

Colorado Association of Conservation Districts

Bylaws

(Last Revision November 15 2012)

ARTICLE I - NAME

The name of this corporation shall be Colorado Association of Conservation Districts, and is sometimes hereinafter referred to as "the Colorado Association" or "CACD" .

ARTICLE II - OBJECTIVE

The objective of the Colorado Association shall be to act as the organizing instrument of its member Conservation Districts. Its function shall be to provide scientific and educational materials and ideas for improving the quality of the work performed by districts by carrying out the non-profit purposes and activities stated in the Certificate of Incorporation. The Colorado Association expressly rejects any partisan political affiliation and no officer of this Association shall be empowered to participate in the name of the Association in partisan political activities.

ARTICLE III - MEMBERSHIP

Section 1 - Membership - Every Conservation District established in Colorado under the provisions of the Colorado Conservation Act shall be eligible to be a member of this association. The membership of any District that has failed to pay its dues as herein provided shall be suspended until current year assessed dues are paid in full. During such period of suspension, such District shall not have any, nor possess any, of the rights of membership in Colorado Association.

Member benefits shall be determined by voting delegates of the Colorado Association through the resolution process in the General Assembly.

Section 2a - Voting Members - Each and every district that has paid its dues as assessed by the Association prior to, or at the Annual Meeting of the fiscal year for which such dues have been assessed, shall be eligible for representation by one (1) voting delegate who shall be a supervisor of the district or a proxy, which proxy vote shall be required to be made by a conservation district board supervisor and which proxy is designated in writing and delivered before or at the time of the meeting for which such proxy is issued

Section 2b - Proxies - The number of proxies voted by one board supervisor shall be limited to one (1) and no one board supervisor shall represent more than two (2) districts as a voting delegate. Any board supervisor that has been designated a delegate for their conservation district may

have one vote and in addition may carry no more than one proxy for another conservation district, such that no board supervisor may have more than two (2) votes.

Section 3 - Non-Voting Members- The non-voting members shall be those persons, firms, and associations or corporations, who shall apply for such membership and shall make the financial contribution to the Colorado Association as required by the Board of Directors of the Colorado Association. The non-voting members shall be eligible to attend the meetings of the Colorado Association and to receive its publications.

Section 4 - Membership Dues- The annual membership dues in the Colorado Association of Conservation Districts shall be assessed by the Board of Directors of the Colorado Association as determined by the voting delegates at the annual meeting of the Colorado Association.

ARTICLE IV – CACD MEETINGS OF MEMBERS

Section 1 - The Annual Meeting of the members of the Colorado Association shall be held at a location and time as designated by the Board of Directors.

Section 2 - Special meetings of the members may be called by the President or may be called by two-thirds (2/3) vote of the duly elected members of the Board of Directors, or by the Secretary upon written request signed by twenty percent (20%) of the designated representatives of the voting members as specified in Article III, Section 2a. The purpose of every special meeting shall be stated in the notice thereof, and no business shall be transacted there except such as is specified in the notice.

Section 3 - Notice of CACD Member Meetings- Notice of meetings of district members and all matters concerning the Colorado Association of Conservation Districts shall be given in writing, by emailing notices or by placing in the mail, postage prepaid, to the last known post office address of the district member, at least forty (40) days prior to such meeting. Notice may also be given by printing said notice within the same time limitation in an official publication circulated among the Colorado Association members in good standing. Such notice shall state the place and time of any meeting and may state the purpose or purposes of a regular meeting.

Section 4 - Fifty percent (50%) of the district membership entitled to vote being represented by a voting delegate, shall constitute a quorum at all meetings of the district members for the transaction of business, except as otherwise provided by statute, by the Certificate of Incorporation or by these bylaws. If, however, such quorum shall not be present or represented at any meeting of the district members, a majority of the district members present represented by a voting delegate may adjourn said meeting for a period not to exceed sixty (60) days at any one adjournment. At the rescheduled adjourned meeting at which a quorum shall be present, any business may be transacted as could have been transacted at the meeting as originally called.

Section 5 - At all meetings of the district members each district having the right to vote shall be entitled to only one vote on any one motion.

ARTICLE V - DIRECTOR

Section 1- Confirmation and Terms

Section 1a - At the Annual Meeting of district members, there shall be confirmation of a Board of Directors consisting of ten (10) members, provided that each of the ten directors so confirmed shall represent and be, or shall have been, a supervisor of a Conservation District located in the area watershed. The area watershed organization shall submit to the Executive Vice President of this corporation the name of the newly elected director prior to, or at, the Annual Meeting of the corporation. The ten area watersheds to be represented are as follows:

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|-----------------------|-----------------------------|
| a. Rio Grande | f. Lower South Platte |
| b. Lower Arkansas | g. North Platte-White-Yampa |
| c. Upper Arkansas | h. Colorado |
| d. Republican | i. Gunnison-Dolores |
| e. Upper South Platte | j. San Juan |

Section 1b - The term of each director shall be for a period of three (3) years, and cannot exceed four (4) consecutive, three (3) year terms, however, if any given watershed has more restrictive language concerning terms of their directors in their bylaws, then the bylaws of their watershed will rule.

Section 1c - If any District wishes to change to another area watershed, it may do so with a 2/3 majority consent of the other Districts within the area of watersheds involved.

Section 1d - An area Watershed Association may designate an alternate director to the Colorado Association Board of Directors, to attend the regular or special meetings of the Board in the absence of the elected director. The alternate must meet the qualifications of the elected director, and must present a letter signed by the elected director requesting the alternate have full voice and vote at the specific meeting. Upon affirmative action of the Board of Directors, the alternate may have full voice and vote but cannot function as an officer of the Board of Directors.

Section 1e - Any vacancy occurring on the Board of Directors resulting from any cause other than the expiration of the term office, shall be filled by the Board by appointment of the person the watershed recommends providing however, that in filling such vacancy the Board shall appoint the person who shall be nominated at any official meeting of the area watershed from which the office of Director has been vacated.

Section 2: Duties and Responsibilities

Section 2a - The control, direction, and management of the affairs and property of this corporation, including all land and personal property belonging to it or which may be paid or transferred to it in trust, or by gift, assignment, purchase, grant, lease, bequest, devise or otherwise, shall be vested in the Board of Directors. It shall have the power to carry out the purposes of this corporation as specified in the Certificate of Incorporation, in these bylaws, and in the applicable laws of the State of Colorado and the federal government; provided, however, that no part of the net earnings of this corporation shall inure to the benefit of any member.

Section 2b- Title to any property of the Colorado Association may be conveyed by the President, attested by the Secretary of the Colorado Association, upon authority of the Board of Directors; provided, however, that any person to whom such title is conveyed shall not be required to determine the authority of the said President and Secretary, and their signatures upon any instrument conveying title shall be deemed sufficient to convey such title as to any person not having actual knowledge of a lack of authority, and any bonafide purchaser from the conveyee of such conveyance, or successor in interest to any such bonafide purchaser.

Section 2c - The Board of Directors shall establish and maintain a contingency fund for the Colorado Association based upon a base General Fund budget of \$80,000.00. The initial amount of the contingency shall be \$20,000.00 with an amount equal to 10% of any increase in the General Fund base budget added to the balance of the contingency. In the event, funds shall be withdrawn from the contingency fund, the repayment of those funds becomes the first priority in the next year's General Fund budget. The directors must vote to withdraw any funds.

Section 3 - No person shall be employed as a regular employee of the Colorado Association who is a member of the immediate family of a Director of the Colorado Association, which shall include persons related by affinity or consanguinity within the third degree to any such director, provided, however, that this prohibition shall not be deemed to extend to persons temporarily employed in connection with the Annual Meeting of the Colorado Association for a period of not more than forty (40) days.

ARTICLE VI - DIRECTOR'S MEETINGS

Section 1a - At the first meeting, following the Annual Meeting of the Board, the Board of Directors shall elect officers and confirm appointments. The elected officers and new board members shall assume office on January 1, following the Annual Meeting. At the call of the President, or as often thereafter as may be necessary to conduct the business of the Colorado Association of Conservation Districts, the Board of Directors shall meet. Special meetings of the Board of Directors shall be called by the President or may be called by the Secretary upon a written request of the majority of the members of the board of Directors, and/or 25% of the member districts.

Section 1b - Notice of all meetings of the Board, except the Annual Meeting, shall be given to each Director in writing by the Executive Vice President in person or by email or by mail to the last known address, at least two (2) days prior to the date of such meetings. At all meetings of the board, a majority of the eligible Directors shall constitute a quorum.

Section 2a - Directors shall be entitled to reimbursement from the funds of the Corporation for Board approved travel and living expenses while attending all regular or special meetings of the Board of Directors. The Board may provide for payment to the President or other authorized persons for expenses.

Section 2b - Appointed committee members attending any meeting of the corporation shall be entitled to Board approved expenses from the funds of the corporation at the discretion of the Board.

Section 2c - Representatives of the District members attending any meeting of the corporation shall not be entitled to travel or living expenses from the funds of the corporation.

ARTICLE VII - OFFICERS

Section 1a - The officers of the corporation shall consist of a president, vice president, secretary, and treasurer, which latter two offices may be combined by action of the Board of Directors, and held by one person. The president and vice president shall be members of the Board of Directors, and the secretary and treasurer, or secretary-treasurer may or may not be members of the Board of Directors. The president and vice president shall be elected for a term of two years (2) and eligible to succeed themselves for one additional term. The secretary and/or treasurer shall be elected for a term of one (1) year and eligible to succeed themselves.

Section 1b - The Executive officer of the Association shall be the Executive Vice President. The Executive officer may be the Secretary-Treasurer of the Colorado Association of Conservation Districts (CACD) at the discretion of the Board of Directors. The Executive Vice President shall have voice and no vote.

Section 2 - Any officer may be removed from office at any time by the affirmative 2/3 vote of the whole board of directors at any special meeting called for that purpose, on notice thereof to the said officer. Vacancies in any office or offices shall be filled by the Board of Directors.

Section 3 - The president shall be the chief executive officer of the corporation. The president shall preside at all meetings of the members of the Board of Directors; shall supervise the general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The president shall execute bonds, mortgages and other documents requiring the seal of the corporation; shall be ex-officio, a member of all standing committees; and shall have the powers and perform all such other duties of supervision and management as are usually vested in the office of the president, and such as may be properly required by the Board of Directors.

Section 4 - The vice president shall, in the absence or disability of the president or in the event of death, resignation, or removal from office, perform the duties and exercise the powers of the president.

Section 5a - The secretary shall keep a complete and accurate record of all meetings of the corporation and of the Board of Directors and shall have general charge and supervision of the books and records of the corporation. The secretary shall execute such papers pertaining to the corporation as authorized or directed to do so by the Board of Directors. The secretary shall be served all notices required by law and by these bylaws and shall make a full report of all matters and business pertaining to the secretary's office to the member districts at the CACD Annual Meeting.

Section 5b - In the event that the secretary shall be unable, refuse or neglect to serve such notices or prepare such notices or prepare such papers, any member of the Board of Directors or any officer of the Corporation designated by the President may serve such notices or prepare such papers.

Section 5c - The secretary shall be responsible for the corporate seal and the membership records of the corporation and affix such seal to all such papers requiring the seal. The secretary shall make all reports required by law and shall perform such other duties as may be required by the Board of Directors, or the President.

Section 6a - The treasurer shall have custody of all funds and securities of the corporation and shall keep full and accurate records of all receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name of, and to the credit of, the corporation, in such depository or depositories as may be designated by the Board of Directors, and shall perform such other duties with respect to the finances of the corporation as may be prescribed by the Board of directors, or the President. The treasurer shall give a bond, conditioned upon faithful performance of the duties of the treasurer in such amount and with such corporate surety as the Board of Directors may require, the cost thereof to be paid by the Corporation.

Section 6b - The Treasurer shall make a full report of all matters of business pertaining to this office at each regular meeting of the Board of Directors and to the member Districts at the Annual Meeting.

Section 6c - In the event of a combination of the office of Secretary and Treasurer, such secretary-treasurer shall perform the duties above set forth for each of said offices.

Section 7 - The immediate past president shall be an ex-officio member of the board of Directors with voice and no vote, unless the immediate past president is a duly elected CACD representative of the watershed, in which case, all the rights and powers of a director will take effect.

Section 8a - The Executive Committee of the Board of Directors shall consist of five persons: the president, vice president, immediate past president, and one director elected by the Board of Directors annually; and the Executive Vice President, ex-officio. In the event the immediate past president is no longer an elected watershed director, the Board of Directors shall elect one of their members to serve.

Section 8b - The Executive committee has power to act for the board of Directors in the interim between meetings of the directors, with any such actions to be reviewed and confirmed at the next regular directors meeting, except for the supervision of any employees of the association. The Executive Committee shall serve as the Personnel Committee of the Board of Directors.

Section 9 - The selection of the NACD Director and alternate Director shall be the annual responsibility of the Association's Board of Directors and shall be determined and announced each year at the Annual Meeting. Eligibility for this position shall be any district Supervisor.

Section 10 - The board of Directors shall have power to create any temporary or non-standing committee, the members of which need not be members of the Board of Directors. The functions of such committees may be managerial or advisory as the board of Directors may determine.

Section 11 - The members of the Board of Directors and the other officers of the corporation shall not receive any remuneration for their services as such. The provision, however, does not preclude the appointment of subordinate officers and agents or other personnel with such remuneration as the Board of Directors may determine.

Section 12 - In the absence of fraud or bad faith, the members of the Board of Directors and other officers of the corporation shall not be personally liable for its debts, obligations or liabilities.

Section 13 - In the event of the dissolution of the corporation, any assets remaining after payment, satisfaction and discharge of any existing liabilities or obligation, and after lawful provisions for the administration and disposition of any property held in trust by or for the corporation and all other acts required to adjust and wind up its business and affairs having been done, the corporation's assets shall be collected and distributed entirely to or among one or more organization devoted exclusively to natural resource conservation education and/or scientific purposes provided such organization(s) are exempt from federal taxation, by vote of the districts.

ARTICLE VIII - AMENDMENTS

Section 1 - These bylaws may be amended or repealed at any regular or special meeting of the district members by a majority vote of the members voting either in person or by proxy.

Section 2 - The Certificate of Incorporation of this corporation may be amended at any regular or regularly called special meeting of the district members, called for the purpose, by a majority vote of the district members present and voting either in person or by proxy; provided, however, that no amendment may be adopted in violation of the statutes of the State of Colorado, now in existence or hereafter adopted, relating to requirements for the organization or existence of non-profit corporations in Colorado.

ARTICLE IX - CONFLICT OF INTEREST

Section 1a - Notification to the Executive Vice President of a probable conflict of interest involving a director or newly elected watershed representative shall result in immediate notification to said director of probable conflict of interest and a call by the President for a special meeting within twenty (20) days to address said probable conflict of interest. An affirmative 2/3 vote by the whole Board of Directors shall be required to establish probable conflict of interest with any officer, representative, or candidate for office of the Board of Directors of the Colorado Association. Established conflict of interest involving a director shall result in immediate removal from the Board and the position and office, if applicable, being declared vacant.

Section 1b - A director shall not be eligible to be elected or appointed to the State Conservation Board, or serve upon said State Board, during his term as a Director of the Colorado Association.

ARTICLE X - PARLIAMENTARY AUTHORITY

Roberts Rules of Order shall be followed at all meetings of the Colorado Association and its Board of Directors in all cases where they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE XI - FISCAL YEAR

The fiscal year of this corporation shall begin on January 1 of each year and end on December 31 of the same year. All matters including financial records and terms of representation shall be based on a fiscal year.

ARTICLE XII

Section 1 - The CACD Policy Handbook exists to provide direction from the member districts to the CACD Board of Directors.

Section 2 - The Board of Directors shall review the policy book at least once per year at a regular or special meeting. The Board of Directors shall abide with and/or implement the policies contained therein with customary and prudent consideration.

I certify that the above and forgoing are the Bylaws of the Colorado Association of Conservation Districts, as amended, in effect as of November 16, 2012 (previously modified on November 20, 2003.)

Approved at Association Meeting on: _____

Signed by CACD authorized representative:

By: _____
Colorado Association of Conservation Districts