

CONSTITUTION AND BY-LAWS OF THE NORTH FORK WEED COOP

CONSTITUTION

ARTICLE I. Name

Section 1. The name of this organization shall be the North Fork Weed Coop; the organization may also be referred to as the North Fork Weed Cooperative. The organization may be referred to herein as NFWC.

Section 2. Mission: 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.

To maximize integrated weed management efforts by coordinating management across both private and public lands, prioritizing resources and strategies, and promoting Best Management Practices.

To disseminate information and knowledge about integrated weed management and ecological restoration that supports successful land stewardship.

To create a community-led model of cooperative stewardship that can be exported to other sites.

Section 3. Council: The NFWC shall be governed by a Council that shall serve as a board of directors.

Section 4. Offices: The principal office of the organization shall be designated from time to time by the governing Council of NFWC and, unless otherwise decided by the Council, shall be within the watershed of the North Fork of the Cache La Poudre River. The NFWC may have such other offices, either within or without of said watershed, as the Council may designate or the activities of the organization require from time to time. The registered office of NFWC may be, but need not be, identical with the principal office and the address of the registered office may be changed from time to time by the Council.

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ARTICLE II. Members

Section 1. Qualification for Membership: 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.

Section 2. Classes of Membership: Unless otherwise established by action of the Council or the members, there shall be two classes of membership: individual and entity (for agencies and organizations). The Council may, from time to time and without the necessity of amending this Constitution, modify the classes of membership by creating additional classes of membership, merging all classes and establishing a single class of membership, or creating a different method of classification of members. All members, regardless of their classification, shall be entitled to one vote on any matter on which the members are entitled to vote.

Any entity holding a membership in the NFWC shall designate one individual to represent the entity. In the event that more than one individual claims to represent an entity member, the Council shall determine which individual shall be allowed to represent the entity.

Section 3. Dues: Dues for members shall be determined no more frequently than annually by the Council. The Council may, but need not, establish different levels of dues for different classes of members. Dues shall be paid for a calendar year, shall be due and payable in advance, and shall not be pro-rated for partial year memberships. Notwithstanding the foregoing, the Council may offer as an incentive for new members' pro-rated membership dues or waiver of membership dues for the first partial year of membership.

Section 4. Rights and Benefits of Membership. Every member shall receive any newsletter or any other material that the NFWC publishes or promulgates for the benefit of its members. Members shall have the right to attend the annual meeting, to speak thereat, and to vote on matters that come before the membership. Members shall have the right to attend meetings of the Council or of the committees established by the Council.

The Council may from time to time provide for different or additional rights and benefits of membership, except provided that the Council may not eliminate or restrict the right of the members, or any class thereof, to vote for members of the Council.

Section 5. Annual Meeting of Members. 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 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 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.

Section 6: Special Meetings of Members. The Council may schedule a special meeting of the members. A special meeting shall be held when ten percent (10%) or more of the members request, in writing, that a special meeting be held. All provisions of this Constitution concerning the annual meeting shall apply also to any special meeting, with the following exceptions: (1) the notice of a special meeting shall specify the matters to be considered at such special meeting; (2) no other matter other than that specified in the notice shall be considered at the special meeting; (3) a quorum for conducting business at a special meeting shall be ten percent (10%) of the membership; (4) any matter voted upon at a special meeting shall require two-thirds affirmative vote to pass.

ARTICLE III. Council

Section 1. General Powers: Except as otherwise provided in the Articles of Incorporation or this Constitution, or as required by law, the powers of NFWC shall be exercised by or under the authority of, and the affairs of NFWC shall be managed under, the direction of the Council. The Council shall manage the affairs of NFWC in such a manner as to endeavor to promote the implementation and facilitation of the mission of the NFWC.

Section 2. Number, Qualification, and Tenure: 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

Section 3. Vacancies: In the event of a vacancy on the Council due to the inability or unwillingness of a duly elected Council member to continue serving in that capacity, the Council may fill the vacancy. The person appointed to fill the vacancy shall serve only until the conclusion of the term of the Council member whose position he or she was appointed to fill, at which time he or she may be elected by the membership. A person appointed to fill a vacancy shall be entitled to serve two complete consecutive two year terms as a result of being elected, regardless of the length of time he or she serves as a result of being appointed to fill a vacancy.

Section 4. Meetings: 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.

Council members may participate in meetings by telephone. The Council may take action without a meeting but by written consent in a manner consistent with Colorado law. A member of the Council may give a proxy to another Council member for a specific item or proposal, provided such proxy is in writing and describes with reasonable specificity the item or proposal to which it is directed.

A quorum for action by the Council shall be a majority of the persons currently serving as members of Council. Unless otherwise provided in the Articles of Incorporation or this Constitution, or required by law, a majority of votes of those members of Council participating in a meeting shall be sufficient to adopt a proposal or approve action.

Council members who are present at a meeting at which action is taken shall be presumed to have assented to such action unless their non-assent is manifested as provided by law.

Section 5. Committees: The Council shall not delegate to any committee any authority to act on behalf of the organization. In all circumstances, committees shall only be empowered to make recommendations to the Council, which shall alone have the power and right to make decisions on behalf of NFWC.

ARTICLE IV. Officers

Section 1. The Officers of the organization shall consist of a President, Vice President, Secretary and Treasurer. Officers shall be elected by the Council for one year terms at the regular meeting of the Council that coincides with the annual meeting of the members. A Council officer may be re-elected to an office for as long as he/she is eligible to serve on the Council. Officers generally shall be members of the Council, but the Council may elect one or more officers who are not members of the Council.

A person may hold more than one office except that one individual shall not simultaneously occupy the offices of President and Vice-President, nor shall one individual simultaneously occupy the offices of President and Secretary. If an officer resigns or is unable to continue serving in such capacity, his or her replacement for the unexpired term shall be elected by the Council.

Section 2. The President shall preside at meetings of the Council and of the membership and, subject to the direction and supervision of the Council, shall serve as the chief executive officer of NFWC. The President, or the President's designee, shall represent the NFWC to other organizations and in the community. The President shall promote the NFWC and provide leadership within NFWC. The President shall prepare, with assistance from the Council, a written annual report to the members.

Section 3. The Vice-President shall assist the President, shall perform such duties as may be assigned by the President or the Council, and shall act as the President's designee or substitute in the absence of the President.

Section 4. The Secretary shall be responsible for maintaining the records of the NFWC including minutes of Council and members meetings, records of membership, articles and amendments thereto, the Constitution and amendments thereto, and resolutions or actions of the Council. The Secretary shall handle correspondence. The Secretary shall be responsible for insuring compliance with all reporting requirements of the state of Colorado or any other jurisdiction in which the organization is active.

Section 5. The Treasurer shall be chief financial officer of the organization, shall be responsible for preparing, with the assistance of the other Council members, and submitting the budget, and shall be responsible for maintaining records of the financial affairs of the organization. The Treasurer shall prepare an annual financial report for the membership and shall be responsible for maintaining adequate records for accountability to grant-making entities. The Treasurer shall be responsible for collecting dues from members. The Treasurer shall be responsible for preparing and filing tax returns, if any.

Section 6. Subject to the direction, supervision, and approval of the Council, any officer may use volunteer or paid assistance in performing his or her duties.

ARTICLE V. Committees

Section 1. Number and names of committees. There may be up to seven permanent committees: e.g. strategic planning, publications/Best Management Practices/outreach, training, development, and nominations. The Council may also form ad hoc committees as necessary for specific needs. A listing of committees, committee chairs and members shall be provided to the membership annually.

Section 2. Guidelines for selection of committee members. Any current member of the NFWC may volunteer to participate on any committee. The committee chair shall be selected by the committee membership.

Section 3. Responsibilities of committee chairs. The chairs are responsible for overseeing the functions of the respective committees and communicating with the Council. The chairs shall appoint a committee member to take and record minutes of each meeting, ensure the retention and availability of these minutes as requested, and provide a written annual report and budget to the Council.

Section 4. Committee functions shall be defined by the Council and the committee members.

ARTICLE VI. Amendments

The Articles of Incorporation or this Constitution may be amended by a two-thirds vote of the members present at the annual or any duly called special meeting of the members of NFWC, subject to the requirement that notice of the proposed amendment be given to the members as provided in Article II, Sections 5 and 6, above.

Any amendment to the Articles of Incorporation or this Constitution shall be proposed by the Council or shall be proposed by no fewer than ten percent of the members.

ARTICLES OF INCORPORATION of NORTH FORK WEED COOP A COLORADO NONPROFIT CORPORATION

Pursuant to §7-122-102, Colorado Revised Statutes, the individual named below causes these Articles of Incorporation to be delivered to the Colorado Secretary of State for filing, and states as follows

1. The entity name of the nonprofit corporation is: NORTH FORK WEED COOP. The nonprofit corporation shall have perpetual existence.
2. The address of the initial principal office of the nonprofit corporation is 1235 Cherokee Park Road, Livermore, Colorado 80536.
3. The name, and the business address, of the initial registered agent for service of process on the nonprofit corporation are: Conrad T. Swanson, 125 South Howes, Suite 890, Fort Collins, CO 80521.
4. The nonprofit corporation will have voting members. Criteria for membership and classifications thereof, if any, shall be established by the Board of Directors from time to time, consistent with the Constitution of the nonprofit corporation. The corporation shall have no capital stock.
5. The nonprofit corporation is organized and shall be operated exclusively for religious, charitable, scientific, and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. The specific purposes and objectives of the nonprofit corporation shall include, but not be limited to:
 - a. Preserving and enhancing native plant and animal communities, and controlling and limiting the detrimental effects of non-native plant communities or indigenous, but undesirable, plant species (e.g., "weeds") in the State of Colorado and, particularly, in the watershed of the North Fork of the Cache La Poudre River
 - b. Collecting and disseminating information regarding the stewardship of native plant and animal communities, ecological restoration, and weed management and control;
 - c. Providing resources including, but not limited to, technical, financial, educational and physical resources for the accomplishment of restoration of damaged ecosystems, control and management of undesirable plant species, and environmental stewardship;
 - d. Promoting and encouraging cooperative efforts among private individuals, governmental entities, the business community, members of the public, and land owners and managers for land stewardship and weed management;
 - e. Creating models for cooperative ecological stewardship and weed management for use by the nonprofit corporation or other entities;

- f. Collecting and distributing information regarding land management and demonstrating or assisting others in demonstrating appropriate techniques of land management;
 - g. Educating the general public as to the importance of ecological stewardship and restoration, including the importance of controlling weeds and other non-native or undesirable plant species.
6. In furtherance of the foregoing provisions, but not otherwise and subject to the restrictions set forth in paragraph 7, below, the nonprofit corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of the State of Colorado and may do everything necessary of convenient for the accomplishment of any of its purposes, either alone or in connection with other organizations, entities, or individuals, either as principal or agent, subject to such limitations as are or may be prescribed by law or by the governing documents of this nonprofit corporation.
7. In addition to any other restrictions provided by the laws of the State of Colorado concerning nonprofit corporations, to following limitations shall apply to the operations of the North Fork Weed Coop:
- a. No part of the net earnings or the assets of the corporation shall inure to the benefit of or be distributed to any director, officer, or member of the corporation, or any other individual; provided, however, that reasonable compensation may be paid for services actually rendered to or for the benefit of the corporation that further one or more of its purposes;
 - b. No director, officer, or member of the corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise;
 - c. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the corporation has effectively elected to have such section apply, the corporation shall have the power to carry on the activities permitted by such section, but only to the extent that such activities shall not result in the denial of exemption under such section 501(h) or the imposition of tax under section 4911 or section 4945 of the Internal Revenue Code. The corporation will not participate or intervene in any political campaign on behalf of any candidate for public office.
 - d. No part of the net earnings or assets of the corporation shall be contributed to any organization whose net earnings or assets or any part thereof inure to the benefit of any private shareholder or individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation, except to the extent that such activities by such an organization which is

then an exempt organization described in section 501(c)(3) of the Internal Revenue Code will not result in loss of its exemption under section 4945 of the Internal Revenue Code;

e. On dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Board of Directors.

f. Notwithstanding any other provisions of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

g. Notwithstanding any other provision of these articles, neither the directors nor the members of the nonprofit corporation shall have any power to amend or modify these limitations upon the corporation in any manner that would prevent the corporation from being or continuing to be exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code;

h. All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

8. The management of the corporation shall be vested in a Board of Directors, which may be referred to as a "Council." The number of directors, their classification, if any, their terms of office, and the manner of the election or appointment shall be determined according to the by-laws of the nonprofit corporation, which may also be referred to as the nonprofit corporation's "Constitution," from time to time in force. The personal liability of each director to the nonprofit corporation or its members for monetary damages shall be limited to the maximum extent permitted under Part 4, Article 128, Title 7 of the Colorado Revised Statutes. Initially, there shall be six directors. The names and addresses of the initial directors are:

Steve Smith, P.O. Box 100 Wellington, CO 80549 Kathy Fithian, 10301 Cherokee Park Road Livermore, CO 80536 Mike Sherman 317 West Prospect Fort Collins, CO 80526 Dale Lake 939 Travis Road Fort Collins, CO 80524 Vernon La Fontain 1311 South College Avenue Fort Collins, CO 80524 Heather Knight 1235 Cherokee Park Road Livermore, CO 80536

9. The name and address of the incorporator is Conrad T. Swanson, 125 South Howes, Suite 890, Fort Collins, CO 80521.

10. The name and mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused are: Conrad T. Swanson, 125 South Howes, Suite 890, Fort Collins, CO 80521