

## BYLAWS OF THE COLORADO RIPARIAN ASSOCIATION, INC.

### ARTICLE I. NAME AND AREA

**Section 1. NAME** - The name of this organization shall be the Colorado Riparian Association (“Association”).

**Section 2. AREA** - This Association shall have as its area of organization the State of Colorado.

### ARTICLE II. MISSION, GOALS AND OBJECTIVES

**Section 1. MISSION** - The mission of the Colorado Riparian Association is to promote protection and restoration of Colorado's riparian areas and wetlands by building better awareness of the values and long-term benefits of good management.

We recognize that riparian areas and wetlands provide ecosystem services that are extremely important to the all who live in and visit Colorado. The ecosystem services provided by riparian habitats include water storage; water quality maintenance and enhancement; watershed protection; flood abatement; aquifer recharge and discharge; fishery and wildlife support; and aesthetic and recreation opportunity.

**Section 2. GOALS** - Goals of the Colorado Riparian Association are:

- 1) To foster a practical and scientific understanding of riparian areas and wetlands in Colorado.
- 2) To promote sound management of riparian areas and wetlands in Colorado through demonstration and education.

- 3) To promote communication and coordination among all people interested in riparian areas and wetlands in Colorado.
- 4) To help ensure that the long-term benefits of riparian areas and wetlands of Colorado are maintained or improved.

**Section 3. IMPLEMENTATION** - To aid in the attainment of these goals, the Colorado Riparian Association proposes to:

- 1) Periodically publish and distribute informational articles to members.
- 2) Conduct or support technical sessions periodically.
- 3) Act as a forum for discussion and input to facilitate decisions and provide information to elected officials, commissions, agencies and citizens or other formal groups.
- 4) Recognize outstanding achievement among those involved in managing and investigating riparian areas and wetlands.
- 5) Sponsor and co-produce, in cooperation with natural resource management agencies and appropriate conservation organizations, media productions, workshops, seminars, and outdoor education programs which encourage public interest in riparian areas and wetlands and support for sound management of riparian areas and wetlands.
- 6) Demonstrate good riparian area and wetland management practices and programs by taking an active role in developing public education programs.

### **ARTICLE III. ASSOCIATION YEAR**

The association operating and fiscal year shall begin 1 January.

## **ARTICLE IV. MEMBERSHIP**

### **Section 1. MEMBERS**

A person or entity shall become a member upon approval of his or its application for membership by the membership committee, payment of dues, and enrollment on the list of active members of the Association. All proposed memberships that are rejected by the membership committee shall be subject to the review of the Board of Directors and its concurrence.

There shall be four classifications of members.

INDIVIDUAL: A person employed by public or private entities, elected officials, or singular persons who are not students.

CORPORATE: any private firm, corporation, or nonprofit group.

AGENCY: any local, state or federal governmental agency.

STUDENT: members are registered, full or part time students

**Section 8. DUES** - Annual dues shall be determined at the annual meeting, and shall be payable by each member to the Treasurer no later than 90 days of the membership expiration date. Any member delinquent in payment of dues for more than 90 days after the anniversary date shall be dropped from the membership and the list of active members of the Association. The Treasurer or their designee will be responsible for sending out notices and collecting dues for the Membership Committee.

## **ARTICLE V. ELECTIONS**

### **Section 1. ENUMERATION OF DIRECTORS**

The Board of Directors shall be composed of the Officers of the Association and five other members for a total of nine board members all as hereinafter defined.

**Section 2. NOMINATION OF DIRECTORS**

Nomination for election to the Board of Directors, shall be made by the general membership. Self-nominations are acceptable. Nominations shall be solicited and accepted by the President or their designee. In the event the President anticipates nomination for a position on the Board of Directors, nominations shall be accepted, by an alternate person not seeking nomination to the Board of Directors, selected by resolution of the Board of Directors.

**Section 3. ELECTION OF DIRECTORS**

Directors shall be elected by the standing Board annually. Nominees will be selected from the membership of the Association, or otherwise electees will join the Association prior to sitting. Directors will be elected by electronic or paper ballot, or voice vote as recorded by the Association Secretary in Board-approved minutes, on dates determined by the Board of Directors prior to each annual meeting thereof. The Directors shall be installed at the first and at each ensuing annual meeting thereof. The Directors shall be members of the Association. Those persons nominated for the Board who receive votes, but are not elected to the Board of Directors, shall comprise the list of alternate Directors.

**Section 4. TERM AND ACCOUNTABILITY**

The Board of Directors shall hold office for one year unless he/she resigns, is removed with cause or is otherwise disqualified to serve.

**Section 5. RESIGNATION AND REMOVAL**

Any Director can be removed from office with cause by the Board. Any Director may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6. VACANCIES**

In the case of any vacancy on the Board of Directors, the remaining members of the Board may nominate and elect a successor member from the current list of alternate Directors to hold membership until the next annual meeting. If a list of alternate Directors does not exist, the Board of Directors may nominate and elect

a successor member from the general membership to hold membership until the next annual meeting.

**Section 7. RESPONSIBILITY OF THE BOARD OF DIRECTORS**

The purpose and objectives for which the Association is formed and established and the Association's property shall be managed by the Association's Board of Directors.

**ARTICLE VI OFFICERS**

**Section 1. ENUMERATION OF OFFICERS**

The Officers of the Association shall be President, Vice President, Secretary, Treasurer, and such other Officers as the Board may from time to time by resolution create. Each Officer shall at all times be a member of the Association.

**Section 2. ELECTION OF OFFICERS**

Officers elected by electronic or paper ballot, or voice vote as recorded by the Association Secretary in Board-approved minutes, on dates determined by the Board of Directors prior to each annual meeting thereof. They will be installed at each annual meeting.

**Section 3. TERM**

Officers shall be elected bi-annually from the membership of the Association and each shall hold office for two years unless he/she shall resign sooner, or shall be removed or otherwise be disqualified to serve. Each Officer may not serve more than two consecutive terms in the same office, unless a special resolution is adopted in a particular situation to allow it. Each term begins at the beginning of the calendar year.

**Section 4. DUTIES**

The duties of the Officers are as follows:

**President**

The President shall preside at all meetings of the Board of Directors unless appointing the Vice President as proxy; and shall see that the orders and resolutions of the Board are carried out.

### **VICE President**

The Vice President shall act in the place and stead of the president in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

### **SECRETARY**

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members and shall perform such other duties as required by the Board. In addition, the Secretary or their designee shall keep appropriate records showing the members of the association together with their addresses.

### **TREASURER**

The Treasurer shall have the custody and control of the funds of the Association, subject to the action of the Board of Directors, and shall when requested by the President or Board, report the state of the finances of the Association at each meeting thereof. The Treasurer shall also perform such other services as the Board may require from time to time.

## **ARTICLE VII. MEETINGS**

**Section 1. REGULAR MEETINGS** - Regular membership meetings shall be held at such times and places as determined by the Board of Directors.

**Section 2. ANNUAL MEETING** - One regular meeting held each year shall be known as the Annual Meeting, and shall be for the purpose of electing and installing officers, receiving reports of officers and committees, and for any other business that may require action.

**Section 3. MEETING NOTICE** - Electronic notice of each meeting of the Board of Directors and members shall be given by providing a copy of such notice at least seven days before such meeting to each member, addressed to the member's electronic address last appearing on the books of the Association. Such notice shall specify the place, day and hour of the meeting and the purpose of the

meeting. Such notice may be included in the regular publications of the Association, either printed or electronically and on the Association's website.

**Section 4. QUORUM -**

A quorum at any meeting of the Association shall consist of more than one half of the Directors currently serving as duly designated Directors of the Association who is present physically or by telephonic presence or by proxy.

**Section 5. MEETING RULES -** Order of business and parliamentary procedures at Association meetings shall follow Robert's Rules of Order, latest revision.

**Section 6. BYLAWS -** Association Bylaws shall be available for inspection during every meeting. If these Bylaws are revised, approval by a majority of the officers and members in good standing in attendance at the annual meeting is necessary before such revisions become effective. Proposed changes must be made available to the membership prior to the annual meeting.

**Section 7. PROXIES**

At all meetings of the Board of Directors and voting and general membership, each such member may vote in person or by proxy. All proxies must be in writing and must be submitted to the Secretary for the meeting for which the proxy is to be included with the minutes of such meeting in the Association's records.

**Section 8. VOTING REQUIRED**

The affirmative vote of the majority of the Directors present and voting at the meeting in which a quorum is present shall be required for any act of the Directors.

**ARTICLE VIII. MANAGEMENT AND FINANCES**

**Section 1. BOARD OF DIRECTORS -** The Colorado Riparian Association shall be governed by a Board of Directors composed of its officers, and Association

members duly elected to the Board. The Board of Directors shall conduct its affairs in conformance with the provisions of these Bylaws. The Board is authorized to act for the Association between meetings and shall report its interim actions to the members at each succeeding membership meeting.

**Section 2. FINANCE** - Funds of the Colorado Riparian Association shall be handled under the supervision of the Board of Directors by the Treasurer.

CLAUSE A - The Treasurer need not be bonded.

CLAUSE B - Funds shall be derived from dues, special projects (e. g., grants, contracts, cost-sharing agreements, etc.) and contributions.

CLAUSE C - Funds shall be placed in a federally-insured bank or savings and loan association.

**Section 3. REPORTS** - Within 20 days after an election or other official action the Secretary shall provide minutes and record of votes to the Board. The board shall review and approve these minutes at the subsequent meeting. An annual report from the Secretary shall be forwarded to the Board. A statement of calendar-year income and expenses, together with starting and ending balances, must be submitted by the Treasurer to the Board of Directors in January of each year for federal tax reporting by the Colorado Riparian Association.

**Section 4. FILES** - The Association shall maintain a file containing at the minimum: Bylaws of the Colorado Riparian Association; minutes of all regular and special meetings of the membership and of the Board of Directors; correspondence pertinent to Association affairs; and all other materials designated as pertinent by the Board of Directors. An "Operations Manual" shall be kept in the Association file for the guidance of each succeeding Officers. This manual will be passed to each incoming President who will maintain it along with the Officers. The Board of Directors will be notified of each such transfer.

## **ARTICLE IX. COMMITTEES**

**Section 1. APPOINTMENTS** - The Association President shall consider suggestions of the Board of Directors in appointing chairs of all regular standing committees. Committee chairs shall staff their committees with the President's assistance. All committee chairs shall submit a written summary of committee activities to the President and Secretary before the close of each Annual Meeting.

**Section 2. DUTIES OF STANDING COMMITTEES:**

**CLAUSE A - MEMBERSHIP** - This committee shall encourage the maximum number of qualified persons residing or working within the Association's organizational area to become members of the Colorado Riparian Association. This committee shall encourage that membership dues are maintained on a paid-up basis.

**CLAUSE C - PROGRAM** - This committee shall arrange programs, agendas, times and places for all regular meetings and provide the President and Board of Directors with a proposed agenda for the Annual Meeting at least 2 months prior to the meeting date. Duties include:

- (1) Securing necessary meeting rooms, equipment, facilities and handling of all other details for each meeting.
- (2) Coordination of Association meetings with those of other organizations where appropriate and desired.
- (4) Assisting in program development for other professional organizations, meetings, conferences concerned with riparian and wetlands research and management when appropriate.
- (5) Securing speakers or participants for each meeting as needed.

**CLAUSE D – INFORMATION, EDUCATION AND OUTREACH** - This committee

shall seek and employ methods of informing the public of basic riparian and wetlands concepts and values, and of Association activities and interests.

The committee will also be responsible for developing programs to demonstrate good riparian and wetland management practices on privately and publicly owned lands. It will facilitate the building of coalitions of local, state and federal agencies and private organizations which manage riparian and wetland habitats. It will assume an advisory role to public agencies and private landowners to develop model riparian and wetland management programs for all lands in Colorado.

**CLAUSE G - AWARDS**- This committee shall recommend persons for honorary membership and for Association awards recognizing meritorious service or outstanding achievement in riparian and wetland management or research.

**CLAUSE H – MEDIA**- This committee shall be responsible for any media or publications put forth by the CRA such as the webpage, newsletters and displays.

**Section 3. ACCOUNTABILITY** - All committees shall be accountable to the Board of Directors, under the general supervision of the President.

**Section 4. TENURE** - All committees shall serve until replacement committees are appointed or until the duties assigned to the committees have been discharged.

## **ARTICLE IX. DISSOLUTION**

**Section 1.** The Colorado Riparian Association may be dissolved by a 2/3 vote of the membership.

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of

all of the assets of the corporation exclusively for the purposes of the corporation in such a manner or to such organization or organizations, organized and operated exclusively for charitable, scientific, literary, or educational purposes as shall at the time qualify for exemption under Section 501(c)(3) of the Internal Revenue Code, as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court for the County of Boulder, Colorado, exclusively for such purposes or to such organization or organizations, as said District Court shall determine.

#### **ARTICLE X. AMENDMENT TO THE BYLAWS**

**Section 1. PROCEDURE** - These Bylaws may be altered or amended by a majority of the Association members present at the annual business meeting provided Article VII, Section 3 is followed.