



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 designated 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 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 meets the criteria of Membership as listed in Article 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 of dues and terms of membership will be assessed and updated by the Board of Directors from time to time. Any changes to the membership terms and/or fees will take effect immediately upon approval by the Board.

Section 3. Classes of Membership and Obligations

1. General Membership – Any individual 18 years of age or older, or business or organization, is eligible to be a General Member with 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 be a Supporter Member, with no voting rights in the corporation. The Supporter Member otherwise is invited to participate in all functions of the Association.

3. 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 all amendments, and by lawful actions of the Board, and General Membership of the Association.



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Section 4. Voting Rights

The General Members of the Association will vote for

- a) Members of the Board of Directors.
- b) Amendments to these Bylaws.

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

ARTICLE IV: Election, Duties and Powers of the Board of Directors

Section 1. Number, Eligibility, and Terms of Directors

The Board of Directors is the governing/policy-making body of the Association. Directors shall serve without pay and are responsible for overall policy and direction of the organization. The General Membership shall elect the Board of Directors, comprised of no fewer than five (5) and no more than eleven (11) individuals.

A simple majority of Directors shall be residents of Colorado. A Director will be an individual or representative of a business or organization, with current General Membership status, with the exception that up to two (2) Directors may be non-members of the Association representing the community at large. Each Director will be limited to one representative of a business or organization. Each Director shall have one vote in the conduct of Association business.

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.

Section 2. Election of Directors

A minimum of sixty (60) days prior to the Annual Meeting, the Nominating Committee will present a slate of Director candidates to the General Membership. Additional nominations may be submitted to the Nominating Committee up to thirty (30) days prior to the Annual Meeting. Nominations will be finalized and announced fifteen (15) days prior to the Annual Meeting and ballots distributed. Voting shall be conducted and Directors shall be selected by a simple majority of the votes cast.

All ballots must be received at the 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 a Director's term begins at the close of the Annual Meeting at which s/he is elected.

Directors will determine who will hold each Officer position at the first Board meeting following within ten (10) days of the Annual Meeting. Officer positions will consist of President, Vice-



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President, Secretary, and Treasurer. The Officer position shall be held for one (1) year or until the next election. No Director shall fill more than one Officer position at a time, and no non-member Director can hold an Officer position.

In the event of a Director position being vacated mid-term, a vote for replacement will be made by a special vote of the General Membership. Completion of the unfinished term by a new Director shall not be counted as part of the term limits for the individual to serve on the Board of Directors.

Section 3. Board of Directors Meetings

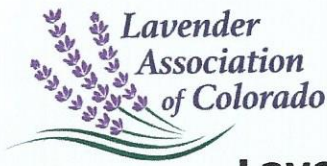
Board of Directors meetings shall be held monthly. For business to be conducted, including consideration of and voting on motions at any meeting of the Board of Directors, a quorum of a one more than half of total number of Directors must be in attendance. Decisions made shall be affirmative vote of simple majority of quorum

Any member of the Association may attend meetings of the Board of Directors. If a member would like to request that a topic be considered as part of the Board of Director's meeting agenda, the member must submit 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 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 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 with the member understanding that suggestion and presentation of a given topic does not ensure Board acceptance.

Section 4. Removal of Directors or Officers

Any Director or Officer of the Association may be removed for nonperformance of duties, or failure to observe the Association's standards of conduct, as prescribed by the Board in these Bylaws, Policy & Procedures, or otherwise. Any individual associated with or involved in doing business with the Association may submit a written request to the Board of Directors calling for removal of a Director or Officer; the request must include dated and documented examples of nonperformance and/or conduct violation. The Board of Directors will acknowledge receipt of the written request within thirty (30) days and make a determination of the validity of the request; and the involved Director shall recuse him/herself from this determination of validity.

The Director or Officer involved will receive written notification no fewer than ten (10) days prior to a special Board meeting called by the Board of Directors to consider the matter. The Director and/or Officer involved, may speak at the special meeting or may submit in writing his or her case prior to or during the special meeting. An affirmative vote of three-quarters (3/4) of a the Board of Directors shall result in removal of the Director and/or Officer in question.



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Section 5. Resignation and Termination

Any Director or Officer may resign from his or her position by submitting a written statement to this effect to the Secretary of the Board. Resignation from a Director or Officer position 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 Association

Section 1. Annual Meeting

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

Section 2. Regular Meetings

A minimum of one (1) additional meeting of the General Membership shall be held at a time most conducive to conducting Association business as determined by the Board of Directors. All meetings will be conducted using the Democratic Rules of Order by Fred Francis and Peg Francis.

Section 3. Quorum

For business to be conducted in a General Membership meeting and motions to be considered and voted upon a minimum of one more than half of Board members must be in attendance.

Section 4. Voting

- a) Decisions by the Directors will be made by vote, with approval based on an affirmative vote by a simple majority of a quorum of Directors present.
- b) Decisions by the General Membership will be made by vote, with approval based on an affirmative vote by a simple majority of General Members present and voting.

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 hold a seat on each committee, except for the Nominating Committee, which shall not involve the President.

ARTICLE VII: Electronic Meetings

Members and/or the Board of Directors of the Association may discuss, share information, hold meetings, vote and otherwise conduct business via electronic communications, including but not limited to teleconferencing. Voting conducted electronically shall be considered valid with confirmation of quorum of Directors participation.



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ARTICLE VIII: 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 Association;
- c. As regards all other cases, reasonably believed that the conduct was at least not opposed to the nonprofit Association'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 IX: 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 additional finance related procedures and requirements shall be outlined in the Association Policy & Procedures .

ARTICLE X: Amendment of the Bylaws

Amendments to these Bylaws must be presented in writing. The person or committee sponsoring the amendments shall include explanations of the purpose of the amendments. At the following General Membership meeting, the amendments shall be subject to debate and a vote taken; approved amendments shall take effect immediately.



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ARTICLE XI: Dissolution

If the Board of Directors determines that it is necessary to dissolve the Association, the final vote for dissolution shall occur only at the Annual Meeting, after the newly elected Directors are announced but before the end of the Annual Meeting. Notification to the General Members of this intent shall occur no fewer than thirty (30) days prior to the Annual Meeting. The newly elected Directors shall call for a special meeting for this purpose with an affirmative vote of three-quarters (3/4) of the Board of Directors resulting in dissolution of the Association.

Upon dissolution, 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 August, in the year of 2019.

President Bob Kowen Date 8-3-19

Secretary [Signature] Date 8/3/19