

Index to Bylaws of NFRIA-WSERC Conservation Center, Inc.
As amended at Annual Meeting on April 26, 2015

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Article I
Name and purpose

Section 1. Name.

This legal name of the Corporation shall be known as the NFRIA-WSERC Conservation Center, Inc. The NFRIA-WSERC Conservation Center shall be publically known as the Western Slope Conservation Center (WSCC), according to the Doing Business As (D.B.A) filed with the State of Colorado.

Section 2. Statement of purpose.

WSCC works to build an active and aware community to protect and enhance the lands, air, water and wildlife of the lower Gunnison watershed.

Article II
Membership

Section 1. Eligibility.

Membership is open to any individual, family or business that subscribes to the purposes and basic policies of WSCC, subject only to compliance with the provisions of the Bylaws. Membership shall be available without regard to race, color, creed, national origin, sex or sexual orientation.

Section 2. Voting Privileges.

Only members who are covered by memberships that have been in good standing for more than three months shall be eligible to participate and vote in WSCC business meetings, or to serve in any of its elected or appointed positions. For the purposes of voting: When a household with a membership in good standing consists of one member, that one member is entitled to one vote; When a household with a membership in good standing consists of two or more people, up to two of those people are entitled to vote; When a business has a membership in good standing, up to two owners or employees of that business are entitled to vote. Such members must be present to vote; no proxy votes shall be allowed.

Section 3. Expiration and Renewal of Membership.

If a membership expires without being renewed, the member or members covered by that membership are no longer in good standing. However, if within four months after the date at which the membership expires the membership dues are paid retroactive to the expiration date, by so doing said member or members are restored to good standing for the purposes of participating, voting, and serving on elected or appointed positions. If a membership is not renewed within 4 months after membership expiration, the membership terminates. If the member or members who were covered by a membership that has terminated subsequently pay for a new membership, the member or members are only eligible to participate and vote, or serve on elected or appointed positions after 3 months from the commencement of the new membership.

Section 4. Termination or Denial of Membership.

A majority vote of the members present at a general membership meeting or a majority vote of the board may terminate the membership of any member, or may deny membership to any applicant for membership, if a) said person is found to have taken any action which undermines the stated purpose or objectives of WSCC, and b) said person is given notice and opportunity for hearing as per Section 7-126-302(2)(a), C.R.S. Any such member or applicant for membership may appeal such board action to the membership at any general membership meeting, provided that written notice is given to the WSCC Board of Directors 30 days prior to the date of the membership meeting, and the membership may overturn or affirm the action of the board upon majority vote of the members present.

Article III
Dues

Section 1. Donations and Dues.

Any person(s) who make a financial donation of any amount to WSCC shall be considered a member.

Section 2. Annual Donation.

Good standing for purposes of membership and voting rights in WSCC is contingent upon current payment of an annual donation. An annual donation shall be payable on the anniversary of the original enrollment by any individual, family or business.

Article IV
Fiscal year

The fiscal year of WSCC shall begin on the first day of January and end on the last day of December of each year.

Article V
Directors

Section 1. Number.

The Board of Directors shall number between seven and eleven elected members, serving staggered three-year terms. The Chairperson and Past-Chairperson shall serve as voting members of the Board of Directors by reason of their office. Only members in good standing can serve on the Board.

Section 2. Elections and terms.

At the annual meeting, the general membership will elect the number of members of the Board of Directors needed to fill vacant seats. Should there be only one candidate standing for each of the vacancies, voting ballots will be considered superfluous and will not be used. In filling a seat that has been vacated mid-term, the Board of Directors will appoint a Director to serve the remainder of that term. There is no limit to the number of terms a Board member may serve.

Section 3. Duties. The Board of Directors shall have the following duties:

- a) hold meetings at such times and places as it deems proper;
- b) appoint additional board members as necessary to fill vacant seats;
- c) audit bills and disburse funds;
- d) oversee the work of all committees;
- e) approve fund-raising activities;
- f) approve all official public presentations;
- g) appoint a nominating committee to select a slate to present to the membership to replace the outgoing directors and officers;
- h) perform such other duties as may be deemed necessary to promote the purposes of WSCC.

Section 4. Quorum. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 5. Removal of a director. Any one or more of the Directors may be removed at any time by a vote of two-thirds of the board members present at any meeting attended by a quorum of the board members.

Conservation Center members may call a special meeting to remove a director by submitting to the chair of the Board of Directors a petition calling for such meeting provided that said petition contains valid signatures of a quorum of members as specified Article IX, Section 3. All signatures shall be dated and all signatures must be collected within 30 days of the date of the first signature on the petition. Upon receipt of such petition, the chair shall verify the validity of signatures within ten days. If valid signatures total a quorum of members, the chair must convene a special meeting within 30 days from the date of verification.

In accordance with Section 7-128-106, C.R.S, any one or more Directors may be deemed to have resigned if a) they are absent and unexcused from three consecutive regularly scheduled board meetings, or will be removed if b) they fail to abide by the bylaws or the policies and procedures established by the board, c) they act in a way which undermines the stated purpose or objectives of WSCC, or d) they fail to fulfill the duties and roles prescribed in the WSCC Policies and Procedures and/or the Board Handbook. If such failure to attend or meet obligations is confirmed by an affirmative vote of the board of directors, then such failure to attend or meet obligations shall be effective as a removal at the time of such vote of the board.

Section 6. Vacancies on the board.

The Board of Directors shall appoint a member to fill any vacancy created on the board. This appointment shall be made within 90 days of the vacancy and this appointee shall serve the remainder of the term.

Section 7. Forms of Board of Directors voting.

Under appropriate circumstances as determined by the Board of Directors, the Board of Directors may vote by mail, email or other electronic means that provides a written record as described in Section 7-128-202, C.S.R., provided that a quorum of the board participates and provides written record of such participation as provided in Section 7-128-202, C.S.R.

Article VI
Officers

Section 1. Number. The officers of WSCC shall be a Chairperson-elect (hereinafter "Chair-elect"), a Chairperson (hereinafter "Chair"), a Past-chairperson (hereinafter "Past-chair"), a Secretary, and a Treasurer, who shall also serve as members of the board of directors. Collectively these officers shall make up the Executive Committee of the board. The board shall elect the officers and present the officers to the membership at the annual meeting. An officer's term shall be for one year, subject to re-election.

Section 3. Duties.

a) Chair: Shall preside at the meetings of the membership and of the Board of Directors; shall coordinate the work of officers, directors, and committees; shall mentor the chair-elect, and shall perform any other duties as are necessary to further the purpose of WSCC.

b) Chair-elect: In anticipation of serving as Chair, shall become familiar with the organization's finances, policies and procedures, and programs. May serve as chair of meetings of the membership and of the Board of Directors as an alternate to the Chair. Shall perform any other duties as are necessary to further the purpose of WSCC.

c) Past-chair: Shall work with the chair in coordinating the work of officers and committees; shall advise the Chair and mentor the Chair-elect. May serve as chair of meetings of the membership and of the Board of Directors as an alternate to the Chair; and shall perform any other duties as are necessary to further the purpose of WSCC.

d) Secretary: shall ensure that legally-required minutes are taken of all meetings of the Board of Directors; shall serve as a member of the Executive Committee; and shall perform such other duties as may be necessary for the transaction of business.

e) Treasurer: Shall oversee sound financial management of the organization; shall ensure secure custody of all funds; shall ensure that all funds shall be deposited in a bank approved by the board; shall ensure that an accurate account is kept of all monies received and expended; shall give or cause to be given an itemized statement at board meetings; shall, with agreement in each instance of either the Chair, Chair-elect, or Executive Director, have sole power to withdraw funds; shall serve as a member of the Executive Committee; and shall perform such other duties as may be necessary to ensure the financial health and accountability of the organization.

Section 4. Vacant Offices. The board shall appoint a director to fill any vacancy created among the officers for any reason. This appointment shall serve for the remainder of the term.

Article VII Committees

Section 1. Creation of Committees. The board may create such committees as it deems necessary to carry out the mission and business of the WSCC. All committees shall be clearly instructed as to the length of time each member is being asked to serve; the services the Board wishes the committee to render, the extent and limitations of responsibility, the resources the Board will provide, and the approximate dates on which the Board wishes to receive major reports.

Section 2. Membership in Board Governance Committees. All Board Governance committees will be chaired by a WSCC board member. Membership in Board Governance committees is limited to WSCC members in good standing.

Section 3. Program Advisory Committee Powers and Prerogatives. A Board of Directors possesses certain legal powers and prerogatives which cannot be delegated or surrendered to others. Therefore, all recommendations of WSCC program advisory committees must be submitted to the Board of Directors for official action. The Board of Directors shall have the power to dissolve any program advisory committee and shall reserve the right to exercise this power at any time during the life of any program advisory committee.

Article VIII Meetings

Section 1. Meetings of the Board of Directors. Regular meetings of WSCC Board of Directors shall be held quarterly at a minimum. Additional meetings may be called as needed by the Executive Committee or by a majority of sitting board members.

Section 2. Annual Membership Meeting. The annual meeting shall be held during the first quarter of each year or as soon as possible, at which time new board members will be elected, the treasurer's annual report will be submitted, and the chair will submit a report.

Section 3. Quorum. One-third of the total number of members in good standing, or 40 members in good standing, whichever is less, shall constitute a quorum for the transaction of business.

**Article IX
Amendments**


These bylaws may be amended, repealed or altered in whole or in part by a two thirds vote of all members in good standing who are present at any meeting of WSCC that contains a legal quorum. Notification of the proposed change or changes must be given at least 10 days prior to the meeting at which such changes will be voted on. Written notice shall be effective five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed, or shall be effective as otherwise provided in section 7-121-402 (5), C.R.S.]

**Article X
Conduct of business**

The proceedings of WSCC shall be run in accordance with the current edition of Roberts Rules of Order, newly revised, where they are not in conflict with these bylaws.

**Article XI
Indemnification**

In the event of any legal exposure to liability by any board member or staff acting in his/her official capacity, WSCC shall indemnify and hold harmless such board member or staff from any such liabilities, except in cases of malfeasance.



7-30-15

Alex Johnson, Executive Director

Date