

**BYLAWS**  
of  
**STAR-DENVER, INC.**  
A Nonprofit Corporation

Adopted by the Board of Directors on July 11, 2017

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## **Article 1** **OFFICES**

The principal office of STAR-Denver, Inc. (hereinafter “Corporation”) shall be in Colorado. The Board of Directors shall designate a registered office in accordance with the laws of the state of Colorado and shall maintain the registered office continuously. The Corporation may have offices at such other places within and outside Colorado as the Board of Directors may from time to time designate.

## **Article 2** **MEMBERS**

**Section 1. Admission Criteria for Membership.** Membership is open to professional persons over the age of eighteen (18) years. The following criteria for membership should be considered when the Board is approving a new member:

- a) The proposed member must have seven (7) years of experience in their professed occupational category.
- b) Personal conduct of the proposed member and a sense of shared values will be considered.
- c) Residency in Colorado is required.
- d) Consideration should be given to the prospective member's profession or area of business. (i.e., Do we already have members in the same “professional space”?)
- e) The proposed member will understand that STAR members are primarily focused on who we are and secondarily on our professional occupations in accordance with our Mission Statement.

**Section 2. Manner of Admission.** Prospective members must be invited to a regular meeting by a member in good standing. After attending two regular meetings, the individual may apply for membership. The Prospective member must be interviewed by two Directors who will then make a recommendation to the Board. Each application must be approved by a majority of the Board of Directors.

### **Section 3. Recommended Member Participation.**

- a) Members attend at least six STAR-Denver events per year.
- b) Members strive to meet other members outside of the regular monthly lunches. These meetings can be one on one or groups of three or four. Minimum of one meeting per month is recommended.
- c) Members strive to invite guests to the monthly lunches. There are two types of “guests”: Prospective members and other guests.
  - i. It is recommended that Members invite 2 to 4 guests per year that are prospective members
  - ii. For other guests invitations are unlimited
    - a. The board recommends that members be encouraged to host a monthly program at least every other year

**Section 4. Membership Classes.** The Board of Directors may establish one or more classes of members of the Corporation by resolution and may assess dues on such members. The members of the Corporation shall have such rights and privileges as are established by the Board of Directors.

**Section 5. Annual and Special Meetings.** The Corporation shall hold an annual meeting of members. The primary purpose shall be the election of new Members of The Board of Directors. Any annual or special meeting of the members of the Corporation may be held at the times and places designated by the Board of Directors. The Board of Directors may designate any place within the Denver, Colorado metropolitan area as the place of meeting for any meeting of members. If no designation is made, then the place of meeting shall be the principal office of the Corporation in Colorado.

**Section 6. Notice of Meeting.** Written or email notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally, by United States Postal Service first-class mail, or by electronic mail not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary or the persons calling the meeting to each member of record entitled to vote at the meeting.

**Section 7. Action Without Meeting.** Any action of the members may be taken without a meeting, without prior notice and without a vote, if consent in writing setting forth the action so taken is signed by a majority of members of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice must be given

to those members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action. Any certificate to be filed as a result of the members' action under this section shall state that written consent was given in accordance with the Colorado Revised Nonprofit Corporation Act.

**Section 8. Voting Record.** If the Corporation has six (6) or more members of record, the officers having charge of the membership records of the Corporation shall make, at least ten (10) days before each meeting of the members, a complete list of the members entitled to vote at such meeting or any adjournment thereof. The list shall be kept on file at the registered office of the Corporation or the principal place of business of the Corporation, and any member shall be entitled to inspect the list at any time during regular hours of operation. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member at any time during the meeting. If the requirements of this section have not been substantially complied with, then upon demand of any member in person or by proxy, the meeting shall be adjourned until the requirements are met. If no such demand is made, failure to comply with the provisions of this section shall not affect the validity of any action taken at such meeting.

**Section 9. Member Quorum and Voting.** Unless otherwise required by law, a majority of the members appearing in person or by proxy shall constitute a quorum at a meeting of members. When a specified item of business is required to be voted on by a class of members, unless otherwise required by law, a majority of the members of such class shall constitute a quorum for the transaction of such items of business by that class. If a quorum is present, unless otherwise provided by law, the affirmative vote of a majority of the members at the meeting entitled to vote on the subject matter shall be the act of the members. After a quorum has been established at a members' meeting, the subsequent withdrawal of members, so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

**Section 10. Votes.** Each voting member shall be entitled to one vote on each matter submitted to a vote at a meeting of members.

**Section 11. Proxies.** Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy. Every proxy shall be in writing and shall be signed by the member or his or her otherwise duly authorized attorney-in-fact. No proxy shall be valid

after the expiration of one (1) month from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

### **Article 3** **BOARD OF DIRECTORS**

**Section 1. Governance Structure.** Subject to the limitations of the Articles of Incorporation, these bylaws, and the nonprofit corporation statutes concerning corporate action that must be authorized or approved by the members of the Corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.

**Section 2. Number, Qualification, Election and Tenure.** The number of Directors shall be 7. The Directors must be members in good standing of the Corporation. Directors shall be elected by the members from recommendations from the Nominating Committee. The elected term for Directors shall be two years. Directors may serve for no more than two terms and must be off the Board for one year before being nominated again.

**Section 3. Regular Meetings.** Regular meetings of the Board of Directors may be held monthly at such time and such place as shall be determined from time to time by the Board of Directors.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by the President, or by two or more Directors. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

**Section 5. Telephone Meetings.** Directors may participate in meetings of the Board of Directors by means of conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

**Section 6. Action Without a Meeting.** Any action of the Board of Directors may be taken without a meeting if consent in writing or via email setting forth the action so taken, is signed by all of the Directors and filed in the minutes of the meetings of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

**Section 7. Notice and Waiver.** Notice of an annual meeting and any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail, by facsimile, or by email to each Director at his or her physical address or at the address for email that such Director has provided to the Secretary. If mailed, such notice shall be deemed to have been delivered when deposited with the United States Postal Service with postage prepaid. If transmitted by facsimile or by email, such notice shall be considered to have been delivered twenty-four hours after transmission, unless the transmitter receives a report or other notification of the failure of or other interference with delivery or transmission. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

**Section 8. Quorum and Voting.** A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present.

**Section 9. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though the number of remaining Directors is less than a quorum of the Board of Directors.

**Section 10. Removal.** A Director may be removed from office, with or without cause, at any meeting of the members by vote of a majority of the members. A new Director may be elected by the members at the same meeting at which a removal is voted. If the members fail to elect a person to fill the position of a Director so removed, and if the members do not vote to decrease the number of Directors, then the vacancy so unfilled shall be filled in accordance with the other provisions of these bylaws for filling vacancies.

**Section 11. Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless he or she votes against such action or abstains from voting because of an asserted conflict of interest.

**Article 4**  
**OFFICERS**

**Section 1. Officers.** The Officers of the Corporation shall be a President, a Vice President, a President Emeritus, a Treasurer, and a Secretary. A person may hold more than one office. A failure to elect a Vice President, Treasurer, or Secretary, shall not affect the existence of the Corporation.

**Section 2. Election and Term of Office.** The officers of the Corporation shall be elected by the Directors. Except as provided for the offices of President, and President Emeritus, the term of office of each officer shall be one year; provided, however, that each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, until his or her death or resignation, or until he or she shall have been removed in the manner hereinafter provided.

**Section 2(a). Automatic Succession of Vice President and President.** The Vice President shall automatically become President at the end of the one-year term as Vice President. The President automatically becomes President Emeritus at the end of the one-year term as President.

**Section 3. Duties.** The President shall preside at all meetings of the Board of Directors and of the members. The President shall be the chief executive officer of the Corporation. Subject to the foregoing, the officers of the Corporation shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties expressly conferred by law, by the Articles of Incorporation, by these bylaws, or as may be assigned to them from time to time by the Board of Directors.

**Section 4. Delegation of Duties.** In the absence or disability of any officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board of Directors may delegate the powers or duties of the office to any other officer or any Director.

**Article 5**  
**COMMITTEES**

**Section 1. Creation of Committees.** The Board of Directors may, by resolution passed by a majority of the Directors then serving, designate an Executive Committee and one or more other committees.

## **Section 2. Nominating Committee.**

The Nominating Committee shall annually nominate a Slate of Directors. The Nominating Committee shall be composed of the current President, the incoming President (Vice President) and one member at large.

- a) The Slate should be presented to the membership in August of each year and voted on at the September membership meeting.

**Section 3. Minutes.** The Secretary shall keep regular minutes of the proceedings and report the same to the Board of Directors monthly.

## **Section 4. Other Committees.**

The following committees shall be chaired by one of the Directors:

- a) Membership
- b) Programs
- c) Communications

## **Article 6**

### **BOOKS, RECORDS AND REPORTS**

**Section 1. Report to Members.** The Corporation may send an annual report to the members of the Corporation, and if the Board of Directors elects to send such report to the members, the report shall be sent not later than four months after the close of the fiscal year of the Corporation. Such report may include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date.

**Section 2. Inspection of Corporate Records.** Any person who is a member of the Corporation shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine the books and records of accounts, minutes, and records of the Corporation. The Corporation's balance sheets and revenue and disbursement statements shall be maintained by the Treasurer and shall be subject to inspection during business hours by any member.

## **Article 7**

### **NONPROFIT OPERATION**

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its members, Directors, or Officers. No member of the Corporation has any vested right, interest or

privilege in or to the assets, property, functions, or activities of the Corporation. The Corporation may contract in due course with its members, Directors, and Officers without violating this provision.

**Article 8**  
FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

**Article 9**  
INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Colorado.

**Article 10**  
AMENDMENTS

These bylaws may be altered, amended, or replaced and new bylaws may be adopted by the Board of Directors.

The undersigned officers certify that the foregoing bylaws are true copies of the bylaws adopted by the Board of Directors on July 11, 2017.

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President

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Secretary