

**BYLAWS OF THE
COLORADO WEED MANAGEMENT ASSOCIATION
Amended and Approved December 5, 2006**

Article I. Name

The name of this organization shall be the “Colorado Weed Management Association” (CWMA) hereinafter called the “Association”.

Article II. Office

The principal office shall be located within the State of Colorado as determined by the Board of Directors, hereinafter called the “Board”.

Article III. Mission and Objectives

Section 3.01 The mission of the Colorado Weed Management Association is to provide education, regulatory direction, professional improvement, and environmental awareness to preserve and protect our natural resources from the degrading impacts of exotic, invasive noxious vegetation in Colorado and surrounding states.

Section 3.02 Objectives

- (a) To encourage the proper use of integrated weed management methods within the state of Colorado and surrounding states.
- (b) To establish weed management priorities needing attention in the state.
- (c) To promote education that encourages public awareness of exotic invasive and noxious vegetation (weeds) that leads to sound and sustaining land stewardship.
- (d) To promote and support university programs in applied research and extension that will address exotic invasive and noxious weed problems in Colorado and surrounding states.
- (e) To support and foster cooperation with commercial, private, non-profit and public organizations/interests within Colorado and surrounding states for the resolution of exotic invasive and noxious vegetation (weed) problems.
- (f) To update and maintain state legislation pertaining to exotic, invasive noxious vegetation and their management.

Section 3.03 No substantial part of the activities of the organization shall be for the carrying of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for office.

Section 3.04 Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) by an organization contributions to which are deductible under section 170(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article IV. Membership

Section 4.01 Membership shall be open to anyone interested in the mission and objectives of the Association.

Section 4.02 The Association shall have classes of voting members to be determined by the Board of Directors. Members shall qualify by the payment of dues set from time to time by the Board of Directors.

Article V. Organizational Structure

Section 5.01 Board of Directors

(a) The Board of Directors shall consist of the following:

(i) Officers:

(A) President,

(B) President-elect

(C) Past President. The Past President will be a non-voting member of the Board.

(ii) Eight Board Directors.

(b) No person may serve as a member of the Board of Directors by virtue of being an officer of the Association and also as an elective member of the Board (Board Director). In such event, the Board Director position shall be declared vacant upon election to an officer position.

(c) Each director shall take office at the adjournment of the annual meeting and shall serve until a successor is elected or appointed and qualifies or until death or resignation from office. A director may resign at any time by filing a written resignation with the secretary-treasurer of the Association.

(d) Directors must be regular members of the Association.

Section 5.02 Elections

(a) The Nominating and Awards Committee shall formulate and conduct the nomination and election processes to fill Board of Director Officer and Board Director, term openings.

(i) Notice to the membership requesting nominations for the President-elect and Board Directors shall occur on or before October 15th of the year prior to the elected term.

(ii) All regular Association members are eligible to vote in elections.

(iii) No member's name shall be placed in nomination without his/her prior consent.

(iv) All candidates for Board of Director, Officer and Board Director, term openings shall be an Association member in good standing for no less than one year.

(v) The Officer candidate receiving the largest vote count has been elected.

(vi) Board Director term opening(s) are filled with the candidate receiving the largest number of votes, each Board Director open position is then filled with the candidate that receives the next highest number of votes until all positions openings are filled.

(vii) The election is to be performed in advance of the Annual Association Meeting.

(viii) Formal election results will be announced at the Annual Association Meeting, where, upon its conclusion, new officers and Board Directors will begin their terms.

(b) Nominees for President-elect may be from the Association's membership and need not be a currently serving as Board Director.

(c) Nominees for President-elect agree that his/her election begins a three-year commitment of service through the offices of President-elect, President, and Past-President.

Section 5.03 Secretary/Treasurer

The Association shall have a Secretary/Treasurer. The Secretary-Treasurer shall be elected from and by the Board of Directors and serve a one-year term, but may be re-elected without limit throughout his/her term(s) as a Board Director.

Section 5.04 Officer Terms

(a) The President-elect shall serve a one-year term

(b) The President shall serve a one-year term

(c) The Past President shall serve a one-year term immediately following their term as President.

Section 5.05 Duties of President

(a) The President of the Association shall perform such duties as are authorized and directed by the Board.

(b) The President shall preside at all meetings of the Association and at all meetings of the Board of Directors.

(c) The President may appoint committees and sub-committees as are necessary to assist in carrying out the purposes, mission, objectives and general business of the Association.

Section 5.06 Duties of President-elect

(a) The President-elect shall serve in the absence of the President, or in case of a vacancy of the office or upon the President's resignation or disability.

(b) The President-elect shall, in addition to such other duties as the Board may, from time to time, assign, generally assist the President.

(c) The President-elect is responsible for planning and coordinating the Annual Conference and Trade Show of the Association.

Section 5.07 Duties of Past-President

(a) The Past-president shall serve as an advisor to the officers and Board of Directors in a non-voting capacity on the executive committee and Board of Directors' meetings.

(b) He/she shall be in charge of the Bylaws and see that they are maintained in an up-to-date order.

(c) Other duties and responsibilities may be assigned from time to time by the President or Board of Directors.

Section 5.08 Duties of Secretary/Treasurer

(a) The Secretary/Treasurer shall have such powers and shall perform such duties as the Board may delegate to that office and shall review and approve the record of meetings of the Board.

(b) The Secretary/Treasurer shall serve as President if the President-elect becomes unable to serve. This service shall not constitute his/her term as President.

(c) The Secretary/Treasurer shall be responsible for the oversight of the employee charged with the day to day financial activities of the Association. The day to day activities of the Association include:

1. Collect and safely keep all dues and other funds paid to the Association
2. Make payment on all debts out of Association funds
3. Open such bank accounts as are required and obtain Board approval for the accounts
4. Keep accurate financial records including an adequate set of books
5. Issue periodic financial statements and/or reports

(d) Oversight shall mean periodic review and analysis of the financial information but shall not be interpreted to mean actual day to day supervision of the employee/s.

Section 5.09 Board Terms

(a) The term for each Board Director shall be two (2) years. A director shall serve no more than two (2) consecutive terms after the year 1991.

(b) If a Board Director is elected to the post of President-elect, he/she will immediately relinquish his seat as Board Director and may not be eligible for re-election to the Board as a Board Director or Officer until one year after their term as President has concluded.

Section 5.10 Board Vacancies

The President with the advice and consent of the Board shall fill any vacancy occurring on the Board for the remaining term by appointment.

Section 5.11 Resignation and Removal of Directors

(a) Any Officer or Board Director may resign at any time. Such resignation shall be made in writing, submitted to the Secretary/Treasurer and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Secretary/Treasurer. The acceptance of a resignation shall not be necessary to make it effective.

(b) Any Officer or Board Director may be removed, with or without cause, by a vote of a majority of the remaining members of the Board at any meeting of the Board, provided that notice of the meeting indicates the matter shall be considered and the Officer or Board Director shall have the opportunity to be heard.

(c) Any Officer or Board Director with more than two unexcused absences of regularly scheduled meetings in any one calendar year may be asked to resign from office by a vote of a majority of the Board.

Section 5.12 Compensation

Members of the Board shall not receive compensation from the Association for their services as Directors but may receive reimbursement for expenses incurred if authorized by the Board.

Article VI. Powers of the Board

The business and affairs of the Association shall be under the direction of the Board, which may exercise all powers of the Association and do all such lawful actions as are not prohibited by statute or by these Bylaws, including but not limited to:

- (a) Formulating the general operating policy of the Association;

- (b) Approving the annual budget of the Association;
- (c) Electing Secretary/Treasurer of the Association;
- (d) Drafting Bylaws as required and permitted under these Bylaws;
- (e) Determining, designing and directing such other matters as are relevant to the Association's purposes and functions.

Article VII. Committees

Section 7.01 Executive Committee

The Executive Committee shall consist of the following:

- (a) President
- (b) President-elect
- (c) Secretary/Treasurer
- (d) Immediate Past President
- (e) The Executive Committee may exercise the authority of the Board and may meet between Board meetings to conduct business for the Association. A majority of affirmative votes is required for action by this committee. The Board shall determine guidelines for Executive Committee actions. The President shall report such actions made by the Executive Committee to the full Board at its subsequent meeting for ratification.

Section 7.02 Nominating and Awards Committee

The Nominating and Awards Committee will be appointed by the President and shall formulate and conduct the nomination and election processes for every election.

Section 7.03 Other Committees

Other Committees will be appointed by the President as are needed.

Article VIII. Annual Association Meeting

Each year an Annual Association Meeting shall be held at a place within the state of Colorado as established by the Board of Directors. Notice of this meeting shall be in the organization's publication and/or website.

Article IX. Board Meetings

Section 9.01 Regular Meetings

Regular meeting of the Board shall be held within the State of Colorado no less than four times per year at such place and on such date each year as the Board shall establish. Notice to the Board of any regular meeting shall be given in writing or by email at least five (5) business days in advance unless all Directors shall, in writing or by email, waive the requirements for notice and need not specify the business to be transacted.

Section 9.02 Special Meetings

Special meetings of the Board may be called by the President of the Association or at the written request of five (5) Directors. The President or Directors calling the special meeting may fix the place for holding the special meeting. Notice to the Board of any special meeting shall be given in writing at least five business (5) days in advance unless all Directors shall, in writing or by

email, waive the requirements for notice and shall specify the business to be transacted at the special meeting.

Section 9.03 Electronic Meetings

Members of the Board may participate in any regular, executive or special meeting of the Board by telephone or any other means of communication by which all persons participating in the meeting can hear one another and be heard. Participation in the meeting pursuant to this section shall constitute presence in person at such meeting. Notice of any meeting to be held with one or more members participating by telephone must be given to each Director not less than five (5) days prior to the date of such meeting.

Section 9.04 Action Without a Meeting

Any action required which may be taken at a meeting of the Board may be taken without a meeting if the consent in writing, setting forth the action so taken, is signed by all directors. This consent shall have the same force and effect as a unanimous vote of the Board.

Section 9.05 Notice Waiver

Whenever any notice of a meeting of the Board is required to be given under provisions of these Bylaws, such notice shall be given by any means reasonably calculated to give actual notice to the director at his/her address as it appears on the records of the Association and, unless otherwise provided in these Bylaws, at least five days before the date designated for such meeting. Notice shall be deemed given when the same is deposited in the United States mail with postage thereon prepaid, or delivered by email, hand, telegraph, fax, or overnight express. Every notice of a special meeting shall set forth the business to be transacted at, and the purpose of, such special meeting. Presence at any meeting without objection shall also constitute waiver of any required notice.

Article X. Parliamentary Authority

Meetings of the Association and its Board of Directors and the conduct of its affairs shall be governed by the laws of Colorado and the United States of America, the Articles of Incorporation not inconsistent with the foregoing, these Bylaws not inconsistent with either of the foregoing and the rules set out in then current "Robert Rules of Order, Revised" to the extent they are applicable and are not inconsistent with any of the foregoing authorities or any special rules of order adopted from time to time by this association.

Article XI. Quorum

Section 11.01 Board of Directors

A majority of the voting membership of the Board shall constitute a quorum and shall have the power to transact business.

Section 11.02 Association

All voting members of the Association in good standing who are present at the Annual Association Meeting shall constitute a quorum.

Article XII. Directors, Employees, and Executive Director

The Board may, from time to time, designate one or more of its members to assist any one or more of the officers in the conduct of the duties. It may, in addition, secure an Executive Director to be responsible for central office functions, the day-to-day operations of the Association, supervision of all staff and such other activities as may be described in the Executive Directors' position description developed by the Board. The Executive Director may hire such persons on a full or part-time basis on terms and conditions including salary or other compensation that is fair and reasonable to conduct the affairs of the Association in accordance with Board direction. No employee of the Association may, while employed by the Association, serve as a Director of the Association.

Article XIII. Indemnification

The Association shall indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or person's testator or intestate, is or was a director, officer, employee or agent of the Association or serves or served any-other enterprise at the request of the Association, against all expenses, including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding, except in relation to matters in which such person shall be adjudged in such action, suit or proceeding to be liable for intentional wrongdoing or gross misconduct in the performance of a duty, to the full extent permitted by the Colorado Nonprofit Corporations Act, The indemnification provided by this Article VI shall not be exclusive of any other right of indemnification to which any person may be entitled, including without limitation under any statute, contract or resolution of the Board and indemnification under any policy of insurance.

Article XIV. Insurance

The Association may purchase and maintain insurance in such amounts as the Board determine to be appropriate on behalf of any director, officer, employee or agent to insure against any liability asserted against such person by reason of the fact that such person is or was a director, officer, employee or agent of the Association or serves or served any other enterprise at the request of the Association. The Association is also authorized to purchase and maintain insurance on its own behalf against any liability it may have.

Article XV. Fiscal Year

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

Article XVI. Bylaws

The Association may adopt Bylaws.

Section 16.01 Amendments to the Bylaws shall be drafted by the Board and accepted with a majority vote of Association members present at an Annual Association Meeting or by mail.

Article XVII. Audit

Accounts of the Association maintained by the Executive Director must be audited by an audit committee prior to the Annual Association Meeting.

Article XVIII.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under section 170(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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