



March 8, 2021

Dear WSCC Members:

The Western Slope Conservation Center's (WSCC) Board of Directors is pleased to propose amendments to our organization's bylaws. Members in good standing will vote to approve the slate during our annual meeting, Sun - March 21, 3-5:30pm, online. [RSVP here!](#)

Our programs, leadership, staff, human capacity, membership, and communities have changed significantly since the grassroots beginnings of our parent organizations. With the support of our network of conservation partners, including The Wilderness Society, Wilderness Workshop, Conservation Colorado and others, our impact is regional and statewide. WSCC's governance needs have changed as a result. The proposed amendments reflect those changes.

The Table of Contents indicates the sections which are not being amended and provides links to each section within the document. Language changes are indicated as follows: **added text is highlighted in yellow** and ~~strikethrough~~ indicates the language to be replaced or removed. The rationale for the proposed amendment is indicated in **maroon**.

The most substantive changes we support reflect current practice and revised state statutes in the past 10-years.

- We are a membership organization, rather than dues-based.
- The Board of Directors functions primarily as a governing body. Rather than doing hand-on administrative work, fundraising, and mission work, the board oversees and guides these activities. The majority of the 'work' is done by the staff, volunteers and Program Advisory Committees with leadership provided by the Executive Director. Board members are encouraged to participate in one Program and Board Governance committee.

Other amendments result from corrected writing conventions, more efficient and effective administrative and governing processes, and a desire for clarity.

Please contact Executive Director Tanya Henderson or a member of the board with your questions. Members in good standing may vote to accept these bylaws at our annual meeting. It will be held online, March 21, You must RSVP for the meeting to receive the Zoom link. [Link to Annual meeting registration](#).

On behalf of WSCC's Board
Karen M Ortiz, Volunteer board member
techiebetty@gmail.com

**Index to Bylaws of NFRIA/WSERC Conservation Center
(DBA Western Slope Conservation Center)**

Rationale: Trade name added to reflect current status of the organization's name. See Article 1 Section 1.

As amended at Annual Meeting on **March 21, 2021**

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Article I Name and Purpose

Section 1. Name.

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

Rationale: Change made for correctness and clarity and corrected spelling error.

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 and WSCC's official policies. Membership shall be available without regard to, race, color, creed, national origin, ancestry, religion, sex, age, physical or mental disability, or sexual orientation.

Rationale: WSCC has instituted code of conduct policies (e.g. harassment) as required by state law. Additional language is added to be consistent with CO Discrimination, Harassment and Mistreatment (Labor) Law.

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.

Members vote for WSCC's Board of Directors and Bylaw changes. The Board of Directors acts as the voice of the membership and has duties as described in Article 5, Section 3.

Rationale: Additional text is added to reflect current practice. General management of the WSCC rests with the Executive Director and staff, not the board or the membership.

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 four 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 three 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.

Rationale: Our membership has grown from (2015) to (2020). Termination or denial of membership has rarely if ever occurred. This process rightfully falls within the board of directors' purview.

Article III

~~Dues~~ **Donation-Based Membership**

Rationale: Title changed to reflect the membership nature of the organization and current practice.

Section 1. Donations.

WSCC welcomes donations from any person(s), business, or interested party. Any person(s) who make a financial donation of any amount to WSCC or business that chooses to join WSCC at one of its membership levels shall be considered a member.

Rationale: This change reflects current practice. WSCC is membership based including individual, family or business types. Donations are applied to membership or renewal.

Section 2. Membership Status.

Good standing for the purposes of membership and voting rights in WSCC is contingent upon donation at one of WSCC's membership levels. An annual donation shall be payable on the anniversary of the original enrollment by any individual, family or business. A membership shall be active for one calendar year beginning day of member's most recent donation.

Rationale: We want to make this process easier for our members to be actively engaged in WSCC and easier for WSCC's membership management processes as well.

**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.

Rationale: This sentence is unnecessary. All board members may vote on board business.

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, presenting them to the membership at the annual meeting. 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 and remaining terms;
- b) set strategic direction for the organization;
- c) ~~audit bills and disburse funds~~ bear responsibility for the fiscal condition of the organization;
- d) ~~approve fund-raising activities~~ oversee the work of all committees ~~be goodwill ambassadors who engage in and promote fund-raising activities~~;
- e) ~~approve all official public presentations~~;
- f) ~~appoint a nominating committee to select a slate to present to the membership to replace the outgoing directors and officers~~ present a slate of candidates to the membership to replace the outgoing directors at the annual membership meeting;
- and
- g) perform such other duties as may be deemed necessary to promote the mission and purposes of WSCC.

Rationale: Amended to reflect current practice. WSCC's policy and procedures related to Board member roles & responsibilities are outlined in WSCC's Staff Info and Human Resources Handbook and other documents. WSCC is moving from its roots of a working board to a governance board structure.

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 board 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 a meeting provided that said petition contains valid signatures of a quorum of members as specified in Article VIII, 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 7-128-107~~6~~, C.R.S, any one or more Directors may be deemed to have resigned if they a) are absent and unexcused from three consecutive, regularly scheduled board meetings; ~~a) or will be removed if:~~ ~~ba~~) they fail to abide by the bylaws or the policies and procedures established by the board; ~~eb~~) they act in a way which undermines the stated purpose or objectives of WSCC; or ~~ec~~) 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.

Amended to correct CO Revised Statute typo and to correct writing convention errors.

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 ~~a~~ written record of such participation ~~is recorded in the minutes of the board's meeting~~ as provided in Section 7-128-202, C.S.R.

Rationale for addition: State statute requires, "All writings made pursuant to this section shall be filed with the minutes of the meetings of the board of directors." Corrected a grammatical error.

Article VI Officers

Section 1. Number.

The officers of WSCC shall be a Chair-Elect ~~Vice-Chairperson~~ (hereinafter "Chair-Elect" "~~Vice-Chair~~"), 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.

"Chair-Elect" is changed to "Vice-Chairperson" in every instance.

Rationale: The Board believes a title change from "Chair-Elect" to "Vice-Chairperson" may make it easier to fill this position.

Section 2. 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 **board** committees; shall mentor the ~~Chair-Elect~~ **Vice-Chair**, and shall perform any other duties as are necessary to further the purpose of WSCC.

b) ~~Chair-Elect~~ **Vice-Chair**: 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~~ **Vice-chair**. 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; shall work with the Executive Director to review and implement Board policies and procedures; 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~~, **Vice-Chair** 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.

Rationale: Word 'board' is added for clarity.

Section 3. 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. **Board Governance committees manage WSCC's governance according to Colorado laws. Program Advisory committees are volunteer groups formed to give advice and support to advance WSCC's mission and goals.**

All committees shall be clearly instructed as to the ~~length of time each member is being asked to serve~~; 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.

Rationale: Language is added to distinguish between Board Governance and Program Advisory committees. Committee leadership may determine whether to have tenure requirements or not.

Section 2. Membership in Board Governance Committees.

WSCC's Board Executive and Finance committees establish policies and monitor their implementation. As such they are Board Governance committees. All Board Governance committees will be chaired by a WSCC board member. Membership in Board Governance committees is limited to **board members and may include** WSCC members in good standing.

Rationale: Amended to hold the board accountable for its primary fiduciary and governing obligations. Other board governance committees are outlined in policies and procedures, and updated as needed.

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.~~

WSCC Program Advisory committees must be in alignment with the goals of WSCC's mission and strategic plan. Program Advisory committees are accountable to the Executive Director. Board members who serve as committee volunteers must keep their roles as board members (governance and fiduciary) separate from their roles as program volunteers.

The Executive Director shall have the power to recommend adding or dissolving any Program Advisory committee to the board. The Executive Director shall reserve the right to exercise the power to add or reconfigure committee priorities following the revision of WSCC's strategic plan and goals. The Executive Director shall have the power to recommend to the Board of Directors dissolving a committee at any time during the life of any program advisory committee.

Rationale: Amended to reflect current practice and align with the WSCC Staff Information and Human Resources Handbook which states, "All WSCC staff provide direct support and coordination of program committees as required." The heart of WSCC's work rests in its program advisory committees. The Executive Director works with the Executive Committee to ensure program committees are aligned with WSCC's mission and strategic goals.

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. Notifications may be made in any manner provided in section 7-121-402(2), C.R.S. which include telephone, telegraph, teletype, electronically transmitted, or other form of wire or wireless communication; or by mail or private carrier. Written notice by mail shall be effective five days after its deposited 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. Rationale: Amendment made to reflect digital age communication methods as outlined in state statute. Words, suffix and punctuation added for clarity and readability.

Article X Conduct of Business

The proceedings of WSCC shall be run guided by in accordance with the current edition of Robert's Rules of Order, newly revised, when they are not in compatible conflict with these bylaws. They will be followed explicitly in instances of conflict during business meetings.

Rationale: Robert's Rules can be formal and cumbersome. Board practice is "guided by" RRs. They will be followed explicitly in instances of conflict.

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.

Amended: April 26, 2015, March 13, 2014, September 21, 2011¹

¹ Western Slope Environmental Resource Council (WSERC) Bylaws were adopted when North Fork River Improvement Association & WSERC merged. Name change file with the state 5/01/2010. Rationale: Footnote added for the historical record.