

BYLAWS OF
Northern Colorado Medical Society (a
Colorado Non-Profit Corporation)

DEFINITIONS

1. Members – Members of the Northern Colorado Medical Society
2. Director – NCMS Member serving on the Northern Colorado Medical Society Board of Directors
3. Board – Northern Colorado Medical Society Board of Directors (excluding the executive director); unless otherwise specified, “Board” refers to NCMS Board
4. Society – Northern Colorado Medical Society (NCMS)
5. Colorado Medical Society (CMS) – State society of which NCMS is a component

Any terms not defined in these Bylaws shall have the meaning set forth in the CMS Bylaws.

ARTICLE I
PURPOSES

1.1 **Name.** The Corporation shall be known as **Northern Colorado Medical Society**.

1.2 **Purposes.**

(a) The Corporation is organized exclusively as a business league as that term is used in Section 501(c)(6) of the Internal Revenue Code of 1986 (or any successor provision) (“Code”). The Corporation may carry on any other lawful activity consistent with its Articles of Incorporation (“Articles), these Bylaws, the Code and the Colorado Revised Nonprofit Corporation Act (the “Act”).

The specific purposes of the Corporation are to: (1) promote and support the mission of the Northern Colorado Medical Society; (2) evaluate and promote the opinions of the medical profession on medical, scientific, legislative, and public health affairs; and (3) cultivate fraternal and social relationships among its members.

1.3 **Territory.** The Corporation’s territorial jurisdiction shall be the Northern Colorado Counties of Weld and Larimer (except for the town of Erie).

1.4 **Ethics.** So long as this Society holds a Charter from CMS, the code of ethics adopted by the Council on Ethical and Judicial Affairs of CMS as it may change from time to time shall be binding upon this Society and its Members.

1.5 **Conflict with Bylaws of CMS.** These Bylaws shall not be in conflict with the CMS Bylaws, as they may change from time to time. In the event of a conflict between these Bylaws and the CMS Bylaws, the CMS Bylaws shall prevail.

1.6 **Default Provisions.** The CMS Bylaws may be used to interpret any matters not covered by these Bylaws or the Corporation’s Articles of Incorporation. If these Bylaws are silent on any matter, to the extent such matter is covered by the CMS Bylaws, the CMS Bylaws shall be followed.

ARTICLE II OFFICES

2.1 **Business Offices.** The principal office of the Society in the State of Colorado shall be at such location as the Board of Directors shall determine. The Society may have such other offices, either within or without the State of Colorado, as the Board of Directors may determine from time to time.

2.2 **Registered Office.** The Society shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Colorado. The registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III MEMBERSHIP

3.1 **Eligibility for Membership.** The applicant must be licensed, otherwise legally qualified to practice medicine in the state of Colorado, or retired in good standing, and shall either reside or practice in the Territory. The Society shall be the judge of the qualifications of any Member, or applicant for Membership, subject to eligibility requirements stated in the Articles of Incorporation and Bylaws of the Colorado Medical Society (“CMS Bylaws”). Burden of proof of eligibility rests on the applicant or the Member, who may be required to make full disclosure of all relevant information, and to indicate sources from which such information can be verified. The Society may establish other criteria for Membership as long as uniformly applied and not in conflict with the CMS Bylaws.

3.2 **Classes of Membership.** The Members of this Society shall be classified and sub-classified as set forth in the CMS Bylaws, as they may change from time to time.

3.3 **Application for Membership.** A proposed member shall apply for Membership by submitting an application for membership to the Society’s principal place of business or by such other procedure as determined by the Board of Directors. The Board of Directors of this Society may adopt additional rules not inconsistent with these Bylaws or the CMS Bylaws providing additional requirements and procedures for Membership applications.

3.4 **Approval of Membership.** Procedures for consideration of the application for Membership, including due process, may be as determined by the Board of Directors so long as they are not in conflict with the CMS Bylaws or other CMS rules or regulations concerning membership applications and admissions. Admittance in this Society is contingent upon admittance in CMS and upon payment of appropriate dues.

3.5 **Voting Rights of Voting Member.** Active members, as defined by CMS, shall have the right to vote, elect and remove the Directors and Elected Officers of the Corporation using the procedures set forth in Article VI hereunder and to hold office.

3.6 **Rights of Non-Voting Members.** Associate, Inactive and Honorary Members shall

have all rights and privileges of Membership except the right to nominate, vote, or hold office, or the right to hold any interest in the funds and property of the Society.

3.7 **Discipline.** Any violation of applicable laws, rules and regulations, these Bylaws or CMS Bylaws shall be adjudicated in accordance with CMS Bylaws. If, after such adjudication, a Member is suspended or expelled by this Society or the CMS, at the discretion of the NCMS board, the Member shall not be permitted to take part in any of the proceedings of the Society, or to hold any office, until relieved of such disability. Provision is made for appeal to the CMS Council on Ethical and Judicial Affairs as set forth in the CMS Bylaws.

3.8 **Membership Termination; Suspension and Expulsion.**

- (a) Membership in the Society may be terminated by voluntary withdrawal.
- (b) Membership may be suspended or terminated as set forth in CMS Bylaws.
- (c) Membership will be suspended and/or terminated if dues are not received by the date specified by CMS Bylaws.
- (d) Membership may also be terminated (i) if an assessment levied by this Society or by CMS is not received by the date stipulated; (ii) the Member ceases to meet and conform to eligibility requirements of Membership, (ii) the Member has violated any provision of the law, Bylaws, Rules or Ethical Principles of this Society or CMS, subject to the due process procedures specified herein and in the CMS Bylaws.

Reinstatement of a Member shall also be as set forth in the CMS Bylaws. All rights, privileges and interests of a Member shall cease upon termination of Membership.

3.9 **Transfer of Membership.** Membership in the Society is not transferable or assignable to another individual. However, transfer of membership to or from this Society to another component society of CMS shall be done in accordance with the CMS Bylaws, if the Member is free of all charges and indebtedness to this Society.

ARTICLE IV FISCAL YEAR

The fiscal year shall be the calendar year or at such other time as determined by the Board of Directors.

ARTICLE V DUES

5.1 **Dues.** Dues and assessments for all classifications of membership, the time of payment and exemptions from payment of dues shall be established by the Board of Directors for each fiscal year. Failure to pay dues or assessments at such time as directed by the Society may result in the member not being in good standing and thus not being able to vote in Society matters. The Board of Directors may establish, on an annual basis, an administrative service fee for members exempt from dues. Dues or special assessments shall be equal for all persons within any one classification or sub-

classification of Membership. There shall be no refund of dues or assessments to any Member who has been suspended or expelled. The CMS Bylaws shall prevail regarding non-dues-paying classifications of active Membership.

52 **Default and Termination of Membership.** When any Member is in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year, their membership may be terminated.

53 **Remittance of CMS Dues.** If applicable, the Society shall forward to the CMS executive office any CMS dues collected by the Society on CMS' behalf, along with the following records for such persons: society member names, membership numbers, addresses, classifications and sub-classifications of the members from whom the collections were made, and the date of the official action of the Society effecting election to membership or change of classification of membership if applicable.

ARTICLE VI MEMBERSHIP MEETINGS AND VOTING

6.1 **Annual Meeting.** There shall be an Annual Meeting of the Membership to be held during the month following the close of each fiscal year or at such other time as determined by the Board of Directors. Such meetings shall be open to all Members in good standing with the Society.

6.2 **Special Meetings of the Membership.** Special meetings of the Membership may be called at any time by the President, or in his/her absence by the President-elect or Secretary/Treasurer, on the written request of a majority of the Board of Directors, or on the written request of not less than fifty (50) percent of the Membership.

6.3 **Meeting Notice of Member Meetings.** Notices of Member Meetings stating the date, time and place of the meeting shall be given to each Member at least five (5) days prior thereto by e-mail or other electronic communication (and the method of notice need not be the same as to each Member). Any notice to Member given by the Society by a form of electronic communication consented to by the Member to whom notice is given is effective when given. The notice must state the subject of the meeting.

6.4 **Quorum.** Two and One Half Percent (2.5%) of the Voting Members in good standing shall constitute a quorum. The affirmative approval of a majority of a quorum shall be the act of the act of the Voting Members unless otherwise provided for in these bylaws or the Act. If a quorum is not present, the presiding officer may recess the meeting until a quorum is achieved.

6.5 **Membership Voting.** All voting may be conducted by electronic or written ballot in compliance with the Act. The ballot shall: (i) state the proposed candidates or any other proposals, and (ii) provide an opportunity to vote for each. Each ballot must include the following information: (i) the time by which the ballot must be received in order to be counted; and (ii) reasonably sufficient information to permit each person casting the ballot to reach an informed decision on the matter. Elections may also be conducted by a show of hands or a voiced vote. The candidate who receives the most votes for the office in question shall be elected. The vote as certified by the Secretary/Treasurer of the Board and announced by the President is final. Ballots will be deleted eight days following the

meeting unless the results are challenged. In the event of a tie, tie is broken by the vote of the Board.

6.6 **Challenge to Elections.** If a challenge to an election is to be made, it must take place during the election or no later than seven (7) calendar days after the election. If the reasons for challenging the election appear to be plausible (i.e., ineligible persons have voted, that there was negligence in conducting the election, that the elective process did not follow the Bylaws or policy requirements), an investigation will be made by the Board of Directors or a committee thereof and report the findings to the entire Board and the Members. After the conclusion of the investigation, the Board of Directors will consider and certify the results of the election or decide to hold a re-election if necessary.

6.7 **Telecommunication Meetings.** Members may participate in regular or special meetings by, or conduct the meeting through the use of, any means of communication by which all members participating may hear each other during the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VII BOARD OF DIRECTORS

7.1 **Board of Directors.** The Board of Directors, subject to any limitations provided in state law or any other statute or its certificate of incorporation, shall have power in furtherance of its corporate purposes to elect or appoint officers (other than the President and President-Elect), employees, and other agents of the corporation, define their duties, and fix their reasonable compensation. Such compensation shall be commensurate with services performed and the process shall be governed by the compensation committee.

7.2 **Number and Terms.** The affairs of the Society shall be managed by its Board of Directors ("Board" or "Board of Directors"). The Board of Directors shall have all powers of a Board of Directors as set forth in the Act and these Bylaws. The number of Directors on the Board shall consist of a minimum of 7 Directors and a maximum of 18 Directors. Directors shall serve a term of three years, with the exception of the immediate past president, who may serve an additional one-year term in fulfillment of his/her commitment to serve for one year following his/her tenure as president of the Society. The term of a Director may be less than three years to maintain a balanced rotation. The members of the Board shall, upon election, enter upon the performance of their duties at the beginning of the year for which they were elected to serve and shall continue in office until their successors shall be duly elected and qualified.

7.3 **Composition.** The Board of Directors shall consist of the President, President-elect, Immediate Past President (ex-officio officers), and up to fifteen additional Directors. The President, President-elect, and Immediate Past President have the right to vote on all matters that come before the Board.

7.4 **Nominations.** Nominations for elected positions may be submitted in writing by any Member of the Society to the Board at any time for placement on the ballot. Members may self-nominate or may nominate any other Member willing to serve. If there are fewer Nominees than vacant elected positions, the Nominees may be presented as a slate after approval by the Board. Nominees shall be presented to the Members for vote before or at the Annual Membership Meeting or any other general membership meeting. Members can nominate themselves from the floor at the time of the vote.

7.5 **Election of Directors and Term.** Elections of Directors shall be held at the Annual Meeting or any other general membership meeting of the Members using the procedures set forth in Article VI above.

7.6 **Meetings of the Board.** At a minimum, the board of directors shall meet four times a year. The first meeting of the Board of Directors shall be held as soon as practicable succeeding the annual election of Directors.

7.7 **Board Meeting Notice.** Notice of each meeting of the Board stating the date, time and place of the meeting shall be given to each Director at least ten (10) days prior thereto by e-mail or other electronic communication (and the method of notice need not be the same as to each Director). The President may, when s/he deems necessary, or the Secretary shall, at the request in writing of five (5) members of the Board, issue a call for a special meeting of the Board. Only three (3) days' notice shall be required for such special meetings. Any notice to Directors given by the Society by a form of electronic communication consented to by the Director to whom notice is given is effective when given. A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice.

7.8 **Quorum.** A majority of members of the Board of Directors, or a minimum of 5 (five), whichever is larger, shall constitute a quorum for transaction of business. The affirmative approval of a majority of a quorum shall be the act of the Board of Directors unless otherwise provided for in these bylaws or the Act. In the absence of the President, the President-Elect shall serve as chair for the meeting. If a quorum is not present, the meeting will be scheduled for a later date.

7.9 **Proxies.** Proxies shall be permitted as described in C.R.S. 7-128-205 and a Director voting by proxy is deemed to be present at the meeting for purposes of a quorum for a particular proposal. Proxies shall be provided to the Executive Director or President prior to the meeting at which the proxy is to be used. The proxy shall be in printed form and signed and transmitted to the Executive Director or President in paper or electronic format. The proxy must specify:

- The Director granting the proxy
- The Director authorized to act on the proxy
- The meeting at which the proxy is active
- The proposal being acted upon, with reasonable specificity
- The vote on the proposal

7.10 **Vacancies.** In case of death, disability, resignation, or removal of anyone elected to a position, except the President or the President Elect, the Board of Directors shall appoint a successor until the next Membership meeting following such an appointment. In case of death, disability, resignation or removal of the President following the Annual Meeting, the President Elect shall succeed to the presidency for the balance of the term and he/she shall continue to serve during the following term. The Board of Directors shall submit the name of a candidate for the position of

President Elect, electronically or at the next Membership meeting. Such appointment shall be submitted to the Society for its approval at the next Membership meeting following such appointment.

7.11 Resignation/Removal of Directors.

- A Director may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the entire Board of Directors (excluding the Director in question).
- A Director may resign at any time by giving written notice of resignation to the Board of Directors. The resignation is effective when the notice is received by the Society unless the notice specifies a later effective date.

7.12 Board Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee or council may be taken without a meeting if a majority of the Directors or committee members agree in writing to such action. Action taken pursuant to this section may be transmitted or received by mail or e-mail, or other form of communication permitted by law and must be in a form sufficient to identify (i) the Director or committee member; (ii) the Director's or committee member's vote, abstention, demand, or revocation; and (iii) the proposed action to which such vote, abstention, demand or revocation relates.

7.13 Telecommunication Meetings. Directors or the members of any committee or council may participate in regular or special meetings by, or conduct the meeting through the use of, any means of communication by which all members participating may hear each other during the meeting. A Board Member or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VIII OFFICERS

8.1 Election of Officers. The President Elect shall be elected by the Members. Other Offices and Officers of the Society may be established and appointed by the Board of Directors. Elections of the President Elect shall take place at the Annual Meeting or any other general Membership Meeting of the Members using the procedures set forth in Article VI above.

8.2 Terms. The Officers shall take office at the beginning of the year for which they were elected to serve and shall serve until their duly elected successors begin their term of office. The President and President-elect shall serve a term of one year in their respective positions. The President-elect shall assume the Presidency of the Society upon the expiration or termination of the President's term. The President shall serve a term as Immediate Past President for one year on the Board of Directors immediately following the expiration of his/her term. The other Officers shall serve for a term of one year. A quorum shall be present to elect or remove an Officer. Officers are eligible for re-election, subject to the limits set forth in these Bylaws.

- a. President. The President shall be the chief officer of the Society, Board and the Executive Committee. The President shall be an *ex-officio* member with the right to vote on all committees. The President shall communicate to the Society such matters and make such suggestions as may in his/her opinion promote the welfare and increase the

usefulness of the Society, and shall perform such other duties as are necessarily incident to the office.

b. President-elect. The President-elect shall perform all the duties of the President in the event of the death or during the absence of the President. S/he shall be a member ex-officio of all committees, with the right to vote.

c. Secretary/Treasurer. The Secretary/Treasurer shall keep an account of all moneys received and expended by the Society and make disbursements authorized by the Board of Directors, Executive Committee or such other persons as the Board may authorize. All sums received shall be deposited in the bank or banks approved by the Executive Committee. The Secretary/Treasurer shall make a report at the annual meeting or when called upon by the President.

- Funds may be drawn only on the signature of the Secretary/Treasurer or other person(s) as the Board of Directors may designate in writing. The duties of the Secretary/Treasurer may be delegated by the Board to an assistant treasurer, or to such other person(s) as the Board may authorize subject to supervision by the Secretary/Treasurer.

- The funds, books and vouchers of the Society shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the Officers of the Society. At the expiration of his/her term of office, the Secretary/Treasurer shall deliver to his/her successor all books, money and other property of the Society or in the absence of a Treasurer-elect, to the President.

- In case of absence or disability of the Secretary/Treasurer, the President may appoint a Secretary/Treasurer pro tem.

d. Removal. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause.

ARTICLE IX EXECUTIVE DIRECTOR

9.1 **Executive Director**. The Board may arrange for the services of an Executive Director.

a. The Executive Director is an ex officio, non-voting Officer of the Society, and the Board may assign to the Executive Director such duties and grant such powers as it shall determine.

b. The Executive Director need not be a member or a Director of the Society and may be a salaried employee. The Executive Director shall be subject to the direction and supervision of the President in collaboration with the Executive Committee.

- c. The Executive Director may be removed by the Board of Directors with or without cause.

ARTICLE X CMS REPRESENTATIVES

- 10.1 **CMS Board Representative.** The Board may nominate one (1) Active Member (or a number in accordance with the active CMS Bylaws) in good standing to serve on the CMS Board (“CMS Representative”). The Board shall choose such Nominees from the list of potential Nominees it develops. Such nominee, if accepted by the CMS Board, shall serve either as a Director or ex-officio Director of the NCMS Board as the case may apply.
- 10.2 **CMS Council on Legislation Representatives.** The Board may nominate two (2) Active Members (or a number in accordance with the active CMS Bylaws) to serve on the CMS Council on Legislation (“CMS COL Representative”). The Board shall choose such Nominees from the list of potential Nominees it develops. Such nominee, if accepted by the CMS Board, shall serve either as a Director or ex-officio Director on the NCMS Board as the case may apply.
- 10.3 **Duties.** The Society’s CMS and COL Representatives has a primary fiduciary duty to CMS and its Board of Directors. Duties are as outlined in the CMS Bylaws.
- 10.4 **Term.** The term of the CMS and COL Representative is as set forth in the CMS Bylaws.
- 10.5 **Replacement, Recall.** In the event that the CMS or COL Representative is unable to complete his/her term of office, the Society’s Board of Directors will recommend a replacement to the CMS Board of Directors. Unless superseded by the CMS Bylaws, the NCMS Board of Directors shall have the exclusive authority to consider removal of the CMS Representative. The Board may also elect an Alternate CMS Representative to fulfill any duties that may be authorized by the Corporation or CMS in accordance with the Bylaws or policies of CMS.

ARTICLE XI STANDARDS OF CONDUCT AND CONFLICT OF INTEREST

Board members owe duties of care and loyalty to the Society including the duty to avoid any conflict of interest in which the Director’s allegiance might be split between his/her responsibilities as a Board member and other professional, business or volunteer positions or responsibilities. Directors shall scrupulously avoid any conflict between their own respective individual interests and the interests of the Society in any and all actions taken by them on behalf of the Society and shall abide by the NCMS prevailing Standards of Conduct and Conflict of Interest Policies.

ARTICLE XII COMMITTEES

- 12.1 **Committees of Directors.** The Board of Directors may designate and appoint one or

more committees of the Board of Directors which shall have and exercise the authority of the Board of Directors as granted in the resolution appointing the committee.

12.2 **Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Membership and until the member's successor is appointed, unless the committee is sooner terminated, such member is removed from the committee, or the member ceases to qualify as a member.

12.3 **Chair.** One member of each committee shall be appointed chair of such committee by the Board of Directors or if not appointed by the Board of Directors by the members of the committee. The Chair shall call, conduct and cause minutes to be prepared for each committee meeting.

12.4 **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

12.5 **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

12.6 **Rules.** Each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation, these Bylaws, any rules adopted by the Board of Directors, or the Act.

12.7 **Advisory Committees.** The Board, in its discretion, may designate and appoint one or more advisory committees or individual advisors to the Board of Directors (collectively, "Advisory Committee"). Any such Advisory Committee shall serve in an advisory capacity only and shall have no right to vote on Board decisions. The name, objectives and responsibilities of each such advisory committee, and the rules and procedures for the conduct of its activities, shall be determined by the President of the Board. An Advisory Committee may provide such advice, service, and assistance to the Board, and carry out such duties and responsibilities for the corporation as may be specified by the chair of the Board; except that, if any such committee or advisory board has one or more members thereof who are entitled to vote on committee matters and who are not then also Directors, such committee or advisory board may not exercise any power or authority reserved to the Board by the Act, the Articles of Incorporation or these Bylaws. Further, no Advisory Committee shall have authority to incur any corporate expense or make any representation or commitment on behalf of the corporation without the express approval of the President of the Board.

12.8 **Standing Committee.**

(a) *Executive Committee.* There shall be a standing Executive Committee of the Board of Directors. The Executive Committee shall be comprised of the Society's President, President-Elect, Past President, Secretary/Treasurer and a Director-At-Large (appointed by the Board). The Executive Committee shall meet at a frequency as determined by the Board or Executive Committee. The Executive Committee shall offer advice to the Board of Directors; work with the Executive Director on initiatives and programs; evaluate the Executive Director's

performance and compensation; and perform such other duties as determined by the Board of Directors. A majority of the Executive Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

12.9 **Limitations on Authority of a Committee.** No committee shall have the authority to amend, alter or repeal Bylaws; elect, appoint or remove any member of a committee or any Director or Officer of the Society; amend, alter or repeal any resolution of the Board; or to approve any acts forbidden to be authorized by committees pursuant to the Act.

12.10 **Delegation of Authority to Committees.** The delegation of authority to a committee of the Board shall not operate to relieve the Board or any individual Director of any responsibility imposed by law.

ARTICLE XIII INDEMNIFICATION

13.1 **Indemnification.** The Society shall indemnify, to the maximum extent permitted by law, any person who is or was a Director, officer, agent, member of any committee of the Corporation, fiduciary or employee of the Society against any claim, liability or expense arising against or incurred by such person made a party to a proceeding because such person is or was a Director, officer, agent, member of any committee of the Society, fiduciary or employee of the Corporation, or because such person is or was serving another entity as a director, officer, partner, employee, fiduciary or agent or member of any committee at the Society's request.

13.2 **Insurance.** The Society may purchase and maintain insurance on behalf of a person who is or was a Director, officer, employee, fiduciary, agent or member of any committee of the Corporation, or who, while a Director, officer, employee, fiduciary, agent or member of any committee of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign corporation, nonprofit corporation, or other person or of an 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, agent or member of any committee of the Corporation.

ARTICLE XIV AMENDMENTS

Amendments to these Bylaws may be proposed by both the Board of Directors or by the vote of ten percent (10%) of all of the Members present at any Membership meeting. All proposed amendments shall be submitted to the Board of Directors of CMS for review. The proposed amendments, after review and approval by the CMS Board of Directors, shall be approved by a two-thirds (2/3) vote of the Board.

ARTICLE XV RECORDS

15.1 **Minutes, Etc.** The Society shall keep as permanent records minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting, a record of all actions taken

by a committee of the Board in place of such Board on behalf of the corporation, and a record of all waivers of notices of meetings of each Board or any committee of each Board.

152 **Accounting Records.** The Society shall maintain appropriate accounting records.

153 **Records in Written Form.** The Society shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

154 **Records Maintained at Principal Office.** The Society shall keep a copy of each of the following records at its principal office:

- (a) The articles of incorporation;
- (b) These Bylaws;
- (c) Its CMS Charter;
- (d) A list of the names and business or home addresses of all current Directors and Officers;
- (e) All financial statements and Forms 990 prepared for periods ending during the last three years;
- (f) The Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- (g) All other documents or records required to be maintained by the corporation at its principal office under applicable law or regulation.

155 **Records Maintained at CMS Office.** The Corporation shall keep a copy of each of the following records at the CMS Executive Office:

- (a) The articles of incorporation;
- (b) These Bylaws; and
- (c) Its Constitution, if any.

ARTICLE XIV MISCELLANEOUS

161 **Parliamentary Procedure and Standing Rules.** The deliberations of this Society shall be governed by the same parliamentary rules used by CMS. Standing Rules may be adopted by a two-thirds (2/3rds) vote of the Board of Directors to govern its proceedings, and for more detailed guidance of the Corporation's officers, Members and staff. Such Standing Rules may not conflict with these Bylaws, the Corporation's Articles of Incorporation, those of CMS, or as determined by Membership vote.

162 **Governing Law.** These Bylaws shall be deemed to be made under and shall be

construed in accordance with the laws of the State of Colorado.

163 **Captions.** All Article titles or captions contained in these Bylaws are for convenience only and shall not be deemed part of the context of these Bylaws.

164 **Construction.** All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of the person or persons may require.