

Bylaws for the Lavender Association of Western Colorado (LAWC)

ARTICLE I: Name and Objectives

Section 1. Name: The name of this organization shall be Lavender Association of Western Colorado (LAWC) hereinafter referred to as the "Association." It is a non-profit organization incorporated under the laws of the State of Colorado.

Section 2. Objectives/Purposes:

- To further the public interest of lavender by supporting research, education, growth, market development and distribution of lavender products in Western Colorado.
- To provide leadership and organization which represents and coordinates activity on issues of mutual concern.
- Engage in any lawful business activity permitted by the laws of this state on behalf of the Association.
- To act as a strong, unified voice on behalf of the Association membership.
- To develop lavender as a viable, agricultural economy in Western Colorado.
- To seek funding for projects and marketing through membership development, and private and public sources.
- To develop partnerships with units of government, the not-for-profit and for-profit sectors.
- To create a sustainable organization.

ARTICLE II: Activities and Affiliations

Section 1. Nature of Activities: The Association shall be strictly non-partisan and non-sectarian. The Association, however, reserves the right to take positions and to express views on any legislation, ordinance or course of action, which in the judgment of the Association will affect the welfare of its members. The Association also reserves the right to comment on the actions of individuals and groups that affect the welfare of Colorado's Western Slope.

Section 2. Affiliation with Other Groups: The Association may join, support or collaborate with federations, leagues, conventions or other civic groups whose purposes and actions are consistent with the welfare, objectives and purposes of the Association provided, that any affiliation undertaken shall not impair the continued existence of the Association as a distinct organization.

ARTICLE III: Boundaries and Membership

Section 1. Boundaries: The Association's members generally reside on the Western Slope of Colorado. The Western Slope of Colorado constitutes the area of Colorado lying west of the Continental Divide.

Section 2. Membership Eligibility: Rights and Obligations of Membership: Application for membership will be open to any individual, business or organization interested in furthering the purpose/objectives listed in Article I, Section 2 of these bylaws and who fit into the criteria of Classes of Membership as listed in Article 3, Section 4.

(Article III, Sec. 2 cont.)

When requested by the Board, members are expected to cooperate in projects, committee work and activities of the organization.

Any person eligible for membership under this article shall become a member upon payment of the dues to the Treasurer.

Section 3. Dues: Memberships are annually based unless otherwise noted. From time to time the amount and terms of dues will be assessed and updated by the Board of Directors. Any changes to the membership terms and/or dues will take effect immediately upon approval. The Board may elect to accept contributions of goods and/or services in lieu of cash payment of dues. All classes of membership are subject to an initiation fee. Lapsed membership will result in another initiation fee if and when membership is renewed.

Section 4. Classes of Membership:

1. *Associate Membership* - Any individual 18 years of age or older, but who does not want inclusion on websites, directory or promotional products can join as an Associate Member. An Associate Membership is a non-voting class of membership. Associate Members are individuals or companies that wish to support the lavender community. Associate members understand that they will not be able to serve on the board unless they upgrade to a membership with voting rights.
2. *General Membership* - Any individual 18 years of age is eligible to join as a General Member providing full voting rights and privileges.
3. *Charter Membership* (unavailable after December 31, 2009) - Any individual 18 years of age or older is eligible to membership with full voting rights and privileges.
4. *Sponsor Membership* - A business or individual may obtain a Sponsorship Membership, but shall have no more than one vote within the Association.

Section 5. Voting Rights: Members of the Association only have the power to vote for the Board of Directors and for changes to these bylaws. They can, however, express their thoughts and opinions on other issues to members of the board so their voice is heard and considered prior to the vote. Each paid member has only one (1) vote, except for Associate Members who hold no voting power.

ARTICLE IV: Election, Duties and Powers of the Board

The Board of Directors is the governing/policy-making body of the Association comprised of a select group of no more than eleven (11) people whose qualifications suit them for the purpose of one of the board positions. The Board of Directors Executive Committee consists of the President, Vice President, Secretary and Treasurer. All board positions have a term of two (2) years. The President presides over all the meetings of the Board, however, in necessary situations at the designation of President, another member of the Board may run the meetings.

Section 1. Elective Officers, Terms and Qualifications: At the regular meeting held in October, a Nomination Committee of five members of the Association shall be elected by the Board of Directors. The Nomination Committee will be presided over by the Secretary. It shall be the duty of this committee to nominate candidates for the offices to be filled at the annual meeting of the following year. Additional nominations from the floor shall be permitted. Nominations will be finalized and announced in November via e-mail. Voting shall be done by mail in ballots. Voting is done by simple majority of the ballots received. All votes must be received by the end of business at the annual meeting at which time

(Article IV, Sec 1. cont)

the ballots will be counted and the new officers announced. Officer terms begin at the close of the annual meeting at which they are elected.

Mid-term appointments to fill a vacancy resulting from a Director's resignation or termination will be filled at the next regular or special meeting of the Association. The mid-term appointment will not count against that Directors term limit.

To be eligible for a board position, the member must have a current membership with voting rights. (Associate members have no voting power and therefore cannot serve on the board)

All board positions have a term of two (2) years and terms may be staggered to ensure the ongoing smooth continuity of board function.

Directors may be re-elected but no Director may serve more than two successive two-year terms in any board position. No member shall hold more than one office at a time, and no member shall be eligible to serve more that two consecutive terms in the same office. If the Nominating Committee, after performing due diligence, is unable to nominate new qualified candidates, a Director may be eligible for re-election despite number of terms served.

In selecting Directors, the Nominating Committee will give due consideration to balancing representation from various geographic sections of the counties and from the public and non-public sectors.

Section 2. Duties of the President: The President shall be the chief executive official of the Association and shall take care that its by-laws and decisions are faithfully observed and executed. In addition, the President shall have the following specific duties:

- Preside over the meetings of the Association.
- Be chair of and a voting member of the Board of Directors of the Association.
- Appoint all officers, special committees and representatives of the Association whose appointment is not otherwise provided for in the bylaws.
- Provide for the performance of the duties of any office or position of the Association during the temporary absence or disability of the incumbent until the vacancy shall have been filled in the manner provided by the bylaws.
- Represent the Association on any occasion, which in the President's judgment the interest of the Association is involved, and make or authorize statements on behalf of the Association on any matter in which the Association has arrived at a position or policy.

Section 3. Duties of the Vice President: If the President is absent from either a meeting of the Association or a meeting of the Executive Committee, the Vice President shall preside.

In the event of the resignation, removal, disqualification, disability or death of the President, the Vice President shall assume the office of the President for the remainder of the term of office and appoint another member to the Vice President seat as prescribed in Article 4, Section 1 of these bylaws.

Section 4. Duties of the Secretary: The Secretary shall keep all records of the Association not specifically the responsibility of another officer, shall record the proceedings of the meetings of the Association and the Board of Directors, and perform such related duties as the President or the Board of Directors may prescribe.

Section 5. Duties of the Treasurer: The Treasurer shall receive the funds of the Association and shall disburse these funds when duly authorized by the Association or the Executive Committee. The Treasurer shall make a report of the finances of the Association at each regular meeting and shall keep records in such form as to disclose the amounts and sources of all revenues received and the amounts and purposes of all funds disbursed. The Treasurer shall maintain a current and accurate roll of members. The Treasurer is also responsible for LAWC's sales tax license and making sure all the necessary forms and paperwork are filed on time and perform such related duties as the President or the Board of Directors may prescribe.

Section 6. Appointed Officers: The President may appoint other association officers, and may assign to them duties appropriate for such offices. The Association may create additional appointive offices as needed.

Section 7. Removal of Officers: Any officer (elected or appointed) of the Association may be removed for nonperformance of duties, inefficiency or conduct incompatible with the objectives and activities of the Association. A request for removal must be presented in writing. The Board will call a special meeting and the request will be read in its full text by the Secretary. The officer or Board member involved, if present, may briefly reply. After hearing each party's case, the Board will make their decision. All decisions by the Board are final and take effect immediately.

Section 8. Board Meetings: Any member of the Association may attend the Board meetings. It shall be understood that a member may comment and discuss the issues on the agenda, but hold no voting power.

If a member would like to add a topic to the Board meeting agenda, they must give a written (post mail or electronic mail) request to the President and/or Secretary at least seven (7) days prior to the scheduled meeting. The request must include the estimated time it will take to present/discuss the proposed topic. The President or Secretary, upon receipt of the request will give confirmation of the receipt to the member who submitted the request. It is the responsibility of the member to ensure that the President and/or Secretary received their request.

Section 9. Resignation and Termination: Any member may resign by submitting a written resignation to the Board or by not renewing their membership. Resignation will not relieve a member of obligations for unpaid dues or other accrued charges. Resignation and termination does not warrant a refund of dues paid. On rare occasions, a membership may also be terminated by vote of the Board of Directors.

Section 10. Board Role, Size and Compensation: The Board of Directors shall serve without pay and is responsible for overall policy and direction of the organization and may delegate responsibility to Board-created committees.

The Board will have no fewer than seven and no more than eleven voting directors which includes a President, Vice President, Secretary and Treasurer.

ARTICLE V: Meetings of the Association

Section 1. Nature of Meetings: Meetings of the Association will be held the same time and day of the month as previously determined by the Board. In the event a meeting date and/or time must be changed, the Board can vote by majority to change the meeting.

Section 2. Notice of Special Meetings: Special meetings may be requested and set by the President. The membership of the Association may also request a special membership meeting upon receipt of a petition signed by at least 20 members or 20% of the membership, whichever is fewer. The petition shall state the date, time, location and purpose of the special meeting. The agenda of a special meeting shall be limited to the stated purpose. At least forty-eight hours before its scheduled time a meeting notice will be delivered to all Board members.

Section 3. Quorum: For business transactions to take place and motions to pass, a quorum must be composed of four (4) Board members of the LAWC.

Section 4. Voting: All issues voted upon will be decided by a simple majority of those present and voting. Except for votes to approve memberships, to recess, adjourn and accept reports. Each member of the board has one (1) vote.

Passage of a motion requires a simple majority (ie: one more than half the Board members present) as long as a quorum is met.

Voting of the Board of Directors may be in-person, in writing or by electronic means and is overseen by the Secretary and/or President.

Section 5. Annual Meeting: The first regular meeting of the new year shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees and for any other business that may arise.

ARTICLE VI: Committees

Section 1. Committee Formation: The Board of Directors may create standing and ad hoc committees as needed. The President appoints all committees and members and holds a seat on each committee; except for the Nomination Committee.

Section 2. Executive Committee: The President, Vice President, Secretary and Treasurer serve as the Executive Committee. Except for the power to amend the Articles of Incorporation and these bylaws, the Executive Committee has all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board. The Executive Committee shall report all of its actions and decisions to the next membership meeting.

ARTICLE VIII: Amendment of the Bylaws

Section 1. Procedures. Amendments of these by-laws must be presented in writing at a regular meeting of the Association. Upon presentation, the Secretary shall read the full text of the amendment to the members present. The person or committee sponsoring the amendment will be permitted briefly to explain the purposes and answer questions thereon, but there shall be no debate. At the following meeting, the amendment shall be subject to debate and shall, if two-thirds of those voting are in favor, take effect immediately.

ARTICLE IX: Dissolution

If the Board of Directors decides to dissolve the Association, assets of the association shall be distributed for one or more exempt purposes within the meaning of Section 501c6 of the Internal

Revenue Code or the corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for public purpose.

ARTICLE X: Conflicts of Interest

Any member of the Board who has financial, personal, or official interest in, or conflict (or appearance of conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

ARTICLE XI: Dues and Budget

Section 1. Dues. Membership dues are payable by January 15 of each year and are not refundable or prorated. Dues that are not paid by January 15 will result in the membership lapsing.

Section 2. Budget. The Board of Directors shall prepare a calendar year budget in January.

ARTICLE X: FISCAL POLICY

The fiscal year of the Association shall be January through December.

CERTIFICATION

These bylaws were approved and ratified by the Board on April 22, 2009.

President _____ Date _____

Secretary _____ Date _____