

AMENDED & RESTATED  
BYLAWS  
OF THE  
DENVER TURNVEREIN, INC.

ARTICLE I  
NAME

1. The name of the corporation is The Denver Turnverein, Inc. (the “Corporation”).

ARTICLE II  
OBJECTIVES

1. Mission Statement: Founded in 1865, the historic Denver Turnverein, Inc. promotes the practice and performance of the arts that maintain a sound mind in a sound body within its membership and the Denver metropolitan community.
2. The charitable and educational objectives of the corporation are as set forth in the Articles of Incorporation of the Corporation.
3. The Corporation intends to maintain an affiliation with the American Turners and support its objectives.

ARTICLE III  
MEMBERSHIP

1. It is the policy of the Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran status, political service or affiliation, color, religion, or national origin.
2. Membership types and dues shall be established by the Board.
3. A person desiring membership shall make application in writing upon the form prescribed by the Board.
4. The term of membership shall be for one year beginning the day application is made and payment of dues is accepted.
5. Members whose dues are in arrears will be dropped from the membership rolls.
6. A member in good standing is a person who has paid dues for the current year and has submitted all required membership application information (address, etc.) and has been a member for more than thirty (30) days. Any individual whose membership has been revoked by the Board will not be considered a member in good standing unless their membership has been reinstated by the Board for at least thirty (30) days.

ARTICLE IV  
RIGHTS AND DUTIES OF MEMBERS

1. All members shall have the following rights:
  - a) To take part in all activities of the Corporation.
  - b) To use the property of the Corporation in accordance with the Rules and Regulations on page 14 and state and local laws.
  - c) To inspect the books and records at reasonable times for any proper purpose allowable under Colorado law.
  - d) To attend meetings of the Board.
  - e) To make recommendations and voice concerns to the Board.
  - f) To vote in accordance with voting rights set forth in Article VII.
  - g) To serve as a director in accordance with Article V.
2. All members shall have the following obligations:
  - a) To abide by the bylaws and rules of the Corporation.
  - b) To assist in the work of the Corporation, engage in the activities of the Corporation, serve on committees, and aid officers upon request.
  - c) To comply with all laws applicable to their participation in the activities of the Corporation.

ARTICLE V  
NOMINATION AND ELECTION OF DIRECTORS

1. Persons serving on the Board must be 21 years of age or older and a member in good standing.
2. No more than one immediate family member (spouse, child, sibling, or parent) may serve on the Board at any one time.
3. The members shall elect directors at the annual meeting of the Corporation as provided by these bylaws.
4. At the meeting of the Board next prior to the annual meeting, the presiding officer shall designate a nominating committee of at least three members of the Corporation with men and women represented.

5. At the annual meeting,
  - a) The nominating committee will present its nominees.
  - b) Further nominations may be made from the floor by any member.
  - c) The President shall appoint a committee of three or more to act as an election committee and to perform such duties as are usual to such committee.
  - d) All voting for directors shall be by secret ballot and the results shall be announced at the meeting.
6. No current director or member running for election may serve on the nominating or election committee.
7. A candidate for a director position must receive a majority of votes from a quorum of the members who are present at the annual meeting; otherwise, he/she cannot be elected even if the number of vacancies is equal to or greater than the number of candidates. A runoff vote may be used if needed.
8. The membership may remove any elected or appointed director at any regular or special membership meeting. The call to remove a director must be made in the same way as the call for a special membership meeting and in time to be included in the announcement for the regular or special membership meeting. A majority of votes from a quorum of members present at the membership meeting are required to remove a director. A director may also be removed as set out in Article VI, paragraph 6.
9. The body that appoints or elects an employee, committee member, committee chairperson, or officer shall have the right to remove same. The procedure including voting requirements for removal will be substantially the same as required for appointment or election.

#### ARTICLE VI BOARD OF DIRECTORS

1. All business of the Corporation shall be conducted by a board of at least twelve directors.
2. Elected directors shall serve for three years following their elections unless the position is to fill a vacancy. A director filling a vacancy shall serve for the remaining term of the vacated director. Directors serve staggered terms with four director positions expiring every year.
3. The Board shall hold its first meeting within thirty (30) days following the annual meeting. From their number, they shall elect officers who will assume office at once and serve until their successors are elected.

4. The Board shall meet in regular session at least once each month (with such exceptions as the Board may determine) and upon such other occasions as the presiding officer may direct. The Board is empowered to enact rules and policies consistent with the bylaws and purposes of the Corporation.
5. A quorum at all meetings of the Board shall consist of a majority of the directors holding office. Less than a quorum may adjourn from time to time without further notice until a quorum is secured. Except as provided specifically to the contrary by these bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.
6. Any action that may be taken by the Board at a Board meeting may be taken by written consent in accordance with the Colorado Revised Nonprofit Corporation Act. A consent to a resolution given by electronic mail will constitute written consent to the adoption of such resolution.
7. Absence of a director from three board meetings without good cause within a service year shall be sufficient cause for the Board to remove the director and elect a successor. Any director who misses more than three Board meetings without cause in a service year is not eligible to stand for re-election if his or her term has expired and such director must tender his or her resignation to the Board after having missed the third meeting. The Board may determine whether to accept such resignation.
8. Any director may resign at any time by delivering a written resignation to the President or Secretary of the Board.
9. Any vacancy occurring in the Board may be filled by a majority vote of the remaining directors, or the Board may submit the filling of such vacancy to an election of the members. A director elected to fill a vacancy shall serve for the unexpired term of his/her predecessor.
10. The hiring or dismissal of all employees must be approved by a board vote.
11. The Board acknowledges that conflicts of interest may occasionally arise and that neither the elimination from the Board of all persons who might potentially have any such conflict nor the avoidance of all transactions involving a conflict of interest would necessarily serve the best interests of the Corporation. Nonetheless, each member of the Board must disclose to the Board any conflicts of interest and refrain from voting upon or influencing the Board's action on a matter in which such a director is financially or otherwise personally interested.
  - a. For these purposes, a conflict of interest shall be deemed to arise whenever a matter under consideration involves the potential for significant benefit to a director or to any business, financial, or professional organization of which the director or a member of such director's immediate family is an officer, director, members, owner, or employee.

- b. Whenever any matter comes before a meeting of the Board which gives rise to a potential conflict of interest, the affected director shall make known the conflict to the remaining directors present at such meeting, shall, after answering any questions posed by the other directors, withdraw from the meeting for as long as the matter is under consideration, and shall neither be present nor cast a vote.
  - c. If the withdrawal of the affected director results in the absence of a quorum, no action may be taken on the matter in question until a quorum of disinterested directors can be established.
  - d. The minutes of a meeting at which a conflict of interest arises shall reflect that a disclosure was made, the affected director's withdrawal from the meeting and abstention from voting, and, if action is taken on the matter, the continued presence of a quorum.
  - e. The Board shall not authorize under this Section any transaction involving a conflict of interest that would also subject the Corporation or its directors, officers, or employees to liability under Section 4958 of the Internal Revenue Code.
12. The Board may create, by a resolution adopted by the Board or by any committee of the Board, such other committees determined to be necessary or desirable for the purpose of assisting with the conduct of the affairs of the Corporation, which committees may consist of Board members and other members as the Board deems appropriate and which shall have and may exercise such authority as shall be provided in such resolution, provided that no such committee shall have or exercise any authority regarding the management of the Corporation or have or exercise any of the powers reserved by law to the Board.

## ARTICLE VII FISCAL YEAR AND MEETINGS

1. The fiscal year shall commence May 1<sup>st</sup> and continue until April 30<sup>th</sup> of the following calendar year.
2. The date, time and place of Board meetings shall be communicated to the general membership at least fifteen (15) days prior to meeting dates. Every effort shall be made by the Board to maintain a regular schedule for such meetings. These meetings shall be open to the membership.
3. A regular annual meeting of the members shall be held each year thirty (30) to sixty (60) days after the end of the fiscal year on a date determined by resolution of the Board for the election of directors, presentation of annual reports, and other business considered necessary by the Board.
4. Special meetings of the membership of the Corporation may be called at any time, as follows:

- a) Upon written request of twenty-five (25) members in good standing, made to the President of the Corporation. Such meetings must be called within thirty (30) days of receipt of such request.
  - b) Upon call of the Board.
  - c) Upon call of the President.
5. Twenty-five (25) voting members shall constitute a quorum at the annual meeting or at any special meeting of the members.
6. All members in good standing are entitled to receive notice and to vote at regular or special meetings of the membership.
7. The Board shall give written notice of meetings, including all business to be considered thereat, not less than fourteen (14) days prior to such meetings by the following:
  - a) An e-mail sent to the member's last known e-mail address, and
  - b) Posting of the date and time of the meeting on the Corporation's website.
8. At all meetings of the members, members in good standing may vote in person and not by proxy.

#### ARTICLE VIII DUTIES OF OFFICERS

1. Officers shall consist of the following:
  - a) President
  - b) Vice President
  - c) Secretary
  - d) Treasurer
  - e) Membership Director
2. It shall be the duty of the President
  - a) To represent the Corporation in all its undertakings
  - b) To preside at the meetings of the Corporation and of the Board

- c) To sign all documents in conjunction with the Secretary
  - d) To exercise a general supervision over the activities and affairs of the Corporation
  - e) To report to the Corporation about its condition and affairs
  - f) To vote to make or break a tie vote and cast a written ballot vote when written ballots are cast
3. It shall be the duty of the Vice President:
- a) To assist the President in duties, and, in absence of the President, to perform the duties of the President
4. It shall be the duty of the Secretary:
- a) To keep the minutes of all meetings of the Board and the membership. A draft of the minutes shall be emailed to board members within ten (10) days of a meeting.
  - b) To keep a printed record book containing all minutes for five (5) years approved by the Board at the Turnverein premises and to make this available for review by any member of the Corporation upon request
  - c) To countersign all documents with the President
  - d) To be the keeper of the seal of the Corporation
  - e) To carry on correspondence for the Corporation
  - f) To preserve all records, documents and files of the Corporation at the Corporation offices
  - g) To prepare all necessary announcements to the membership and see that they are delivered in accordance with Article V
5. It shall be the duty of the Treasurer and his/her designees:
- a) To keep a correct account of all financial transactions of the Corporation
  - b) To deposit all monies belonging to the Corporation in banks and accounts approved by the Board
  - c) To pay all proper bills and accounts
  - d) To file all tax forms and payments with the proper authorities in accordance with

proper deadlines

- e) To present at each monthly meeting of the Board a written report of the total receipts and disbursements
  - f) To submit, subject to audit, a detailed annual report of the financial transactions of the Corporation covering the preceding fiscal year
  - g) To carefully preserve all records, receipts and files, so that such reports, records, and receipts may be readily accessible at reasonable times subject to inspection
  - h) To furnish a surety bond for the faithful performance of their duties in such amount, and under such terms as may be required by the Board, the premium of which shall be paid out of the funds of the Corporation
  - i) To prepare a budget for the upcoming fiscal year and submit it to the board for approval at the last board meeting prior to the end of the fiscal year
6. It shall be the duty of the Membership Director and his/or designees:
- a) To collect membership dues and keep a correct account on all dues paid by members
  - b) To keep the membership rolls
  - c) To remove all members from the rolls who are in arrears and notify such members
  - d) To report the membership totals to the Board at board meetings
  - e) To submit a statistical report of the membership at the annual meeting
  - f) To maintain liaison with the American Turners
  - g) To design and implement programs to increase membership in the Corporation

#### ARTICLE IX AFFILIATED ORGANIZATIONS

1. The Corporation provides meeting, instruction, and activity space for other organizations whose mission is compatible with the mission of the Corporation, to the extent that doing so furthers the charitable and educational purposes of the Corporation. Each such affiliated organization shall submit bylaws, including a mission statement or an equivalent written document, to the Board upon application for consideration as an affiliated organization.
2. The Corporation may require affiliated organizations to enter into contracts with the Corporation in order to use the Corporation's facilities and must confine their activities to those consistent with the Corporation's charitable and educational purposes.



3. All members of the affiliated organizations must be members of the Denver Turnverein, Inc. and shall submit a list of their membership to the Turnverein's Membership Director on upon request.

#### ARTICLE X COMMITTEES

1. Committees shall be established as deemed necessary by the Board for the conduct of all business and activities pertaining to the Corporation and the management of Corporation assets. Each committee shall consist of a chairperson appointed by the President and of not fewer than two additional members.
2. It shall be the duty of the chairperson of each committee to call committee meetings regularly and to make a report of the activities of the committee to the Board when requested at their regular monthly meeting.
3. All committees of the Board shall keep regular minutes of their respective transactions and shall report their actions to the Board at the meeting of the Board next following such actions. The chairperson of each committee shall be designated at the time of appointment of such committee.

#### ARTICLE XI PROPERTY AND HOUSE MANAGEMENT

1. Property
  - a) The legal title to the real and personal property of the Corporation is vested in the corporation.
  - b) The Board shall have custody of this property and may delegate its use to others who, in turn, shall remain accountable to it.
  - c) The Board shall have no power to alienate or encumber this property over the value or amount of \$50,000.00 unless such act of the Board is authorized by the vote of a majority of the membership at a regular or special meeting at which a quorum is present.
  - d) The Committee of House Management shall keep an inventory of all property of the Corporation and no material item of this property shall be removed from the building without written permission from them.
  - e) The scope of duties of the Committee of House Management shall include
    - (1) Manage the employees selected by the Board

- (2) Interview and recommend new employees for Board approval
    - (3) Oversee the maintenance and operation of the building
    - (4) Inventory and control of the Corporation's property and physical assets
    - (5) Manage and oversee construction/contractor projects with the House Manager
  - f) The Committee of House Management shall be required to provide the following reports to the Board:
    - (1) Budget
    - (2) Calendar
    - (3) Recommendations
    - (4) Work order progress
  - g) The President shall have the discretion to appoint committees and chairs separate from the House Committee to manage specific projects that may require more time, skill, and dedication to manage than is provided by the House Committee or House Manager.
2. The House Manager shall be selected by the Board at such compensation as the Board may deem fit. The House Manager shall be accountable to the Board for the operation of the properties and shall be answerable for the protection, conservation, and maintenance of the physical properties and inventories of the Corporation. The House Manager shall prepare monthly reports on the business and deliver them to the President, the Treasurer, and the Chair of the Committee of House Management.

## ARTICLE XII CONTRACTS, LIABILITIES AND OBLIGATIONS

1. These bylaws establish the following monetary limits for letting of contracts or assuming obligations on behalf of the Corporation:

a) House Manager	\$ 500.00
b) Officers	\$ 1,000.00
c) President	\$ 2,000.00
d) Board of Directors	\$ 50,000.00
2. These limits set maximum amounts for unplanned and/or emergency situations. Any non-budgeted or non-board approved expenditures must be approved by the President or Treasurer.
3. Expenditures over the stated limits must have prior approval of the Board, other than contracts or obligations which exceed the limits stated under (e) above, which shall require the prior approval of the members.

### ARTICLE XIII INDEMNIFICATION

The Corporation will indemnify each person who is or was a director, officer, employee or volunteer of the Corporation to the fullest extent allowed under the Colorado Nonprofit Corporation Act, and may purchase insurance insuring its obligations under this Section or otherwise protecting the persons intended to be protected by this Section. Any repeal or modification of this Section will be prospective only and will not adversely affect any right or indemnification of any person who is or was a director, officer, employee or volunteer of the Corporation existing at the time of such repeal or modification. The Corporation may, but is not obligated to, indemnify any agent of the Corporation not otherwise covered by this Section to the fullest extent allowed under the Colorado Nonprofit Corporation Act. If any provision of the Colorado Nonprofit Corporation Act or these bylaws dealing with indemnification is invalidated by any court on any ground, then the Corporation will nevertheless indemnify each party otherwise entitled to indemnification under these bylaws to the fullest extent allowed by any provision of the Colorado Nonprofit Corporation Act or these bylaws not invalidated. The Corporation will indemnify no person nor advance expense or purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the Corporation's status as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would cause the imposition of any liability under section 4958 of the Internal Revenue Code. .

### ARTICLE XV RATIFICATION AND AMENDMENT OF BYLAWS

1. Proposed amendments to the bylaws may be submitted in writing to any member of the Board at least thirty (30) days prior to the meeting at which voting on the amendment will take place. The proposed amendments, with the Board's recommendations for accepting, rejecting, or altering, shall be made available to all members at least fifteen (15) days prior to the meeting at which voting on the amendments will take place. The Board may not alter or discard a proposed amendment without the written consent of its originator.
2. Approval of amendments requires a two-thirds vote of a quorum of the members present at any regular or special meeting.
3. The Board may establish, amend or revoke rules and regulations to be the standard and guide of conduct of members.

### CERTIFICATE

The forgoing bylaws, including amendments adopted May 9, 1990; May 8, 1991; May 18, 1997; July 25, 2002; June 5, 2003; June 29, 2004; June 14, 2010; June 18, 2012; June 15, 2015 and July 18, 2016 are the duly adopted bylaws of The Denver Turnverein, Inc.

IN WITNESS WHEREOF, these by-laws having been duly adopted and have been executed on behalf of the Corporation this 18<sup>th</sup> day of July, 2016.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

THE DENVER TURNVEREIN, INC.  
RULES AND REGULATIONS  
Revised June 15, 2015

1. The privileges of the Denver Turnverein, Inc. are for the use and benefit of all members in good standing, their families, and their guests.
2. Any member in good standing shall have the privilege to sponsor guests at meetings and events. Members must accept responsibility for their guests, and parents are responsible for the conduct of their children.
3. No conduct in violation of city or state liquor codes is permitted.
4. No employee, while on duty, will be allowed to consume and/or use intoxicating liquor, marijuana, or illegal mind altering substances.
5. No intoxicated or disorderly person will be allowed in the building.
6. No alcoholic beverages, marijuana, or illegal substances shall be brought upon the premises by any member or guest without a medical prescription.
7. No firearms will be permitted on the premises. Any violation of this rule will be grounds for termination of membership or employment.
8. No smoking or use of electronic cigarettes is permitted in the building. Outdoor smoking on the premises must comply with city and state ordinances.
9. Dispensing of liquor by personnel not hired and trained as a bartender is prohibited.
10. All complaints concerning the operation of the Corporation shall be made in writing to the Board.
11. Damage to the physical property of the Denver Turnverein, Inc. will not be tolerated.

REMEMBER: The Denver Turnverein, Inc. is judged of necessity by the conduct of its members, their families, and guests. Therefore we earnestly request and solicit your compliance with above rules and regulations. At all times conduct yourself in a manner becoming a member. Please do not embarrass the management by asking them to violate or permit violation of these rules.