

| | |
|---|---|
| Policies & Procedures for the Lavender Association of Colorado (LAC) | orig: 4/15/09 rev: 1/28/14, 1/17/15, 12/5/17, 12/4/18, 12/10/19, 3/3/20 |
|---|---|

Lavender Association of Colorado (LAC) also referred to as the "Association" is 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. The mission of LAC is to ***promote lavender as a cash crop in Colorado through education, research, networking and market development.*** The primary documents for the organization are LAC Bylaws, LAC Policies and Procedures, and LAC Membership On-Line Directory.

The original name was Lavender Association of Western Colorado (LAWC) in April 2009, changing to Lavender Association of Colorado (LAC) on Oct 30, 2018, for state-wide expansion.

1. Mission/Objectives

The Association is organized to promote lavender as a cash crop in the state of Colorado through education, research, networking and market development. The objectives of LAC are, but not limited to, the following:

- a. To further the public interest of lavender by supporting research, education, growth, market development and distribution of lavender products in Colorado.
- b. To seek funding for projects, marketing, and research through private, public, and grant sources.
- c. To develop and promote lavender as a viable, agricultural crop in Colorado.
- d. To promote our membership's development through networking, education, and research.
- e. To provide leadership, an organization which represents its members, and a voice on issues of mutual concern.
- f. To engage business activity that will be lawful, ethical, and respectful.
- g. To develop partnerships with units of government, the not-for-profit and for-profit sectors. For example VCB, Tourism Board, CSU Extension, CAVE, WCHS, CFVGA, Chambers of Commerce, Business Incubator Center, GJ Botanical Gardens, Denver Botanical Gardens, Chatfield Lavender Farm at DBG, etc.
- h. To maintain a sustainable organization.



- i. To join, support or collaborate with federations, leagues, conventions or other civic groups whose purposes and actions are consistent with the welfare of LAC.

2. 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. Since the Association does not have an official office, this location may be designated as the Treasurer's and/or President's address.

3. Membership & Dues

Membership: Application for membership will be open to any individual, business or organization interested in furthering the mission of LAC and who fits into the category of membership as listed. Applicants will select the category of membership they request via paper or website application and send dues. Once the membership application has been accepted and the appropriate level of dues received by the Treasurer, the applicant becomes a member.

Dues: Memberships are annually on a rolling basis, for those joining 2016 and after, based for one year from the date of initial dues payment. Prior to 2016, annual dues are due in January each year. The amount and terms of dues will be assessed and updated by the Board of Directors from time to time.

Membership Categories:

General Membership: Voting rights for One. An individual who supports the mission of LAC, contributes to and benefits from the promotion, expansion, education, marketing, and networking of the lavender industry. One additional person may be listed as part of this membership, with one (1) still designated as the voting member. This membership level includes all lavender enthusiasts promoting the lavender trade in general. A Listing on the LAC website in the Membership Directory allows listing and promotion of the member's business and/or pictures of their lavender enthusiasm, noted on the Member Map, display the LAC logo in marketing materials, among other benefits. Refer to the LAC Logo Material Policy for General Members for details of use. This listing is username and password protected and designated only for the member and not to be distributed to non-members.

Supporter Membership: An individual who supports the mission of LAC, contributes to and benefits from the promotion, expansion, education, marketing,

and networking of the lavender industry. One additional person may be listed as part of this membership. There are no voting rights for this membership level and limited benefits.

Charter Membership: Voting rights for One. Charter Membership was previously obtained by joining LAWC, the Lavender Association of Western Colorado, by December 31, 2009. Charter membership refers to those members who were instrumental in creating and building LAWC, participated on the organizing committee, attended frequent meetings, regularly posted and commented on various topics in discussion areas, and participated in subcommittees and/or were members of the Board. This membership entitles a Charter Member to use this terminology in their advertising materials and/or websites, acknowledging their support since the beginning, and remains in effect as long as the member remains in good standing with paid-in-full dues and exercises their right to vote. If a Charter Member lets their membership lapse, their designation as a Charter Member lapses as well, but are eligible to maintain a General Membership. A previous Charter Member may reinstate their status by making up the payment amount needed to show concurrent Charter Membership. Charter Members have the same benefits as General Members. Charter Members are grandfathered into the name change to LAC.

Member in Good Standing: As a non-profit, voluntary membership organization, LAC relies on its members to take an active role in the Association, and the member must be current in all required fees and dues. LAC expects the practice of good business ethics, fairly and lawfully representing themselves, their products, and the Association, promoting the mission of LAC, which in turn will promote the individual member. A member in good standing is further defined by no lapse in dues greater than 30 days. If after 30 days lapse in renewal, new membership will occur upon payment. If wanting to continue membership accrual from beginning, this needs to be handled on an individual basis by communicating what is needed to update dues, whether it be receipts of proof, or payment of missing dues amounts.

Scholarship Opportunity: The Board of Directors may offer funding for a member's attendance of a conference, meeting, training session, etc, that is found to be a benefit for LAC as a whole. Funding may be the cost of registration for the event, will not exceed \$300, unless approved by the BOD, and will be done by reimbursement with proof of expense. Eligible members must be in good standing and be of General Membership status. In return, the member will provide training, reporting, and/or education at the next LAC Membership meeting

occurring after the event. Any visual aids should be planned such as handouts and contact information. Requests in writing should be submitted to any Board member, and considered at the next BOD meeting. Funding will be in the form of reimbursement of appropriate receipts showing proof of payment for attendance at event.

- a. All General Members, including the members of the Board are eligible.
- b. Speakers at the conference or meeting are not eligible unless proof of their speaking is in direct support and on behalf of LAC.
- c. A random draw will occur if more than one member submits a request.
- d. Previous Scholarship awardees will be considered as second choice or by default in the event the current awardee is unable to continue, or if they are the only request submitted.
- e. Membership will be made aware of opportunities via email, or other electronic means, but if a member has knowledge of an opportunity, they may bring it to the attention of the BOD for consideration.

Discount Benefit offered with General Membership: For the benefit of the member with multiple associates or employees, regarding LAC sponsored events, the member may substitute up to two people as representatives of their membership to qualify for the discount offered. If the event is not sponsored by LAC, e.g., the scholarship opportunity, then the member holder is the only one eligible.

4. Board of Directors

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. Election to the Board is on a two (2) year revolving basis with no more than two (2) consecutive terms, and attempts will be made to have no more than half (1/2) of the board members be new at any one time. At least one (1) Director is encouraged to hold a seat on standing and other committees, with the President having a seat on all committees except the Nominating Committee.

The Officers of the Board will consist of the President, Vice President, Secretary, and Treasurer. These officers will be elected by the Board from the Board within ten (10) days following the October Annual Meeting. The Officer positions are held for each two (2) year term, but if a position becomes open, they can shorten their current term to run for the open office. Officers may not hold more than one Officer position at a time.

Responsibilities/Expectations of all Directors:

- Attend and participate in regularly scheduled Board and committee meetings as well as special events as able.
- Participate on standing and ad-hoc committees as necessary. Assist in preparing regular committee reports for Board meetings.
- Help communicate, promote, and connect LAC mission and events to the community.
- Become familiar with LAC finances, budget, and financial/resource needs; assist in raising necessary funding and support the formulation and oversight of the budget.
- Maintain a professional demeanor in all areas, serving with utmost integrity and professionalism for LAC, other individuals, and businesses.
- Any Director who is thought to be in violation of expectations and responsibilities, may be given a written warning by the remaining Directors, and risk removal from their position.

A. Duties of the President:

The President shall be the chief executive official of the Association. In addition, the President shall have the following specific duties:

- Assures and shall take care that its bylaws and decisions are faithfully observed and executed.
- Assures registration with the Colorado Secretary of State of:
 - Articles of Amendment with Bylaws when necessary for changes.
 - Periodic Report on an annual basis.
- Presides over the Board meetings and Membership meetings of the Association.
- Appoints special committees and representatives of the Association not otherwise provided for in the bylaws.
- General charge and supervision of the Association, decision making, reporting by committees or representatives of the Association.
- Provides 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 is filled in the manner provided by the bylaws.
- Represents the Association when called upon in a responsible, professional and respectful manner.
- Is listed on bank accounts, PO Boxes, and other accounts as needed, along with Treasurer and one other Director, aiming to have three (3) Directors at all times.

- Manages correspondence in the general Association email info@coloradolavender.com.
- Maintains Association email President@coloradolavender.org.

B. Duties of the Vice President:

- Presides at all meetings in the absence of the President.
- Performs duties as assigned by the President.
- Supervises and support committees as assigned by the President, assuring regular reporting, keeping up to date with committee work, making sure committees are communicating with each other.
- Keeps list of committee members current, and supplies the same for listing on the website.

In the event of the resignation, removal, 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 assures another Board member fulfills the Vice President seat, maintaining the required number and voting requirements of Board members per the bylaws.

C. Duties of the Secretary:

- Keeps all records and documents of the Association not specifically the responsibility of another officer, including Bylaws and Policies & Procedures.
- Ensures that official records are maintained of members of the organization and Board.
- Ensures that these records are available when required for reports, elections, referenda, other votes, etc.
- Ensures that proper notification is given of directors' and members' meetings.
- Records the written minutes of the Association meetings and the BOD meetings, making sure these are shared to each Director, to be approved at the following BOD meeting and posted to the website within 3 business days after approval.
- Performs such related duties as the President or the Board of Directors may prescribe.
- Chair the standing Nominating committee.
- Bylaws: reviewed and updated annually or as needed.
- Policies & Procedures: reviewed and updated annually, due in December.
- Annual calendar: due in November.

D. Duties of the Treasurer:

- Receives the funds of the Association, and in a timely manner deposit said funds into the Association bank account, and disburse these funds as duly authorized by the Association or the Board of Directors. This will include manual and electronic activity.
- Make a report of the finances at each regular meeting and 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.
- Prepares the Annual Budget (along with the Board's review) and manages the budget of the Association as a whole, specific budget needs, e.g., Annual Festival, special projects or activities.
- Maintains a current and accurate roll of members, including past and present members.
- Is responsible for LAC's sales tax license and providing timely filing of sales tax due.
- Consult with the Association's bookkeeper for tax implications, e.g., fundraising, sponsorships, activities, and necessary tax reporting to IRS and the State of Colorado
- Assures that three Directors are listed on bank account for signing purposes.
- Assures the Secure Credit Card Processing Policy is updated annually, due in June.
- Maintains inventory of LAC property and products.
- Performs such related duties as the President or the Board of Directors may prescribe.
- Maintains Association email Treasurer@coloradolavender.org.
- Annual budget: due in November.
- Vendor Application for Annual Lavender Festival: reviewed annually, due by current year's festival for next year.
- Vendor Application for Artisan Christmas Fair: reviewed annually, due by June for release at Annual Lavender Festival of current year.

E. Residences of Board Members: At all times, a majority of the Board will reside in the state of Colorado. The nominating committee will take this into consideration when looking for candidates to run for open Board seats. The top Colorado resident vote recipients are elected no matter where their vote totals are in relation to other candidates in order to maintain this.

F. Budget. The Board of Directors shall prepare a calendar year budget by November for the following fiscal year.

5. Conflicts of Interest

Each member of the Board of Directors has a duty to place the interest of the organization foremost in any dealings with or on behalf of the organization. No member shall use his or her position, or the knowledge gained therefrom, in such a manner that a conflict arises between the interest of the organization and his or her personal interests. As much as is possible, conflicts of interest are to be avoided. However, the fact that a Director has a conflict of interest with the organization does not necessarily mean that a professional transaction cannot occur. There may be occasions when the Board wants to engage in the transaction, even with the conflict, i.e., material facts are disclosed, and a majority of the disinterested Directors approves the transaction in good faith; and the transaction is fair as to the nonprofit corporation.

The method to be used for determining that a particular transaction is fair to the organization is a

- Favorable vote, by those Directors who are not involved in the conflict.
- Each Board member is expected to provide all material facts and personal interests that may be determined to present a conflict of interest before any discussion or negotiation of such transaction.
- He/she may not participate in the discussion relating to the transaction, may not vote on the transaction and will be expected to leave the room while others discuss and vote on the transaction.

6. Dissolution of the Association:

Per the Bylaws, final vote to dissolve the Association is to occur at the Annual Meeting. If the current BOD determines that it is necessary to pursue dissolution of the Association, it is expected that notification will go out to the Membership affording enough time that hopefully someone will step up to take on the Director responsibilities of the Association, but at a minimum of 30 days prior to the Annual Meeting. It will be the newly elected Directors at the Annual Meeting that will have the responsibility and the right to call for a special meeting for this purpose. An affirmative vote of three-quarters (3/4) of the Board of Directors can then result in dissolution of the Association. In the event there are no new Directors voted in at the Annual Meeting, then the remaining Directors will perform the vote for dissolution. Those same remaining Directors must pursue the IRS rules or the hiring of an entity to complete the dissolution.

7. Documents that need to be maintained by the BOD consist of the following:

- Bylaws: reviewed and updated annually or as needed. Secretary
- Policies & Procedures: reviewed and updated annually or as needed. Secretary



- Secure Credit Card Processing Policy: reviewed annually, due in June. Treasurer
- Still, Stainless Milk-can Style Agreement: reviewed annually, due in June.
- Membership List: updated as needed. Treasurer, Vice President, Membership Chair
- Annual calendar: due in November. Secretary
- Annual budget: due in November. Treasurer
- Art Contest Rules and Specifications: reviewed annually, due in February.
- Vendor Application for Annual Lavender Festival: reviewed annually, due by current year's festival for next year. Treasurer
- Vendor Application for Annual Artisan Christmas Fair: reviewed annually, due by June for release at Annual Lavender Festival of current year. Treasurer
- Sponsor Packet for Annual Lavender Festival: reviewed annually, due by September.
- Sponsor Packet for Annual Artisan Christmas Fair: reviewed annually, due by August.
- Surveys of needed activities, e.g., vendors, seminars, bus tours, festival attendees, conferences, etc: reviewed annually, due at time of activity. Festival Director, Festival Committee.
- Annual Lavender Festival Director Contract: reviewed annually, due by August.
- Committee/Task Force Guidelines: needs to be approved.
- LAC Logo Material Policy for General Members: reviewed annually, due in March.

CERTIFICATION

These Policies & Procedures have been created to give direction and guidance to the Board of Directors. They are intended to be a working document that will be revised, amended and added to by the Directors as needed.

These Policies & Procedures have been approved and ratified by the Board on March 3, 2020.

| | |
|--------------------------|-----------------------|
| <u>Bob Kowen</u> | Date: <u>4-1-2020</u> |
| President | |
| <u>Asta Van Binsburg</u> | Date: <u>4-3-2020</u> |
| Secretary | |