

By-laws of the
BOULDER COUNTY NATURE ASSOCIATION
adopted in 1982 and amended on five occasions, lastly in 2017

Article I
Name and Principal Office

Section 1. The name of this organization shall be the Boulder County Nature Association, a non-profit organization hereinafter referred to as BCNA.

Section 2. The principal office for the transaction of the business of the organization shall be fixed and located in Boulder County, Colorado.

The Board of Directors may from time to time change the address of the principal office from one location to another in the County.

Article II
Purpose

Section 1. The purpose, as further defined in Article III of the Articles of Incorporation, is to foster and promote an awareness of, understanding and appreciation for the natural resources and heritage of Boulder County.

Section 2. The operations and use of property and assets of the BCNA shall be limited to scientific, historical, interpretive and other educational purposes.

Article III
Management

Section 1. The management and control of the affairs of this organization shall be vested in its Board of Directors.

Section 2. Any funds or property contributed to and accepted by the BCNA shall be held, administered, and disbursed or disposed of as the donor may direct, provided that any such direction is consistent with the purposes of the BCNA. In the absence of any such specific direction, such funds or property shall be held, administered and disbursed or disposed of solely for the purposes of the BCNA as set forth in the Articles of Incorporation.

Article IV
Board of Directors

- Section 1. Number. The Board of Directors shall consist of not less than seven (7) and not more than nine (9) members, all of whom must be members of BCNA. The Board shall be made up of the officers and not less than three (3) and not more than five (5) At-large Directors. No member of the Board of Directors shall be paid any compensation for his/her services as Director.
- Section 2. Duties and Powers. As stated in Article III, Section 1, the Board of Directors shall have general charge and control of the affairs, funds and property of the BCNA. It shall decide questions of policy and perform such other functions as designated in the By-Laws or otherwise assigned to it. It shall select candidates for the Board of Directors through the Nominating Committee and pursuant to the By-Laws.
- Section 3. Nomination and Election. The President of BCNA shall, not less one hundred and twenty (120) days prior to the annual meeting of members, shall appoint a Nominating Committee of three members. This committee shall nominate at least one candidate for each vacancy on the Board of Directors. Each nominee must certify willingness to serve. A ballot carrying the names of candidates for each vacancy shall be prepared by the Nominating Committee. Election shall take place at the annual meeting. Write-in privileges shall be maintained. The counting and certification of the ballots shall be done by the Nominating Committee. The nominee for each vacancy who receives a majority of the votes shall be elected.
- Section 4. Term. The term of office for the Board of Directors shall be two (2) years.
- As the respective Directors' terms expire, their successors shall be elected by the procedures in the By-Laws. Members of the Board of Directors may be re-elected, but to no more than three consecutive terms.
- Section 5. Taking Office. Persons elected shall take office at the annual meeting as soon as the meeting adjourns.
- Section 6. Vacancies. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors. Each Director so appointed or elected shall hold office for the remainder of the unexpired term.
- Section 7. Removal. Directors shall carry out their duties faithfully as outlined in the By-laws. Failure to do so may constitute reasonable grounds for dismissal. Directors may

be removed for cause as defined above by a majority vote of the Board of Directors.

Section 8. Quorum. The presence of a majority of the members of the Board of Directors shall constitute a quorum. A board member may attend by electronic means.

Section 9. Voting by the Board of Directors. At meetings of the Board of Directors votes may be cast in person or by electronic means if that board member is present for all discussion relating to the matter of the vote by an electronic means. The results of all votes, whether in person or electronic, shall be included in the minutes provided to the Board.

Section 9 10. Indemnity. The organization shall indemnify its Directors and Officers from liability and expenses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a Director or Officer, if:

- I. s/he conducted her/himself in good faith;
- II. s/he reasonably believed:
 - a. in the case of conduct in her or his official capacity with the organization, that her/his conduct was in the organization's best interest; or
 - b. in all other cases, that her or his conduct was at least not opposed to the organization's best interest; and
- III. in the case of any criminal proceeding, s/he had no reasonable cause to believe her or his conduct was unlawful.

However, no person shall be entitled to indemnification under this Section either:

- I. In connection with a proceeding brought by or in the right of the organization in which the director or officer was adjudged liable to the organization;
- II. in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in his or her official capacity;
- I. with respect to any matter as to which he or she shall have been adjudged not to have acted in good faith in the reasonable belief that such action was in the best interests of the organization.

Any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Article V

Officers

- Section 1. The officers of the BCNA shall be a President, Vice-President, Secretary and Treasurer and shall be appointed by Board of Directors.
- Section 2. The president shall be the chief executive officer of the BCNA; normally shall preside at all meetings of the Board of Directors and at all other meetings of BCNA; shall be an ex-officio member of all committees; and shall have the general powers and duties of management usually vested in the office of president and such other duties as may be prescribed by the Board of Directors from time to time.
- Section 3. The vice-president shall assist the president and assume the duties in the event of absence, incapacity, or resignation of the president. When so acting, s/he shall have all powers of and be subject to all the restrictions upon the president.
- Section 4. The secretary shall maintain all official records of the BCNA in all forms; attend to and channel all correspondence to the appropriate board or committee member; ; and in general perform all duties incident to the office of secretary, such as recording and distributing meeting minutes, and such other duties as from time to time may be assigned by the president or the Board of Directors. Maintenance of the current membership lists are the duty of the Membership Committee Chairperson, but the records shall be made available to the secretary for the purpose of storage, and to other board members for such uses as the Board of Directors deems appropriate.
- Section 5. The treasurer shall receive, deposit, have custody of, and be responsible for all the funds and securities of the BCNA, including the duty and power to open bank accounts; shall disburse BCNA funds under appropriate authorization of the Board; shall collect annual dues; shall provide the Board of Directors and the membership with written financial reports, including a report at the annual meeting; and shall in general perform all the duties incident to the office of treasurer and such other duties as from time to time be assigned by the president or the Board of Directors.
- Section 6. The Board of Directors may provide for, contract with, and/or employ such additional offices, agents, or employees as it may deem necessary for the carrying out of the purposes of the organization and may provide for their compensation, provided, however, that no such paid person shall be a member of the Board of Directors.

Exception to the previous sentence is made in the case of a member of the Board of Directors who teaches a BCNA class; such person may be compensated in the usual manner and at the same rate as non-board teachers.

Section 7. Officers shall carry out their duties faithfully as outlined in the by-laws. Failure to do so may constitute reasonable grounds for their dismissal. Officers may be removed for cause by a majority vote of the Board of Directors.

Section 8. Officers shall, upon leaving office, deliver to the Board of Directors or their successor all the records of the office within no more than 30 days.

Article VI Committees

Section 1. The Board of Directors may create such committees as may be deemed necessary to accomplish the aims and activities of the organization. Committee chairpersons shall be members in good standing of the BCNA.

Section 2. The tenure of a committee and its members shall be at the pleasure of the Board of Directors.

Section 3. The committees shall perform the work for which they were established, but no committee member or chair may encumber or commit the organization in any way without the prior approval of the Board of Directors.

Section 4. Committee chairs and members shall, upon discontinuing their committee involvement, deliver to the Board of Directors or their successor any related records or documents in their possession within no more than 30 days.

Article VII Membership

- Section 1. Membership in the BCNA shall be open to any person upon submission of an application and payment of annual dues. The membership shall not be limited in its number. Each member shall be entitled to one vote.
- Section 2. Membership shall extend for the period of one year on a calendar year basis and expires on December 31 of each year, unless the member is a Life Member. Reinstatement may be accomplished at any time in the same manner as heretofore provided for new members.
- Section 3. Members in good standing with the BCNA shall be entitled to all of the privileges including those of making motions, of voting, and of holding office. Members may vote electronically or by paper ballot. The Board of Directors may, without calling a meeting, request that members vote on issues. The result of all votes, whether electronic or in person, shall be available as soon as possible.
- Section 4. Memberships may not be transferred, and members shall have no property rights in the property of the BCNA.

Article VIII

Dues

- Section 1. The appropriate dues for membership shall accompany the application. There shall be no initiation fee.
- Section 2. Any changes in dues shall be voted upon by the members. Members may vote electronically or by paper ballot. Such changes shall take effect at the beginning of the next fiscal year (January 1), provided they have been approved by a simple majority of the votes cast.
- Section 3. Annual dues shall be paid to the BCNA on or before January 1 of each year.

Article IX

Meetings

- Section 1. General meetings of the membership may be called by the Board of Directors or by petition of ten percent (10%) of the active members. A minimum of one (1) general meeting shall be held each year.

- Section 2. Notice of general meetings shall be sent to members at least 30 days prior to the meeting, and shall specify place, day, time and general nature of business to be transacted.
- Section 3. Meetings of the Board of Directors or of any committee of the BCNA may be conducted in person, by phone or mail, provided a majority of the Directors or committee members have been contacted.
- Section 4. All in-person meetings of the Board of Directors or of any committee shall be open to attendance by any active member of the BCNA, but nothing herein shall prevent the Board of Directors or any such committee by resolution or other appropriate action, from convening in private session for the consideration of any matter which may come before them; however, the vote or other final action of such board or committee shall be taken in open session.
- Section 5. The dates, time periods and minutes of all phone, mail, or in-person meetings of the Board of Directors shall be given upon request to any active member.
- Section 6. A quorum for the general membership meetings shall be ten percent (10%) of the BCNA membership, prior notice of thirty days (30) having been given.

Article X
Fiscal Policy

- Section 1. The fiscal year of the BCNA shall extend from January 1 to December 31.
- Section 2. The Board of Directors shall authorize the preparation of an annual financial report of the operations of the Board within ninety (90) days of the close of the fiscal year.
- Section 3. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the BCNA shall be signed or endorsed by such person or persons and in such manner as determined by the Board of Directors.
- Section 4. The Board of Directors, except as in the by-laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the BCNA and such authority may be general or confined to specific instance, and unless so

authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to pledge its credit to render it liable for any purpose or to any amount.

Article XI
Amendments

Section 1. Amendments to these by-laws may be proposed at any time by the Board of Directors or submitted to the Board in writing by at least ten (10) active members of BCNA.

Section 2. The by-laws can be amended by a two-thirds (2/3rds) vote of the responding membership when polled by written or electronic ballot, at the discretion of the Board. Approved changes shall take place immediately unless otherwise noted on the ballot. Approved amendments to the bylaws shall be made available as soon as possible.

Article XII
Parliamentary Authority

In all matters and procedures not covered by these by-laws, the current revised Robert's Rules of Order shall prevail.

Article XIII
Dissolution

In the event of the dissolution and payment of all debts of the BCNA, procedures shall be governed by the Articles of Incorporation and assets hereof shall be distributed to another non-profit organization with similar purposes that is qualified for exemption from income tax under Section 501 (c) (3) of the Internal Revenue Code of the United States of America. The choice of the recipient(s) of such assets shall be determined by a majority decision of the Board of Directors.