

Bylaws
RMOC, Inc.
DBA: Rocky Mountain Orienteering Club

Article 1: Name and Location

The name of the corporation shall be “RMOC, Inc.”, doing business as “Rocky Mountain Orienteering Club” (hereafter referred to as RMOC). The principal office of RMOC shall be located in Colorado and as determined by the Executive Board.

Article 2: Purpose

- 2.1 The object and purpose of RMOC shall be to operate exclusively for educational purposes and/or to foster national or international amateur sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to the extent not inconsistent therewith:
 - 2.1.1 To educate the general public about the sport of Orienteering.
 - 2.1.2 To instruct in map reading and land navigation.
 - 2.1.3 To increase enjoyment of natural resources and respect for wildlife and the environment (among members of RMOC and the general public).
 - 2.1.4 To stimulate participation in orienteering through organized activities and events including orienteering meets, demonstrations, clinics, social events and other educational activities.
- 2.2 No part of RMOC net earnings can inure to the benefit of a member, officer, private shareholder or individual.
- 2.3 RMOC will not participate in politics.
 - 2.3.1 RMOC will not support or oppose any candidate for elective office.
 - 2.3.2 RMOC will attempt to influence legislation, regulations or public policy to maintain access to public lands for the sport of Orienteering. These efforts will not be a substantial part of our activities.

Article 3: Membership

- 3.1 Any person, regardless of sex, race, national origin or creed, who expresses a sincere interest in the purpose of RMOC, shall be accepted as a member upon payment of annual dues as fixed by the Executive Board, except as noted in Section 3.2.
- 3.2 No person shall be denied membership or participation in RMOC events unless banned by the United States Orienteering Federation (USOF) or the International Orienteering Federation (IOF), or the Executive Board finds by unanimous vote that said person has performed actions that are severely detrimental to the purposes, organization or reputation of RMOC.
- 3.3 Membership shall require the payment of dues set by the Executive Board. The Executive Board members shall be exempt from dues during their terms, unless they wish to donate their dues to RMOC.
- 3.4 Membership grades may include, but are not limited to, individual memberships, family memberships, group memberships, associate memberships, and honorary memberships.

Each individual membership shall be allotted one vote. Family memberships shall include the members of an immediate family. Group memberships are limited to persons in a club, school, athletic team, or organization. Family and group memberships shall be allotted one vote per person present, with a maximum of two votes. The associate membership shall be for persons under eighteen years of age who will have one vote. Members under the age of 16 are not eligible to vote. Members under the age of 18 are not eligible to hold office. Honorary memberships may be so awarded by the Executive Board for past service to RMOC and shall be allotted one vote.

Article 4: Meetings of the Membership

- 4.1 An annual meeting of the general membership shall be held during the fourth quarter of the calendar year. The purpose of the meeting will be to elect officers, receive reports from officers and committees, and to consider any other business that may arise. The president shall be responsible for setting the time and location of the annual meeting of the general membership.
- 4.2 Additional meetings of the general membership may be called by the Executive Board, or by written request of eleven members of RMOC. Written requests shall be submitted to the President. The President shall schedule such meetings for a time within ninety days of receipt of the written request.
- 4.3 The time and location of any general meetings of the membership shall be published on the RMOC Web site and by email to the RMOC membership list at least 14 days prior to the meeting. The President shall also be responsible for preparing an agenda for the meeting. Any member may submit an idea for the agenda to the President.
- 4.4 A Quorum at any general meeting of the membership shall consist of twice the number of elected officers plus one voting member. All actions taken at a meeting of the general membership must be approved by a simple majority vote, except as otherwise noted herein. Those items requiring a vote of the RMOC membership may be handled by conference call, electronic ballot, or mail ballot, in lieu of a physical meeting. A mailed ballot must be signed by the voter.
- 4.5 The Secretary shall record the minutes of each meeting, and record any actions approved. The minutes shall be emailed to the membership. If a member does not have email then the minutes shall be mailed upon request.

Article 5: Officers and their Duties

- 5.1 Officers shall include President, Vice President, Secretary, Treasurer and such others as the Executive Board shall deem appropriate. All officers shall be members of RMOC in good standing and shall perform the duties prescribed by these Bylaws. The President and Vice President shall be members in good standing of the USOF.
- 5.2 The President shall coordinate the affairs of the RMOC and preside at meetings. The President shall supervise the functions of RMOC to insure accordance with these Bylaws and approved policies of RMOC. The President will annually appoint delegates to the USOF Annual General Meeting. He or she will be responsible for the scheduling and staffing of RMOC events and will delegate tasks as needed. The president may appoint coordinators to coordinate or manage specific RMOC functions.

- 5.3 The Vice President shall assist the President and shall assume the duties of the President in the President's absence. He or she is responsible for obtaining necessary permits, permissions, insurance documents, and will delegate tasks as needed.
- 5.4 The Secretary shall maintain up to date records of the general affairs of RMOC, including meeting minutes and correspondence. He or she will oversee the nomination and election procedures at the annual general meeting. The Secretary will assist the President and Vice President with any paperwork required to implement the orienteering event schedule. The Secretary will supervise the maintenance of membership records and will delegate tasks as needed.
- 5.5 The Treasurer shall maintain accurate and up to date records of the financial affairs of the RMOC. He or she shall be the custodian of RMOC funds and resources and shall supervise compliance with RMOC policies related to the accounting, management and disbursement of RMOC funds and resources. The Treasurer will file any reports and returns required by RMOC, USOF, or any government entities. He or she will be responsible for supplying any funds, deposits or checks necessary to implement the orienteering event schedule. The treasurer will file an annual financial report at the General meeting.
- 5.6 Officers will serve two years, from annual meeting to annual meeting. In odd years the President and Treasurer will be elected. In even years the Vice President and Secretary will be elected.
- 5.7 A vacancy in the position of any officer will be filled by appointment by the remaining officers until the next general meeting when an election will be held to fill the remaining term of office.
- 5.8 There will be no limit on the number of consecutive terms an officer may serve.
- 5.9 An Auditing Committee of two members, not including the President or Treasurer, shall be appointed by the President at RMOC's Annual Meeting and its duty shall be to audit the Treasurer's accounts at the close of the fiscal year, and to report at the first Executive Board meeting following March first. The audit summary shall be available to the general membership.

Article 6: The Executive Board

- 6.1 The officers of RMOC and the duly appointed coordinators shall constitute the Executive Board (also referred to as the "Board"). No member shall have more than one vote on the Board. Five members of the Board shall constitute a quorum at Board meetings.
- 6.2 The Executive Board shall have general supervision of the affairs of RMOC, fix hour and place of the meetings, make recommendations, and perform other duties as specified in these Bylaws. The Board shall be subject to the order of RMOC and none of its acts shall conflict with action taken by RMOC.
- 6.3 Executive Board primary duties include: receiving reports from members of the Board, setting RMOC Policies, monitoring expenditures from RMOC funds, setting Membership dues and fees, and providing oversight and guidance on matters that relate to the operation of RMOC.
- 6.4 Regular meetings of the Executive Board shall be held at a time and place announced at least two weeks prior to the meeting. Meetings may be observed by any member unless closed by a majority vote of the Board. Special Board meetings may be called by the

- President or by written/email request of two members of the Board, and each Board member shall be notified of the meeting by telephone, email, mail or in person.
- 6.5 At the discretion of the President, the Board may take action on an individual item of business without convening a physical meeting of the Board by contacting at least four other Board members and obtaining verbal or electronic concurrence on the action to be taken.
- 6.6 The Board shall respond to any recommendations or proposals approved at a meeting of the general membership. Response may consist of approval and implementation of the proposal, with or without modification, or denial of the proposal. The Board response to any proposal approved by the general membership shall be published via email.
- 6.7 Members of the Board shall not receive salaries or payments for services as listed under their duties. They may, however, receive payment for services such as mapping or other professional services when pre-approved by a majority of the Board.
- 6.8 Promptly after taking office, or whenever vacancies exist or conditions warrant, the President may appoint the following, subject to approval by the Board:
- Publicity Coordinator whose duties may include general promotion, general and specific event publicity, and maintenance of the RMOC Web site and email lists.
 - Membership Coordinator whose duties may be to maintain an accurate and up to date listing of members and interested non-members and notify those whose membership has expired.
 - Event Coordinator(s) whose duties may include proposing a schedule of events, securing land-owner permission for events, and designating meet directors and course setters for events.
 - Equipment Coordinator(s) whose duties may include caring for and monitoring equipment. If additional or replacement equipment is needed, he or she will notify the Executive Board via email as a courtesy and work with the Treasurer to obtain the equipment.
 - Mapping Coordinator whose duties may be to identify and review locations suitable for RMOC events and to oversee preparation of suitable maps. The Mapping Coordinator shall maintain a list and inventory count of current maps and obtain/retain copies of mapping software.
 - Training Coordinator whose duties may include organizing and conducting lectures and workshops to teach orienteering skills. He or she shall provide volunteers to teach beginner instruction at each orienteering event.
 - Scout Liaison Coordinator whose duties may include fostering a productive and mutually beneficial relationship with Scouting organizations. He or she will work with the Event Coordinator to ensure complementary event schedules.
 - Any other coordinators that the board shall deem useful for furthering the purposes of RMOC.

Article 7: Fiscal Year

- 7.1 The fiscal year of RMOC shall be the calendar year.

Article 8: Elections

- 8.1 The President, Vice President, Secretary and Treasurer shall be elected by the RMOC general membership at the annual meeting. A simple majority vote of those present and eligible to vote is required for election to each position. If no candidate for a position receives a majority, the general membership shall vote again; selecting between the two candidates that received the most votes.
- 8.2 For any contested position, votes shall be cast by secret ballot. The Secretary shall count ballots and announce the results.
- 8.3 The Executive Board, by majority vote, shall recommend one or multiple candidates for each position to the general membership. Any member in good standing may also be nominated from the floor, or a nomination in advance of the annual meeting may be submitted to the Secretary.
- 8.4 If the Presidency becomes vacant, the Vice President will assume the duties of the President until a replacement is approved by a simple majority of the Board.

Article 9: Contracts, Loans, Checks, and Deposits

- 9.1 Only the Executive Board may authorize a member to enter into any contract or execute and deliver any instrument on the name of and on behalf of RMOC. Such authority may be general or confined to specific instances.
- 9.2 No loans shall be made by RMOC to any individual or entity.
- 9.3 All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of RMOC shall be signed by either the President or the Treasurer.
- 9.4 All funds of RMOC not otherwise employed shall be deposited in such banks, trust companies or other depositories as the Board may select.

Article 10: Limitation on Authority

- 10.1 No officer, director or member of RMOC shall use RMOC's name as a means of furthering any personal, political or other aspirations, nor shall RMOC as a whole take part in any movement not in keeping with its real and established aims and purposes as set forth in these Bylaws and the Article of Incorporation.

Article 11: Indemnification

- 11.1 Each member of the Board, or other members of RMOC, while acting on behalf of RMOC as authorized by the Board, shall be indemnified by RMOC against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such Board member, or having acted on behalf of RMOC in an authorized capacity. This indemnification shall also apply to the heirs, executors and personal representatives of any such person. This indemnification shall not apply in relation to matters in which such person shall be adjudged in such action, suit or proceeding to be liable for gross negligence

or misconduct in the performance of his duties. This indemnification shall not exclude any other right to which such person may be entitled under any bylaw, agreement, vote of the Board, vote of the members, or otherwise.

Article 12: United States Orienteering Federation

- 12.1 RMOC will maintain membership in USOF. Members are encouraged to join USOF as individual members.
- 12.2 The Vice President is the RMOC representative to the USOF Regional Council and will either attend meetings of the Council or arrange, when possible, for another RMOC member to attend and represent RMOC.

Article 13: Amendment of Bylaws

- 13.1 These Bylaws shall become effective upon a two-thirds vote at a meeting of the general membership.
- 13.2 These Bylaws may be amended by a two-thirds majority at a meeting of the general membership.