

Bylaws

Lavender Association of Colorado (LAC)

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Reference:

The Legal Guide for Association Board Members by James G. Seely

Democratic Rules of Order by Fred Francis and Peg Francis

Robert's Rules of Order

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ARTICLE I: Name and Mission

Section 1. Name

The name of this organization shall be Lavender Association of Colorado (LAC) hereinafter referred to as the “Association”, a non-profit organization incorporated under the laws of the State of Colorado and receiving a 501(c)(6) status by the Internal Revenue Service.

Section 2. Mission

The Association is organized to promote lavender as a cash crop in Colorado through education, research, networking and market development.

ARTICLE II: Location

The principal office of the Association, at which the general business of the corporation will be transacted and where the records of the corporation will be kept, will be at such place in the Western Slope of the State of Colorado as may be fixed from time to time by the Board of Directors.

ARTICLE III: Membership

Section 1. Membership Eligibility

Application for the membership will be open to any individual, business or organization interested in furthering the mission 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 3.

Section 2. Dues

Active Membership is based on annual dues payment and runs for one year from the date of initial dues payment. The amount and terms of dues will be assessed and updated by the Board of Directors from time to time. Any changes to the membership terms and/or dues will take effect immediately upon approval by the Board.

Section 3. Classes of Membership

- 1. General Membership** – Any individual 18 years of age or older, or business or organization is eligible to join as a General Member providing, full voting rights and obligations.
- 2. Supporter Membership** - Any individual 18 years of age or older, interested in supporting and learning from the Association and supporting the lavender community is eligible to join the Association as a Supporter Member, with no voting rights in the corporation. The Supporter Member is invited to participate in all functions of the Association.

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Section 4. Voting Rights and Obligations

The full voting membership of the Association will vote for

- a) Members of the Board of Directors.
- b) Changes to these bylaws.

Each voting member of the Association has one (1) vote. Each member can, however, express thoughts and opinions on any Association issue to members of the Board so their voice is heard and considered prior to any vote of the Board of Directors.

Each member of the Association agrees these Bylaws are an agreement between the Association and its members, and agrees to be bound by these Bylaws and any amendments, lawful actions of the Board, or voting members of the Association.

ARTICLE IV: Election, Duties and Powers of the Board

Section 1. Number, Eligibility, and Terms

The Board of Directors is the governing/policy-making body of the Association. Its members shall serve without pay and are responsible for overall policy and direction of the organization. The Association shall elect the Board of Directors, comprised of no fewer than seven (7) and no more than eleven (11) individuals, to include a President, Vice President, Secretary, and Treasurer, whose qualifications suit them to serve in Director and respective Officer positions.

A simple majority of Board members will be residents of Western Colorado. Board members will have or represent a business or organization or an individual that has current General Membership in the Association, with the exception that up to two (2) Directors may be non-members of the Association representing the community at large, and allowed one vote each in the conduct of Association business. Officers will perform all duties typically associated with each office.

All Directors and Officers shall serve for a term of two (2) years. Directors may serve no more than two consecutive two-year terms on the Board. No Director shall fill more than one Officer position at a time.

Section 2. Election of Directors

At a regular meeting of Association membership held in August, the Nominating Committee will present a slate of candidates for Directors to the Board. Additional nominations from the floor shall be permitted. Nominations will be finalized and announced in September and ballots distributed electronically. Voting shall be conducted via mail-in or electronically, and Directors shall be selected by a simple majority of the votes cast.

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All ballots must be received at the October Annual meeting, before the Annual meeting is called to order, at which time voting is closed and ballots counted. The elected Director(s) of the

Board will be announced at the end of business of the Annual meeting, and Director(s) term begins at the close of the October Annual meeting at which s/he is elected.

Board of Director members will determine who will hold each Officer position at the first Board meeting following within ten (10) days of the October Annual meeting. Officer positions will consist of President, Vice-President, Secretary, and Treasurer. Board members will approve via simple majority which Director shall hold an Officer position.

In the event of a Director position being vacated mid-term, a vote for replacement will be made at the next regular or special meeting of the Association membership. Completion of the unfinished term by a new Director shall not be counted as part of the new Director's term limits for serving on the Board of Directors.

Section 3. Removal of Directors or Officers

Any Director or Officer of the Association may be removed for nonperformance of duties, or failure, in serious degree, to observe the Association's rules of conduct as prescribed by the Board in these Bylaws or otherwise. Any member of the Association may submit a request in writing to a Director to be heard by the Board and must include dated and documented examples.

The Director or Officer involved will receive written notification no less than ten (10) days prior to a special Board meeting called by the Board. The Director and/or Officer involved, may reply orally at the special Board meeting or in writing received for the Board meeting. An affirmative vote of three-quarters (3/4) of a quorum of the Board of Directors shall result in removal of the Director and/or Officer in question.

Section 4. Resignation and Termination

Any Director or Officer may resign as a member of the Association's Board of Directors by submitting a written resignation to the Secretary of the Board. Resignation from the Board of Directors does not relieve an Association member of obligation for unpaid dues and does not warrant a refund of membership dues paid.

ARTICLE V: Meetings of the Membership

Section 1. Annual Meeting

The October meeting shall be known as the Annual Meeting and shall be held for the purpose of electing offices, receiving reports of Officers and Committees and for any other business that may arise.

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Section 2. Regular Meetings

Meetings of the Association will be held on a regular basis, with exception allowed for other activities of the Association (e.g. annual festival), and no less frequently than seven (7) times

per year. All meetings will be conducted using the Democratic Rules of Order by Fred Francis and Peg Francis.

Meetings of the Association membership may be held without physically gathering in a pre-determined location, and business must be conducted in a manner that allows the participation of all members using telephone or other form of electronic communication approved by the Board.

Section 3. Board Meetings

Board of Directors meetings will be held monthly. For business to be conducted, including consideration of and voting on motions at any meeting of the Board of Directors, a quorum of a minimum 80% of Directors must be in attendance. The meeting must be conducted in a manner that allows the participation of all Directors in a physical location, or using telephone or other form of electronic communication, as approved by all Directors.

Any member of the Association may attend meetings of the Board of Directors. If a member would like to request that a topic is considered as part of the Board of Director's meeting agenda, the member must give a written (post mark 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 and discuss the proposed topic. The President or Secretary, upon receipt of the request will provide confirmation of receipt and determine whether the topic is appropriate for full Board discussion, or should be considered in a different manner. As appropriate, the item will be added to the Board of Directors' meeting agenda at the earliest available opportunity. The member understands that suggestion and presentation of a given topic does not ensure Board adoption.

Section 4. Quorum

For business to be conducted in a membership meeting and motions to be considered and voted upon a minimum of one more than half of Board members must be in attendance, as described in Article V, Section 2.

Section 5. Voting

All decisions by the Board of Directors will be made by vote, with approval based on an affirmative vote by a simple majority of members present and voting. When a voting member is unable to attend a meeting of the Association membership, s/he may vote on any item of business by clearly communicating with the President or Secretary, via telephone, email or other form of electronic communication approved by the Board, prior to the meeting at which a motion is to be considered.

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ARTICLE VI: Committees

The Association shall have a standing Nominating Committee, to be chaired by the Secretary. The Board of Directors may create any additional ad-hoc committees as needed. The President shall appoint all committee members and holds a seat on each committee, except for the Nominating Committee, which shall not involve the President.

ARTICLE VII: Liability and Indemnification of the Board of Directors and Officers

In accordance with general notions of corporate limited liability, Directors and Officers shall not be, as such, held personally liable for the acts, debts, liabilities or obligations of the Association, assuming that the Directors and Officers:

- a. Acted in good faith;
- b. As regards official actions, reasonably believed that the conduct was in the best interest of the nonprofit corporation;
- c. As regards all other cases, reasonably believed that the conduct was at least not opposed to the nonprofit corporation's best interest;
- d. As regards any criminal proceeding, had no reasonable cause to believe the conduct was unlawful.

Directors and Officers are not to be held personally liable for any tort committed by an Association employee or other representative unless they are personally involved in the situation or committed a criminal offense in connection with such situation.

ARTICLE VIII: Authority and Fiscal Considerations

Section 1. Authority

No Director, Officer, member, employee or agent of the Association shall create or cause to be created, any contract or obligation for the payment of money or other things of value, unless the same is authorized or directed or ratified by the Board of Directors in a regular meeting or a special meeting called for that purpose.

Section 2. Fiscal Year

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

Section 3. Deposits and Withdrawals of Funds

All funds of the Association not otherwise employed shall be deposited in such banks, trust companies or other reliable depositories as the Board of Directors may direct. All financial procedures and requirements shall be outlined in the Association Policy & Procedures Treasurer's Duties.

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ARTICLE IX: Amendment of the Bylaws

Amendments of these bylaws must be presented in writing at a regular meeting of the Association. The person or committee sponsoring the amendments will be permitted briefly to explain the purpose(s) for the amendment(s), and answer questions thereon, but there shall be no debate. At the following meeting, the amendment(s) shall be subject to debate and a vote taken, a simple majority affirming vote shall constitute approval of the amendment(s), which shall take effect immediately.

ARTICLE X: Dissolution

If the Board of Directors decides to dissolve the Association, any assets remaining after paying or making provisions for the payment of all liabilities 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.

CERTIFICATION

These bylaws were approved and ratified by the Board on the __13th__ day of the month of __October__, in the year of __2018__.

President _____ Date _____

Secretary _____ Date _____