



BYLAWS
OF
POUDRE WILDERNESS VOLUNTEERS
(As Amended by Board Vote on February 17, 2005)

ARTICLE I
Name, Location, and Mission Statement

The name of the corporation is Poudre Wilderness Volunteers, hereinafter referred to as the "Corporation". The principal office of the Corporation shall be c/o Registered Agent , Charles L. Bell, 6225 Ridgeview Lane, Fort Collins, CO 80524, but meetings of members and Directors may be held at such places within the State of Colorado, County of Larimer, as may be designated by the Board of Directors.

The mission of the Corporation shall be to assist the Canyon Lakes Ranger District of the United States Forest Service in managing and protecting wilderness and backcountry areas within its jurisdiction. To achieve such mission, the Corporation shall recruit, train, equip and field citizen volunteers to serve as wilderness rangers and hosts for the purposes of educating the public, and shall provide other appropriate support to these wild areas as mutually agreed upon by the United States Forest Service and the Corporation.

ARTICLE II
Definitions

Section 1. "Corporation" shall mean and refer to Poudre Wilderness Volunteers, its successors and assigns.

Section 2. "Member" shall mean and refer to those persons who wish to join and who meet the following requirements:

- (1) are physically capable of performing volunteer duties;
- (2) are willing to commit the time required by the Board;
- (3) support the "Leave No Trace" philosophy of wilderness use;
- (4) possess positive interpersonal communication skills which are necessary to the successful performance of volunteer duties; and
- (5) Return an "Agreement for Individual Voluntary Services" (FS-1800-7) to the Forest Service each year.

ARTICLE III

Meetings of Members

Section 1. Annual Meetings. An annual meeting of the members will take place in the spring of each year. This meeting will be for the primary purpose of training new and returning members. At these sessions, members will be encouraged to give their views on the organization and its operations to Board Members and the group as a whole.

Section 2. Special Meetings. Special meetings of the members may be called at any time by a majority of the Board of Directors, or by written petition from a majority of the registered membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, via email, and to those members who do not have email, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member addressed to the member's address last appearing on the books of the Corporation, or supplied by such member to the Corporation for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Such notice may also take the form of an article in the Corporation's newsletter sent to all members.

ARTICLE IV

Board of Directors; Term of Office; Board Organization

Section 1. Number. The affairs of this Corporation shall be managed by a Board of nine (9) to fifteen (15) Directors, who shall be members of the Corporation. One Directorship shall be reserved for the official representative of the U.S. Forest Service.

Section 2. Term of Office. The term of office for a Director shall be three years from the date of appointment. No person may serve more than three consecutive years as a Director except as may be extended at the discretion of the Board or in the case of Chair-Elect, Chair and Most Recent Past Chair as provided for in Article VIII, Section 3. A former Director may be re-elected to the Board but only after at least one year has passed since the end of his/her previous term.

Section 3. USFS Representative. The only Director exempt from the term limits imposed by Section 2 above is the representative of the U.S. Forest Service. Such person will serve at the pleasure of the USFS District Ranger. The USFS Representative will not be a voting member of the Board, in accordance with U.S. Forest Service procedures, but will provide advice and information to the Board.

Section 4. Advisory Board. Advisory Board members will provide guidance, direction and support to the Corporation. The Board may select worthy individuals to become Advisory Directors. These Advisory Directors will be nominated by a Director and elected by the Board through its regular election procedures at any Board meeting during the year. Advisory Directors will serve a three (3) year term, and they may be re-elected to additional consecutive three (3) year terms. Advisory Directors will be encouraged to attend Board

meetings, participate actively in Board discussions, and promote the interests of the Corporation in the larger community, but they will have no voting powers. Advisory Directors may be former Directors of the Corporation, esteemed persons with special expertise relevant to the mission of Poudre Wilderness Volunteers, representatives of major donors to the Corporation, or other leading members of the larger community who could benefit the Corporation. An Advisory Director may be elected by the Board to serve as a regular Director.

Section 5. Removal. Any Director or Advisory Board member may be removed from the Board, with or without cause, if two-thirds of all Directors vote for such person's removal. In the event of death, resignation, or removal of a Director, the successor may be elected at any time by the remaining members of the Board to serve the unexpired term of the predecessor.

Section 6. Compensation. No Director shall receive compensation for any service rendered to the Corporation. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties.

Section 7. Executive Committee. The day-to-day management of the Corporation, including coordination of all working committee activities, shall be overseen by an Executive Committee.

- a) The Executive Committee shall consist of the following: Chair, Chair-Elect, Treasurer, Board Member at Large, USFS Representative and Most Recent Past Chair. (The USFS Representative will serve as an advisor but not have a vote on the Executive Committee.) The Board Member at Large to the Executive Committee will be elected at the October meeting of the Board of Directors. He/she must be a Director and will be elected to a one (1) year term on the Executive Committee. He/she may not be re-elected to a consecutive term on the Executive Committee but may be re-elected to it after one (1) year has passed since the end of his/her previous term, and his/her term as a Director has not expired. In the event the Board Member at Large resigns from the Executive Committee, the Board - at its next regular meeting - will elect a replacement to complete the term. The Board Member at Large is a voting member of the Executive Committee but not an officer of the Corporation.
- b) The Executive Committee shall draft action plans, budgets, and financial reports for Board approval. The Executive Committee shall negotiate and draft all agreements between the Corporation and third parties (including, but not limited to, cooperative agreements with the United States Forest Service), for approval by the Board.

Section 8. Other Committees. The Board may appoint other committees and sub-committees from time to time and may assign appropriate duties and authorities to them. The Executive Committee will appoint all Committee Chairs. These Committee Chairs will preferably, but not necessarily, be members of the Board of Directors. These Chairs will have the responsibility to recruit, and the authority to appoint, subcommittee chairs and committee members, from among members of the Board and the general membership of the organization. All Directors are encouraged to help in the committee recruitment process. The terms of Committee Chairs and Committee Members will be two (2) years from the date of

appointment. A committee member or chair may be reappointed to continue in the same capacity at the end of his/her two-year term. Committee members and chairs may likewise resign from a committee at any time.

Section 9. Action Taken Without A Meeting. The Board may take any action in exceptional circumstances that do not permit the convening of the Board, by obtaining the written approval, including by email, of a majority of the voting Members of the Executive Committee. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V Nomination and Election of Directors

Section 1. Nomination. Nomination to the Board of Directors may be made by any Director at any meeting of the Board of Directors when there is a Board vacancy. Directors may make as many nominations as they wish for each vacant position. Members will be encouraged to volunteer for Directorships, and to help identify likely candidates for Directorships.

Section 2. Election. Election to the Board of Directors shall be by a secret, written ballot. At such election the members of the Board of Directors may cast one vote in respect to each vacancy. The person receiving the largest number of votes for each vacancy shall be elected.

ARTICLE VI Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at approximately monthly intervals throughout the year. The date, hour and place for each regular meeting will be set by Board consensus.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the Chair of the Corporation, or by any two Directors, after not less than three (3) days' notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Proxy Voting. Directors may enter their vote by proxy submitted by email to any other director no less than 12 hours in advance of a meeting.

ARTICLE VII Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have power to:

- A. Exercise for the Corporation all powers, duties, and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation.
- B. Declare the office of a member of the Board of Directors to be vacant in the event such Director shall be absent from three (3) consecutive, regular meetings of the Board of Directors; and
- C. Employ a manager, an independent contractor, or such other employees as they deem necessary, and prescribe their duties, but this can only be done with the approval of two-thirds of the Directors.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- A. Cause to be kept a complete record of all its acts and corporate affairs open at all times for inspection by the members.
- B. Supervise all officers, agents, and employees of this Corporation, and to see that their duties are properly performed.
- C. Supervise all programs of the Corporation.

ARTICLE VIII Officers and Their Duties

Section 1. Enumeration of Officers. The officers of this Corporation shall be a Chair, a Chair-Elect, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create. All officers shall be Directors of the Corporation.

Section 2. Election of Officers. An election of officers shall take place at the October meeting of the Board of Directors.

Section 3. Term. The officers of this Corporation each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or be otherwise disqualified to serve. Once elected the Chair-Elect is expected, at the completion of his/her one-year term, to advance to the office of Chair for a one (1) year term, and continue on the Board as a voting member for an additional one (1) year term as Most Recent Past Chair, following his/her year as Chair. The Chair-Elect must have served at least one year as a director in his/her present term or in a prior term on the Board. The Secretary and Treasurer shall be elected to one (1) year terms but may be re-elected as long as their terms as a director have not expired. In the event of death, resignation, or removal of an officer, the successor shall be elected by the Board at its next regular meeting and shall serve for the unexpired term of the predecessor. By a two-thirds majority vote of the Board, the term as a Board member of any elected officer may be extended to allow completion of the term as an officer.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may determine.

Section 5. Resignation and Removal. Any officer may be removed from office, with or without cause, by a two-thirds (2/3ds) vote of the Board. Any officer may resign at any time by giving written notice to the Board, the Chair, 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. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Duties. The duties of the officers are as follows:

- A. Chair.** The Chair shall preside at all meetings of the Board of Directors and shall see that orders and resolutions of the Board are carried out.
- B. Chair-Elect.** The Chair-Elect shall act in the place and stead of the Chair in the event of his or her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.
- C. Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Corporation together with their addresses, and shall perform such other duties as required by the Board.
- D. Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks of the Corporation; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Board at the appropriate regular meeting and be open for inspection by the membership. When so directed by the Board, the Treasurer shall cause an audit of the Corporation books to be made by a public accountant.

ARTICLE IX Books and Records

The books, records, and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the Bylaws of the Corporation shall be available for inspection by any member at the Canyon Lakes Ranger District Office, 2150 Centre Avenue, Building E, Fort Collins, CO 80526, where copies may be purchased at reasonable cost.

**ARTICLE X
Amendments**

Section 1. These Bylaws may be amended, at a regular or special meeting of the Board of Directors, by a two-thirds (2/3ds) vote of all Directors.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

**ARTICLE XI
Miscellaneous**

(A) The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

(B) If and when this Corporation ever dissolves and ceases to exist under the laws of the State of Colorado, all of its assets, both cash and property, will be given as a donation, without any conditions attached, to the Roosevelt National Forest of the United States Forest Service.

IN WITNESS WHEREOF, I, being Chair of the Board of Directors of Poudre Wilderness Volunteers, hereby certify with my signature that the Board approved these bylaws, as most recently amended, by a two-thirds (2/3ds) majority vote on February 17, 2005.

Linda Knowlton

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of Poudre Wilderness Volunteers, a Colorado Corporation, and

THAT the foregoing Bylaws constitute the amended Bylaws of said Corporation, as duly adopted at a meeting of the Board of Directors thereof, held on the

IN WITNESS WHEREOF, I have hereunto subscribed my name on this ____ day of _____, 2005.

Ginny Sawyer