in good faith, in a manner reasonably believed to be in the best interest of TBC and the Chapter, and in accordance with the TBC by-laws. A Member of the Chapter Council shall have a distinct and positive commitment to the affairs and success of TBC and the Chapter, be committed to attending Chapter Council meetings, and fully participate in the committees and other tasks to which they might be assigned by the President of the Chapter Council.

**Section 5.02. Number, tenure, and qualifications.** The Chapter Council shall consist of a minimum of five (5) members and a maximum as established by each Chapter Council prior to August 20th of each year. On or about December 10th of each year, the Council shall select its



Members to serve on the TBC Board of Directors as set forth in Article IV, Section 4.02. Each Chapter Council Member selected for the TBC Board of Directors shall hold office until the next regular election of Chapter Council Members or until a qualified successor shall have been selected. All Chapter Council Members shall be elected to two year terms, except when a Chapter Council determines a different term length is needed to facilitate staggered terms.

(Revised April 2011)

**Section 5.03 Notice to vacate a Chapter Council position.** Any member who chooses to relinquish their position on a Chapter Council must do so in writing by mail or by email. The notice shall be addressed to the President of the Chapter. Either the resigning Council member or the President of the Chapter Council must advise the Chairman of the Board and all other Chapter Council Presidents.

**Section 5.04. Process for removal of a Chapter Council Member.** A Chapter Council Member may be removed at a Chapter Council meeting, with or without cause. Proper notification in accordance with the Notice provision in Article III, Section 3.07, must also be given.

(Revised January 13, 2013)

**Section 5.05. Filling Chapter Council vacancies.** A vacancy on the Chapter Council may be filled for the Member's remaining term by a majority vote of the Chapter Council at any meeting of the Chapter Council at which there is a quorum. If the vacancy is that of a Chapter Council Officer, the Council shall select a replacement officer from within the Chapter Council.

(Revised July 29, 2012), (Revised August 11, 2013)

**Section 5.06. Regular meetings.** The Chapter Council shall hold regular meetings at least three (3) times each calendar year at such place, date, and time as may be designated by the President of the Chapter Council. There will be an announcement in the Chapter newsletter to the Chapter membership not less than ten (10) days before the meeting

**Section 5.07. Emergency meetings.** Emergency meetings of the Chapter Council may be called by the Chapter Council President with five (5) days notice to all Chapter Council Members which will include date, time, place and agenda. Emergency meetings may be conducted by telephone and need not be open to TBC membership. By means of the Chapter monthly newsletter, the Chapter members shall be informed of the issue(s) and the results of each emergency meeting.

(Revised January 13, 2013)

**Section 5.08. Compensation.** Members of the Chapter Council shall not receive compensation for their services. Reasonable expenses incurred by Chapter Council Members for official Chapter Business such as lodging and/or mileage over and above local trips, may be reimbursed as determined by the Chapter Council. (See section 4.09 for guidance).

**Section 5.09. Quorum.** A majority of current Members of the Chapter Council shall constitute a quorum of the Chapter Council at all official meetings thereof. No official business can be conducted without a quorum, except to adjourn.

(Revised April 2011)

**Section 5.10. Chapter dues.** The TBC Board of Directors shall determine the annual TBC Membership Dues to be collected by each chapter from new and renewal members. Chapters may assess additional fees for expenses such as copy and postage costs for USPS mailed newsletters or

extraordinary operating costs. The additional fees shall be established by each Chapter Council.

**Section 5.11. Other committees.** The Chapter Council may designate from among its members one or more committees. No activity that falls under the official umbrella and sanction of TBC or a Chapter Council shall occur without having a committee or activity leader appointed to coordinate it and to report its activities to the Chapter Council at least once a quarter. A Committee may be designated as permanent or may have a termination date, as set by the Chapter Council. Any committee member may be removed from a committee with or without cause by the Chapter Council President.

**Section 5.12. Informal action by Chapter Council.** If the majority of the Chapter Council consents to any informal action taken or to be taken by the Council and the informal action evidencing their consent is filed with the Council Secretary, the action shall be valid.

**Section 5.13. Presumption of assent.** A Council Member who is present at a meeting of the Chapter Council at which action on any matter is voted upon shall be presumed to have assented to the action taken unless the Council Member's dissent is entered in the minutes. No vote of "present" will be permitted except for issues where the Director has a conflict of interest that is recorded in the meeting minutes.

(Revised April 2011), (Revised January 13, 2013), (Revised August 11, 2013)

**Section 5.14. Chapter documentation.** The Chapter Treasurer shall publish a Treasurer's Report, at least quarterly in the chapter newsletter. The Chapter Council shall also provide a current copy of its Membership Roster to the Secretary of the TBC Board of Directors by October 10 of each year.

**Section 5.15 Chapter Officers.** The Officers of a Chapter Council shall be the President, Vice-President, Secretary, and Treasurer. Additional officers may be added at the direction of the Chapter Council. No person may hold the office of Chapter President or Treasurer for more than two (2) consecutive years.

**Section 5.16. Duties of Chapter President.** The President shall be the principal Executive Officer of the Chapter Council, subject to the control of the TBC Board of Directors, the Chapter Council, the Chapter membership, and shall supervise and control all of the business and affairs of the Chapter. The President shall, when present, preside at all meetings of its Chapter members and of the Chapter Council. The President shall have supervision of all other Officers. The President may sign, with the Secretary or any other member of the Chapter, any instrument, which the TBC Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Chapter Council, or shall be required by law to be otherwise signed or executed; and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Chapter Council or the TBC Board of Directors.

**Section 5.17. Duties of Vice-President.** In the absence of the President or in the event of the President's absence, illness, death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President.

(Revised August 11, 2013)

**Section 5.18. Duties of Secretary.** The Secretary shall, in a timely manner: (a) attend and keep minutes of the meetings of the Chapter members and of the Chapter Council; (b) be responsible for issuing notices of the Chapter member meetings and the Regular or Emergency meetings of the Chapter Council, in accordance with the provisions of these by-laws or as otherwise required by law; (c) be responsible that the seal of TBC is affixed to any document requiring the seal; (d) have charge of the membership roster of the Chapter, (e) shall prepare and distribute to all Chapter members a list of all members who renewed or joined after the Chapter Directory was published; (f) annually as of October 10th prepare and forward a complete record of the members to the TBC Secretary, arranged in alphabetical order with their address; (g) comply with any official request, approved by the Chapter Council or TBC Board of Directors; and (h) perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chapter Council President.

(Revised January 13, 2013)

**Section 5.19. Duties of Treasurer.** The Treasurer shall, in a timely manner: (a) keep correct and complete books and records on file; (b) have custody of and be responsible for all funds and securities of the Chapter; (c) receive monies due and payable to the Chapter from all sources; (d) deposit all Chapter funds in a bank or other depository as may be designated by the Chapter Council; (e) disburse the funds of the Chapter as directed by the President, Vice-President, or the Chapter Council; (f) render to the Chapter Council and the TBC Board of Directors a quarterly, accounting of all Chapter transactions and of the financial condition of the Chapter; (g) provide a Quarterly Financial Report to be published in the Chapter newsletter; and (h) perform the duties of the office of Treasurer and such other duties as may be assigned by the President or by the TBC Board of Directors.

**Section 5.20 Nominating Committee.** The President of each Chapter Council shall appoint a Nominating Committee consisting of at least one (1) Chapter Council Member and three (3) members at large, excluding potential nominees, on or about August 20<sup>th</sup> of each year.

The Chapter Council shall specify for the Nominating Committee the number and terms of each of the Chapter Council positions to be listed on the ballot. The Chapter Council shall specify if officer positions will be selected by the ballot or by the Chapter Council. If officer positions are to be selected by the ballot, the chapter Council shall specify the term and title of the officer position.

In addition, the Chapter Council shall specify for the Nominating Committee the specific title and language of any other matters to be voted on by the membership and specify whether a majority vote or two-thirds (2/3) vote is required for a vote in favor of each item listed on the ballot.

The Chapter Council shall determine if unusual circumstances exist and shall adjust the dates in Section 5.21 as necessary, pursuant to CRS 7-127-106. The Chapter Council shall provide the Nominating Committee with the adjusted dates for completion of duties specified in Section 5.21.

**Section 5.21 Nominating Committee Duties.**

The Nominating Committee shall designate a Member to be the Chairman of said committee. The Nominating Committee shall conduct its duties as directed by the Chapter Council and pursuant to CRS-127-109.

**(1) On or about September 1<sup>st</sup>** of each year the Chapter's Nominating Committee shall begin to recruit and accept nominations and volunteer self nominations for Chapter Council positions.

**(2) On or about October 10<sup>th</sup>** of each year the Chapter's Nominating Committee shall close nominations and volunteer submittals and request the Chapter Council to close the membership roster and the Nominating Committee shall prepare the ballot(s). If the number of qualified nominees or volunteers is equal to or less than the established vacancies or seats, and there are no other matters to be voted on by the membership, the Nominating Committee shall recommend to the Chapter Council that ballots not be prepared and sent to the membership. The Nominating Committee shall recommend that the Chapter Council appoint the qualified nominees and or volunteers and shall notify the membership of these recommendations in the next Chapter newsletter.

**(3) On or about October 20<sup>th</sup>** of each year the Chapter's Nominating Committee shall mail a ballot to each eligible member in their Chapter, unless a ballot is not required by Section 5.21 (2). A ballot will be for electing Chapter Council Members and any other matter requiring membership voting.

**(4) On or about November 10<sup>th</sup>** of each year the Chapter's Nominating Committee shall close the election and count the ballots. The actual count of the voting will be given to the current Chapter Council and to the TBC Board of Directors. Additionally, the Nominating Committee will provide the names of those elected to all candidates. In case of a tie vote the Nominating Committee will do a coin toss to determine the person elected. The Nominating Committee then prepares the names of those elected for publication in its December Chapter newsletter.

(5) The Nominating Committee shall first, pursuant to CRS 7-127-205, determine if a quorum of twenty five percent (25%) of the entitled votes have been cast on any matter other than election of Chapter Council Members. If the required quorum of votes cast is not present, the Nominating Committee shall notify the Chapter Council and report in the December Chapter newsletter. If there is a quorum of votes cast, the Nominating Committee shall count the ballots and determine if the required percentage of approvals was obtained. The Nominating Committee shall report the results to the Chapter Council and in the December Chapter newsletter.

(6) The Nominating Committee shall maintain control of and not destroy ballots until all elections protests are resolved or January 1<sup>st</sup>, whichever comes first.

**5.22 Selection of Officers.** On or about December 10<sup>th</sup> of each year the new Chapter Council shall take office and select Chapter Council Officers, unless Chapter Council Officers have been elected by ballot. The Chapter Council shall also select the TBC Board Members, as required by Article IV, Section 4.02. Each Chapter Council shall announce its Chapter Council Officers and the TBC Board Members in the January newsletter and at the January breakfast meeting.

**Section 5.23. Dissolution of a Chapter.** If a Chapter chooses to dissolve, a two-thirds (2/3) majority vote of the Chapter members and Chapter Council must be obtained and a letter of request for dissolution from the Chapter must be submitted to the TBC Board of Directors and all Chapters. To continue their membership with TBC, members of a dissolved Chapter must affiliate with another Chapter of their choice.

**Section 5.24. Chapter membership directory.** Each Chapter shall have its own membership Directory which will be distributed to active members in good standing during the calendar year. The information within the Directory is the property of TBC. None of the names, addresses, phone numbers or e-mail addresses can be used for solicitations or mailings of any kind by any party, group, or individual, for any purpose other than TBC business. If an active TBC member or non member misuses the information, the Board of Directors will request the person to cease the activity. If the person does not adhere to the request, the Board of Directors may vote to terminate membership, bar future membership and/ or initiate legal action to cease and desist.

**Section 5.25. Chapter annual dues.** See Section 5.10

**Section 5.26. Prohibited committee business.** Committees of the Chapters may not transact the following types of business: (i) amend these by-laws; (ii) approve a plan of merger or consolidation with another corporation; (iii) authorize the sale, lease, exchange, or mortgage of the property or assets of the Corporation; (iv) authorize the voluntary dissolution of the Corporation or revoke proceedings therefore; (v) adopt a plan for the distribution of assets of the Corporation; (vi) amend, alter, or repeal any resolution of the Board of Directors.

## **ARTICLE VI**

### **CONTRACTS LOANS AND CHECKS**

**Section 6.01. Contracts.** The TBC Board of Directors or a Chapter Council, by resolution of the Board of Directors, may authorize any officer(s), or agent(s), to enter into any contract or execute and deliver any instrument in the name of and on behalf of TBC or a Chapter, and such authority may be general or confined to specific instances.

**Section 6.02 Loans.** No loans shall be contracted on behalf of TBC or a Chapter and no evidence of indebtedness shall be issued in its name unless authorized by a two-thirds (2/3) vote of the total voting membership and a resolution of the TBC Board of Directors. Such authority may be general or confined to specific instances.

**Section 6.03. Checks and drafts.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of TBC or a Chapter, shall be signed by such officer(s), or agent(s) of TBC or a Chapter as designated, and in such manner as shall be determined by the TBC Board of Directors or a Chapter Council.

## **ARTICLE VII**

### **DISSOLUTION**

**Section 7.01. Dissolution by Directors and members.**

Dissolution of the TBC Corporation may be initiated only by a minimum two thirds (2/3) vote of all the TBC membership and an affirmative resolution of the TBC Board of Directors. If an

affirmative vote is achieved the dissolution shall be conducted as prescribed in the most current Colorado Revised Statutes for Non Profit Corporations Act.

## ARTICLE VIII

### INDEMNIFICATION

#### **Section 8.01. Indemnification definitions.**

As used in this article:

(1) "Director" means an individual who is or was a Director of TBC, a nonprofit corporation or an individual who, while a director of a nonprofit corporation, is or was serving at the nonprofit corporation's request as a director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign entity or of an employee benefit plan. A director is considered to be serving an employee benefit plan at the nonprofit corporation's request if the director's duties to the nonprofit corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a deceased director.

(2) "Expenses" includes counsel fees.

(3) "Liability" means the obligation incurred with respect to a proceeding to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses.

(4) "Nonprofit Corporation" includes any domestic or foreign entity that is a predecessor of a nonprofit corporation by reason of a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(5) "Official capacity" means, when used with respect to a director, the office of director in a nonprofit corporation and, when used with respect to a person other than a director as contemplated in C.R.S. 7-129-107, the office in a nonprofit corporation held by the officer or the employment, fiduciary, or agency relationship undertaken by the employee, fiduciary, or agent on behalf of the nonprofit corporation. "Official capacity" does not include service for any other domestic or foreign corporation, nonprofit corporation, or other person or employee benefit plan.

(6) "Party" includes a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(7) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

#### **Section 8.02. Authority to indemnify Directors.**

(1) Except as provided in subsection (4) of this section, a nonprofit corporation may indemnify a person made a party to a proceeding because the person is or was a director against liability incurred in the proceeding if:

(a) The person's conduct was in good faith; and

(b) The person reasonably believed:

(I) In the case of conduct in an official capacity with the nonprofit corporation, that the conduct was in the nonprofit corporation's best interests; and

(II) In all other cases, that the conduct was at least not opposed to the nonprofit corporation's best interests; and

(c) In the case of any criminal proceeding, the person had no reasonable cause to believe the conduct was unlawful.

(2) A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement of subparagraph (II) of paragraph (b) of subsection (1) of this section. A director's conduct with respect to an employee benefit plan for a purpose that the director did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of paragraph (a) of subsection (1) of this section.

(3) The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section.

(4) A nonprofit corporation may not indemnify a director under this section:

(a) In connection with a proceeding by or in the right of the nonprofit corporation in which the director was adjudged liable to the nonprofit corporation; or

(b) In connection with any other proceeding charging that the director derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeding the Director was adjudged liable on the basis that the director derived an improper personal benefit.

(5) Indemnification permitted under this section in connection with a proceeding by or in the right of the nonprofit corporation is limited to reasonable expenses incurred in connection with the proceeding.

### **Section 8.03. Mandatory indemnification of directors.**

Unless limited by its articles of incorporation, a nonprofit corporation shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director, against reasonable expenses incurred by the person in connection with the proceeding.

### **Section 8.04. Advance of expenses to directors.**

(1) A nonprofit corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

(a) The director furnishes to the nonprofit corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in C.R.S. 7-129-102;

(b) The director furnishes to the nonprofit corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct; and

(c) A determination is made that the facts then known to those making the determination would not preclude indemnification under this article.

(2) The undertaking required by paragraph (b) of subsection (1) of this section shall be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

(3) Determinations and authorizations of payments under this section shall be made in the manner specified in C.R.S. 7-129-106.

**Section 8.05. Determination and authorization of indemnification of directors.**

(1) A nonprofit corporation may not indemnify a director under C.R.S. 7-129-102 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in C.R.S. 7-129-102. A nonprofit corporation shall not advance expenses to a director under C.R.S. 7-129-104 unless authorized in the specific case after the written affirmation and undertaking required by C.R.S. 7-129-104 (1) (a) and (1) (b) are received and the determination required by C.R.S. 7-129-104 (1) (c) has been made.

(2) The determinations required by subsection (1) of this section shall be made:

(a) By the Board of Directors by a majority vote of those present at a meeting at which a quorum is present, and only those directors not parties to the proceeding shall be counted in satisfying the quorum; or

(b) If a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors designated by the Board of Directors, which committee shall consist of two or more directors not parties to the proceeding; except that directors who are parties to the proceeding may participate in the designation of directors for the committee.

(3) If a quorum cannot be obtained as contemplated in paragraph (a) of subsection (2) of this section, and a committee cannot be established under paragraph (b) of subsection (2) of this section, or, even if a quorum is obtained or a committee is designated, if a majority of the directors constituting such quorum or such committee so directs, the determination required to be made by subsection (1) of this section shall be made:

(a) By independent legal counsel selected by a vote of the Board of Directors or the committee in the manner specified in paragraph (a) or (b) of subsection (2) of this section or, if a quorum of the full board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board of Directors; or

(b) By the voting members, but voting members who are also directors and who are at the time seeking indemnification may not vote on the determination.

(4) Authorization of indemnification and advance of expenses shall be made in the same manner as the determination that indemnification or advance of expenses is permissible; except that, if the determination that indemnification or advance of expenses is permissible is made by independent legal counsel, authorization of indemnification and advance of expenses shall be made by the body that selected such counsel.

**Section 8.06. Indemnification of officers, employees, fiduciaries, and agents.**

(1) Unless otherwise provided in the articles of incorporation:

(a) An officer is entitled to mandatory indemnification under C.R.S. 7-129-103, and is entitled to apply for court-ordered indemnification under C.R.S. 7-129-105, in each case to the same extent as a director;

(b) A nonprofit corporation may indemnify and advance expenses to an officer, employee, fiduciary, or agent of the nonprofit corporation to the same extent as to a director; and

(c) A nonprofit corporation may also indemnify and advance expenses to an officer, employee, fiduciary, or agent who is not a director to a greater extent, if not inconsistent with public policy, and if provided for by its by-laws, general or specific action of its Board of Directors or voting members, or contract.

**Section 8.07. Insurance.**



A nonprofit corporation may purchase and maintain insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the nonprofit corporation, or who, while a director, officer, employee, fiduciary, or agent of the nonprofit corporation, is or was serving at the request of the nonprofit corporation as a director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of any domestic or foreign entity or of any employee benefit plan, against liability asserted against or incurred by the person in that capacity or arising from the person's status as a director, officer, employee, fiduciary, or agent, whether or not the nonprofit corporation would have power to indemnify the person against the same liability under C.R.S. 7-129-102, 7-129-103, or 7-129-107. Any such insurance may be procured from any insurance company designated by the Board of Directors, whether such insurance company is formed under the law of this state or any other jurisdiction, including any insurance company in which the nonprofit corporation has an equity or any other interest through stock ownership or otherwise.

**Section 8.08. Limitation of indemnification of directors.**

(1) A provision treating a nonprofit corporation's indemnification of, or advance of expenses to, directors that is contained in its articles of incorporation or by-laws, in a resolution of its members or Board of Directors, or in a contract, except an insurance policy, or otherwise, is valid only to the extent the provision is not inconsistent with C.R.S. 7-129-101 to 7-129-108. If the articles of incorporation limit indemnification or advance of expenses, indemnification and advance of expenses are valid only to the extent not inconsistent with the articles of incorporation.

(2) C.R.S. 7-129-101 to 7-129-108 do not limit a nonprofit corporation's power to pay or reimburse expenses incurred by a director in connection with an appearance as a witness in a proceeding at a time when the director has not been made a named defendant or respondent in the proceeding.

**Section 8.09. Notice to voting members of indemnification of director.**

If a nonprofit corporation indemnifies or advances expenses to a director under this article in connection with a proceeding by or in the right of the nonprofit corporation, the nonprofit corporation shall give written notice of the indemnification or advance to the voting members with or before the notice of the next Special members' meeting. If the next Special member action is taken without a Special meeting at the instigation of the Board of Directors, such notice shall be given to the voting members at or before the time the TBC Chairman signs a writing consenting to such action.

**ARTICLE IX**

**AMENDMENTS**

**Section 9.01 Amendments by Directors.**

The Board of Directors may amend the by-laws at any time to add, change, or delete a provision, unless:

- (1) Articles 121 to 137 of this title (Colorado Revised Nonprofit Corporation Act) or the articles of incorporation reserve such power exclusively to the members in whole or part; or
- (2) A particular bylaw expressly prohibits the Board of Directors from doing so; or

- (3) It would result in a change of the rights, privileges, preferences, restrictions, or conditions of a membership class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, or conditions of another class.

**Section 9.02 Amendments by members.** The members may amend the by-laws even though the by-laws may also be amended by the Board of Directors. In such instance, the action shall be taken in accordance with Article III, Section 3.07, C.R.S. 7-130-103, and 7-130-104, as if each reference therein to the articles of incorporation was a reference to the by-laws.

## **ARTICLE X**

### **CORPORATE SEAL**

The Board of Directors shall adopt a corporate seal, which shall be circular in form and shall have inscribed on the periphery the name of The Breakfast Club for Singles 50+, and the State of Colorado. In the center of the seal there shall be the word "Seal."

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the Corporation shall end on December 31st.

## **ARTICLE XII**

### **SAVINGS PROVISION**

These by-laws may contain a provision for the regulation and management of the affairs of TBC or a Chapter not consistent with the Colorado Nonprofit Corporation Act, or the articles of incorporation. The construction, validity and effect of these by-laws shall be governed by the laws of the State of Colorado. Any provision of these by-laws prohibited by such laws shall be ineffective to the extent of such prohibition without invalidating the remaining provisions hereof.

Approved and executed this 11th Day of January, 2015

The Breakfast Club for Singles 50+,  
a Colorado Nonprofit Corporation

(SEAL)

By: \_\_\_\_\_  
Wesley Fielder, Chairman

ATTEST:

By: \_\_\_\_\_  
Sheri McLaughlin, Secretary