

Proposed Changes to the Constitution and Bylaws of the North Fork Weed Coop

**To be voted on at the Annual Meeting, February 2,
2012**

This document contains proposed changes to the Constitution & Bylaws of the North Fork Weed Coop. There are 5 areas of changes to be considered, summarized below. Each proposed change begins on a new page. Please review, and consider these changes, if you have any questions or comments please send email to: norhtforkweedcoop@yahoo.com

Proposed Change #1: Mission – Decouple from the watershed of the North Fork of the Cache La Poudre River.

Proposed Change #2: Membership – Emphasize natural resources rather than real property; remove requirement that land owned or managed must be within the watershed of the North Fork of the Cache La Poudre River.

Proposed Change #3: Council – Clarify entity membership and term limits for entities. Also clarify term length – may be not exactly two years, if elections are held at different times of the year.

Proposed Change #4: Annual Meeting – remove restriction on when the annual meeting must be held.

Proposed Change #5: Council Members and Meetings – accommodate a “scaled back” mode of operation (fewer council members, fewer meetings).

Proposed Change #1: Mission – Decouple from the watershed of the North Fork of the Cache La Poudre River.

ARTICLE I. Name

Section 2. Mission:

Current Wording

The mission of the NFWC is: To work cooperatively on a long-term basis with willing community members to steward native plant and animal communities throughout the watershed of the North Fork of the Cache La Poudre river.

Proposed Wording

The mission of the NFWC is: To work cooperatively on a long-term basis with willing community members to steward native plant and animal communities throughout the watershed of the North Fork of the Cache la Poudre River **and surrounding areas in northern Larimer County.**

Proposed Change #2: Membership – Emphasize natural resources rather than real property; remove requirement that land owned or managed must be within the watershed of the North Fork of the Cache La Poudre River.

ARTICLE II. Members

Section 1. Qualification for Membership:

Current Wording

Qualification for membership is to be determined by the mission of the NFWC, which, generally speaking, is the stewardship of real property within the watershed of the North Fork of the

Cache La Poudre River. Accordingly, any person, agency or organization that owns or manages real property within the watershed of the North Fork of the Cache La Poudre River, and any other person, agency, or organization that is interested in the management and care of real property within the watershed of the North Fork of the Cache La Poudre River, may be a member. The watershed of the North Fork of the Cache La Poudre River includes that area

from Poudre Canyon north to just beyond the Wyoming-Colorado border and from the Continental Divide east to the Stonewall Creek drainage a few miles east of US Highway 287.

No person or entity shall be made or considered a member unless such person or entity has expressed a desire, or consents, to be considered a member and has paid membership dues as determined by the Council.

The Council may establish additional criteria for membership from time to time, provided such criteria are general in nature.

Proposed Wording

Qualification for membership is to be determined by the mission of the NFWC, which, generally speaking, is the stewardship of **native plant and animal communities throughout the watershed of the North Fork of the Cache la Poudre River and surrounding areas in northern Larimer County**. Accordingly, any person, agency or organization that owns or manages **natural resources** within the watershed of the North Fork of the Cache la Poudre River **and surrounding areas in northern Larimer County**, and any other person, agency, or organization that is interested in the management and care of **natural resources** within the watershed of the North Fork of the Cache la Poudre River **and surrounding areas in northern Larimer County**, may be a member. ~~The watershed of the North Fork of the Cache la Poudre River includes that area from Poudre Canyon north to just beyond the Wyoming-Colorado border and from the Continental Divide east to the Stonewall Creek drainage a few miles east of US Highway 287.~~

No person or entity shall be made or considered a member unless such person or entity has expressed a desire, or consents, to be considered a member and has paid membership dues as determined by the Council.

The Council may establish additional criteria for membership from time to time, provided such criteria are general in nature.

Proposed Change #3: Council – Clarify entity (public agency) membership, term limits for entities. Also clarify term length – may be not exactly two years, if elections are held at different times of the year.

ARTICLE III. Council

Section 2. Number, Qualification, and Tenure:

Current Wording

The initial Council shall consist of six members, who are identified in the Articles of Incorporation. The initial Council members shall provide that three of them shall serve initial terms of one year and three of them shall serve initial terms of two years. For the future, the Council shall consist of no fewer than seven and no more than eleven members, with the number to be determined by the Council from time to time. Council members shall serve terms of two years. No more than half of the Council positions shall regularly become vacant in any given year. No member of Council shall serve more than two consecutive two-year terms. Members of the Council shall be individuals who are eighteen years of age. At least 50% of the members of Council shall be individual members of NFWC; the remaining members of Council may be individual members of NFWC or may be representatives of entity members, provided that said individual has been authorized to represent the entity member. Council members shall be elected at the annual meeting of the members. A member so elected shall hold office until his or her replacement is elected and qualified. A member of Council may be removed as provided by law

Proposed Wording

The Council shall consist of no fewer than seven and no more than eleven members, with the number to be determined by the Council from time to time. Council members shall serve terms of **approximately** two years. **Because the Annual meeting may be held during different months on consecutive years, a Council member's term could be more or less than an exact two year term.** No more than half of the Council positions shall regularly become vacant in any given year. Members of the Council shall be individuals who are at least eighteen years of age. At least 50% of the members of Council shall be individual members of NFWC; **the remaining members of Council may be individual members of NFWC or may be representatives of entity members, provided that said individual has been authorized to represent the entity member. No member of the Council shall serve more than two consecutive two-year terms, except for representatives of entity members. There will be no term limits for entity members, or the representatives of such entity members.** Council members shall be elected at the annual meeting of the members. A member so elected shall hold office until his or her replacement is elected and qualified. A member of Council may be removed as provided by law.

Proposed Change #4: Annual Meeting – remove restriction on when during the year the annual meeting must be held. Clarify that mail-in ballots may be emailed.

Article II. Members

Section 5. Annual Meeting of Members:

Current Wording

The organization shall hold an annual meeting of members between January 15 and February 15 of each calendar year, commencing in 2004 and continuing in subsequent years. The exact

date and the location of the annual meeting shall be determined by the Council and shall be published in the NFWC newsletter at least thirty days, but not more than sixty days, prior to the date of the annual meeting. If there is no newsletter published during this period, at least thirty but not more than sixty days prior to the annual meeting, the Council shall cause written notice

of the date, time, and place of the annual meeting to be sent by United States mail or by electronic mail to all members of NFWC as they may appear on the books of the organization at the close of business the day before notice is sent. The notice of the annual meeting to be given shall not contain a description of the matters to be addressed at the annual meeting unless there is a proposal to amend the Articles of Incorporation or this Constitution, to indemnify a member of the Council, or to approve a merger, a sale of assets, a dissolution, or a conflict of interest transaction.

All persons or entities who are qualified as members as of the date of the annual meeting may attend, be heard at, vote at, and exercise all other privileges of membership at the annual meeting. A quorum for the conducting of business at the annual meeting shall be five percent (5%) of the membership of NFWC. Members who are unable to attend the annual meeting may vote for council members by mail-in ballot. Participation by proxy shall not be allowed, except to the extent that an individual may be designated by an entity member to represent that entity.

The organization shall not be required to prepare or maintain a members list for inspection prior to the annual or any special meeting.

The members shall be entitled to vote upon the election of members of the Council and upon any other matter that the laws of the State of Colorado require to be voted upon by the members. Directors may be elected by a majority of the votes cast. Except as otherwise provided in the Articles of Incorporation or this Constitution, or as required by pertinent law, any other matter being voted upon by the members shall be deemed approved if it receives at least a plurality of the votes cast.

Cumulative voting for members of the Council shall not be permitted.

Proposed Wording

The organization shall hold an annual meeting of members ~~between January 15 and February 15 of each calendar year, commencing in 2004 and continuing in subsequent years.~~ The exact date and the location of the annual meeting shall be determined by the Council and shall be published in the NFWC newsletter at least thirty days, but not more than sixty days, prior to the date of the annual meeting. ~~If there is no newsletter is~~

published during this period, at least thirty but no more than sixty days prior to the annual meeting, the Council shall cause written notice of the date, time, and place of the annual meeting to be sent by United States mail or by electronic mail to all members of NFWC as they may appear on the books of the organization at the close of business the day before notice is sent. The notice of the annual meeting to be given shall not contain a description of the matters to be addressed at the annual meeting unless there is a proposal to amend the Articles of Incorporation or this Constitution, to indemnify a member of the Council, or to approve a merger, a sale of assets, a dissolution, or a conflict of interest transaction.

All persons or entities who are qualified as members as of the date of the annual meeting may attend, be heard at, vote at, and exercise all other privileges of membership at the annual meeting. A quorum for the conducting of business at the annual meeting shall be five percent (5%) of the membership of NFWC. Members who are unable to attend the annual meeting may vote for council members by mail-in or **email** ballot. Participation by proxy shall not be allowed, except to the extent that an individual may be designated by an entity member to represent that entity.

The organization shall not be required to prepare or maintain a members list for inspection prior to the annual or any special meeting. The members shall be entitled to vote upon the election of members of the Council and upon any other matter that the laws of the State of Colorado require to be voted upon by the members. Directors may be elected by a majority of the votes cast. Except as otherwise provided in the Articles of Incorporation or this Constitution, or as required by pertinent law, any other matter being voted upon by the members shall be deemed approved if it receives at least a plurality of the votes cast.

~~Cumulative voting for members of the Council shall not be permitted.~~

Proposed Change #5: Council Members and Meetings – accommodate a “scaled back” mode of operation (fewer Council members, fewer meetings).

ARTICLE III. Council

Section 2. Number, Qualification, and Tenure:

Current Wording

... For the future, the Council shall consist of no fewer than seven and no more than eleven members, with the number to be determined by the Council from time to time.

Proposed Wording

... The Council shall consist of no fewer than **five** and no more than eleven members, with the number to be determined by the Council from time to time.

Section 4. Meetings:

Current Wording

The Council shall have a minimum of four regular meetings each year, one of which shall coincide with the annual meeting of members. No formal notice of regular meetings need be given. Special meetings may be called at any time upon at least forty-eight hours notice to every member of Council, which notice may be transmitted via e-mail or telephone. Attendance at, or participation in, any meeting constitutes waiver of any objection to the form of notice.

Proposed Wording:

Section 4. Meetings: The Council shall have a minimum of **two** regular meetings each year, one of which shall coincide with the annual meeting of members. No formal notice of regular meetings need be given. Special meetings may be called at any time upon at least forty-eight hours notice to every member of Council, which notice may be transmitted via e-mail or telephone. Attendance at, or participation in, any meeting constitutes waiver of any objection to the form of notice.