

# Bylaws of Supporters of Horticultural Education

## ARTICLE 1. NAME, PURPOSE, RESTRICTIONS, and LOCATION

**1.1 Name.** The name of this Corporation shall be Supporters of Horticultural Education, (SHED), referred to hereinafter as the “Corporation”.

**1.2 Purpose.** The purpose of the Corporation shall be to support the horticultural programs of the Colorado State University Pueblo Extension Office within their service area, to further horticultural education and training, to connect the public with scientifically researched information, and to provide financial and in-kind support for organizations and individuals who want to advance our purpose.

**1.3 Restrictions.** All policies and activities of the Corporation shall be consistent with the Corporation’s Articles of Incorporation, as well as applicable federal, state, and local legal requirements. Should any Article, or part thereof, be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

The Corporation is organized for charitable, educational, and scientific purposes, as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**1.4 Location.** The principal office of the Corporation shall be in Pueblo County, Colorado or elsewhere as determined by the Board of Directors.

## ARTICLE 2. GOVERNANCE

The governance of the Corporation shall be vested in its elected and appointed directors and officers as stated in the Articles of Incorporation and these bylaws.

## ARTICLE 3. FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

## ARTICLE 4. MEMBERS

**4.1 Membership Qualifications, Application, and Dues.** Individuals shall be qualified for membership in the Corporation if they subscribe to the purpose of the Corporation, submit their membership application, and pay their annual dues to the Corporation. They are referred to hereinafter as “Members”. Dues shall be determined by the Corporation and are not prorated or refundable. Members must be 18 years or older.

**4.2 Rights of Members.** Members shall have the right to attend meetings, vote, and serve in any elected or appointed capacity.

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**4.3 Resignation.** A Member may resign by submitting a written resignation to the Corporation, which shall be effective upon receipt or upon such date specified in the resignation.

**4.4 Revocation.** Membership shall be revoked for nonpayment of dues or for cause. If a Member is proposed for revocation for cause, the Corporation shall provide the Member with advance written notice, including the reason for the proposed revocation and an opportunity to contest the revocation in person or in writing. A two-thirds (2/3) vote of the Board of Directors shall be required for revocation and notice shall be provided to the Member with the results of the vote. Grounds constituting cause shall be determined at the sole discretion of the Board.

### **ARTICLE 5. MEETINGS OF MEMBERS**

**5.1 Annual Meeting.** The annual meeting of Members of the Corporation shall be in January each year. Directors and Officers shall be elected at this meeting by a majority vote of the Members present and voting.

**5.2 Special Meeting.** A special meeting of the Members may be called by a majority vote of the Board of Directors or by written request of three (3) or more Members. The persons calling the special meeting shall designate the location for the meeting.

**5.3 Place and Notice of Meeting.** Notice of the annual or special meetings shall be sent to the membership thirty (30) days in advance by electronic notice. The notice shall contain the place, date, hour, and purpose of the meeting.

**5.4 Quorum.** The Members present shall constitute a quorum.

**5.5 Manner of Acting.** All meetings of the Corporation shall be conducted according to the current edition of Robert's Rules of Order. A majority vote of members present and voting at a meeting is required to carry a matter unless otherwise provided for in these Bylaws.

### **ARTICLE 6. BOARD OF DIRECTORS**

**6.1 Purpose and Composition of the Board.** The governing body of the Corporation is the Board of Directors, referred to hereinafter as the "Board". The Board shall establish policy, monitor implementation of policy, and ensure compliance with all legal requirements. The Board shall consist of at least three (3) members, who shall be the President, the Vice President, the Treasurer, and the Secretary, and no more than nine (9) members. These Board members are referred to hereinafter as the "Directors". At least one (1) of the Directors shall be a Master Gardener. The Pueblo County Extension staff person responsible for the Horticultural Program shall be an ex-officio Member.

**6.2 Duties of Directors.** The Directors shall carry out the following duties:

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- a) Duty of Care. Directors must exercise their responsibilities in good faith, and with diligence, attention, care, and skill. This includes both decision making and oversight responsibilities and is fulfilled by such activities as attending board meetings regularly, entering discussions, reading minutes, understanding the organization's programs, maintaining a careful oversight of the finances, and questioning unclear or troubling activities. They must carry out the purposes and mission of the Corporation, complete required filings, comply with the corporation's governing documents, and ensure the ethical and legal integrity of the Corporation.
- b) Duty of Loyalty and Conflict of Financial Interest. Directors meet the duty of loyalty and avoid a conflict of financial interests by placing the interests of the Corporation before their own interests and avoiding the use of organizational opportunities for personal gain. Any Directors who may or do have a conflict with the Corporation's interests must disclose any potential or actual conflict of interest and specify in writing all material facts and relationships that may influence that member's actions, describing the nature of the potential or actual conflict. A Director who has a potential or actual conflict must recuse themselves from any comment, discussion and/or vote on the matter to which the potential or actual conflict is involved.
- c) Duty of Obedience. Directors meet the duty of obedience by complying with federal, state, and local law, adhering to the Corporation's governing documents, and guarding its mission.

**6.3 Director Election and Term of Office.** Directors shall be elected for a two-year term. Terms shall be staggered with the board positions numbered; those positions with even numbers are elected in even numbered years and those positions with odd numbers are elected in odd number years. The offices of President, Vice President, Secretary, and Treasurer shall be assigned Director positions one (1) through four (4) respectively. The remaining five (5) board positions shall be assigned positions five (5) through nine (9).

**6.4 Director Vacancies.** The Board may appoint a replacement Director for the remaining term of a sitting Director who resigns or otherwise leaves the Board.

**6.5 Regular Meetings of the Board.** The Board shall meet at least annually at whatever date, time and place agreed upon by the Board. A majority of the Board forms a quorum. A majority of votes are required to carry a matter when a quorum is present, unless otherwise provided for. Proxy voting is not permitted. If each Director can hear the others, the Board may meet by electronic means. The Board may take action electronically without a meeting. Any vote taken electronically and outside of a meeting of the Board shall be recorded in the minutes of the subsequent meeting.

**6.6 Special Meetings.** The president or any three (3) Directors may call a special meeting of the Board to consider urgent business. If each Director can hear the others, the Board may meet by electronic means. A quorum must be present, and a majority of votes are required to carry a

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matter, unless otherwise provided for. Proxy voting is not permitted. The actions taken during the meeting shall be documented in the meeting minutes.

**6.7 Removal and Resignation.** A Director may be removed for cause, as determined by a two-thirds (2/3) vote of the remaining Board. A director may resign by notifying the President in writing. The resignation shall be effective upon receipt of the notification, or the date specified in the resignation.

**6.8 Compensation.** Directors shall receive no compensation for their Board duties.

### ARTICLE 7. OFFICERS

**7.1 Officers.** The Officers of the Corporation shall be Directors. They consist of President, Vice President, Secretary and Treasurer. Any two (2) or more offices may be held by the same person, except that the President shall hold no other office.

**7.2 Duties.** The President shall preside at all membership and Board meetings. The Vice President shall serve in the absence of the President. The Secretary shall record the minutes of all membership and Board meetings and maintain the records of the Corporation. The Treasurer shall maintain the financial records of the Corporation and provide regular financial reports to the Board.

**7.3 Term of Office and Term Limits.** The term of office is two (2) years and the terms shall be staggered. The offices of President, Vice President, Secretary, and Treasurer shall be assigned Director positions one (1) through four (4) respectively. Each office is limited to three (3) consecutive terms.

**7.4 Removal or Resignation.** An Officer may be removed for cause as determined by a two-thirds (2/3) vote of the remaining Board. An Officer removed for cause shall not continue as a Director. An Officer may resign from their position by notifying the remaining Officers in writing. The resignation shall be effective upon receipt of the notification, or the date specified in the resignation.

**7.5 Officer Vacancies.** The Board shall appoint a replacement Officer for the remaining term of a sitting Officer who resigns or otherwise leaves the office.

### 8.0. COMMITTEES

**8.1 Executive Committee.** The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The President chairs the committee. The committee shall address time-sensitive matters as directed by the President.

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**8.2 Nominating Committee.** The Nominating Committee shall consist of three (3) Members appointed by the Board in August of each year. The committee shall present a slate of Directors and Officers for election at the annual meeting.

**8.3 Financial Review Committee.** The Financial Review Committee shall be appointed by the Board in January of each year. The committee consists of three (3) Members, at least one of whom is a Director. The Treasurer shall not serve on the committee. The committee shall conduct a financial review of the Corporation's records for the previous year and submit its findings to the Board in April. The committee may recommend an audit by a licensed auditor, if warranted.

**8.4 Development Committee.** The Development Committee shall consist of at least three (3) Members, at least one of whom is a Director. This committee shall focus on growing resources for grants, scholarships, and other activities.

**8.5 Grants and Scholarships Committee.** The Scholarships and Grants Committee shall consist of at least three (3) Members, at least two (2) of whom are Directors. The Committee shall recommend to the Board action on all scholarships and grants that are submitted to the Corporation.

**8.6 Budget Committee.** The Budget Committee shall consist of at least three (3) directors with the Treasurer chairing the committee. The Committee will submit a budget for the following year to the Board for approval by October of each year.

**8.7 Other Committees.** The Board shall appoint whatever other committees are necessary. A Member may serve as a voting member of a committee.

### ARTICLE 9. INDEMNIFICATION

To the fullest extent permitted by the law, the Corporation shall indemnify any person who was or is a party to any civil, criminal, administrative or investigative action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and necessarily incurred by him or her in connection with such action, suit or proceeding. The Board may, at any time, approve indemnification of any other person whom the Corporation has the power to indemnify, as permitted under federal, state, and local laws.

The indemnification provided by this article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of a duty. The Corporation may purchase and maintain indemnification insurance for the Board and its Officers, or any other person to the extent permitted by applicable law.

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## **ARTICLE 10. CONFLICT OF INTEREST**

No Director, their immediate family, nor anyone with whom they reside may be compensated by the Corporation as an employee or independent contractor or receive, directly or indirectly, material financial benefit from the Corporation, except as a scholarship or grant recipient of the Corporation, unless such compensation is approved unanimously and annually, or as necessary, by the Board.

## **ARTICLE 11. NONDISCRIMINATION**

The Corporation shall not discriminate against any person in the election of Directors, the provision of service to the public, the contracting for or the purchasing of services, the hiring of personnel, or in any other way, on the basis of race, color, gender, sexual orientation, age, national origin, religious beliefs, disabling conditions or any other basis prohibited by law.

## **ARTICLE 12. ADVOCACY**

The Corporation may participate in the formation and amendment of public policy consistent with the Corporation's purpose. The Corporation shall not make any contributions or expenditures in connection with a political candidate, a political committee, or a political party. The Corporation shall not support or oppose any elected official or candidate for public office; nor shall it engage in activities that could be perceived as an endorsement of candidates or political parties; nor shall it engage in lobbying activities. The Board, or staff, if any, must distinguish between personal opinion and organizational positions of the Corporation, as the Corporation may be held accountable by statements of a Board or staff member.

## **ARTICLE 13. DISSOLUTION**

If the membership votes to dissolve the Corporation for any reason, the Board will ensure that the Corporation's outstanding financial obligations are settled and must transfer all remaining assets to one or more tax-exempt entities in the horticultural field, in accordance with Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Board shall identify the entity or entities to receive the remaining assets.

## **ARTICLE 14. AMENDMENT**

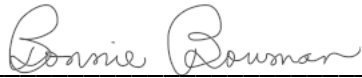
These bylaws may be amended, supplemented, or restated by the Board or by the voting Members of the Corporation at the annual meeting, or any special meeting called for this purpose. The proposed changes shall be included in the notice for the meeting. A two-thirds (2/3) affirmative vote of Members present and voting shall be required to adopt the changes. Any proposed bylaw change submitted by a Member of the Corporation who is not a Director shall submit the change in writing, with an explanation, to the Secretary no later than sixty (60)

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days prior to the annual meeting. All amendments, supplements, or restatements of the bylaws shall become effective upon approval of the members.

The foregoing amended and restated bylaws were adopted by the Board and voting members at the annual meeting on the 12<sup>th</sup> day of January, 2024.

Bonnie Bowman, Secretary

A handwritten signature in cursive script that reads "Bonnie Bowman". The signature is written in black ink and is positioned above a horizontal line.

Signature of Secretary