

**BYLAWS
OF THE
COLORADO WILDLIFE CONTROL OPERATORS
ASSOCIATION, INCORPORATED**

Article I – Name: The Corporation shall be named and operate as the Colorado Wildlife Control Operators Association, Inc.

Article II – Membership: Membership includes but is not limited to nuisance wildlife control operators, animal damage control operators, pest control operators, nuisance trappers, predator control trappers, individual employees of government agencies involved in wildlife damage management, and others engaged in the business of wildlife damage control. All members must meet qualifications set forth by the Governing Board of the association. The Governing Board shall set dues. Regular (voting) member dues shall be \$100 annually and sustaining (voting) member dues shall be \$200 annually (payable quarterly if preferred). Associate (non-voting) member dues shall be \$50 annually. Members who join the association the first year (2003) shall be considered charter members. Members who pay \$300 dues the first year shall be considered Founding Charter Members.

Article III – Purpose: CWCOA is a mutual benefit, non-profit, incorporated state trade association whose mission is to help individuals, businesses and agencies in the wildlife damage control industry to resolve human/wildlife conflicts through cooperation, education, training, influence and professionalism. The Corporation may engage in any and all legal activities to further the purpose of the Association under Colorado State Department guidelines and Section 501(c)(6) of the Internal Revenue Code of the United States of America.

Article IV – Governing Board: The governing body of the association shall be known as the Governing Board and consist of President, Vice-President, Secretary, Treasurer, General Organizer, Regional Directors and/or Members-at-Large, as needed. The Governing Board shall be elected by the general membership. Nominations for Governing Board and elections shall take place at the annual general membership meeting. Nominations shall be taken from any regular member in good standing. All elected positions shall be for a term of two years. There shall be no limit on number of consecutive terms. The Governing Board may appoint such other officers, agents, committees and employees as it may deem advisable, who shall exercise such powers and perform such duties as shall be determined from time to time by the Governing Board. No employee shall be hired without 2/3 approval of the Governing Board.

Article V – Voting Officers of the Corporation:

President: shall be the chief executive officer of the Corporation and shall have general direction of the administration of the Corporation, subject to the authority and direction of the Governing Board; shall preside at all meetings of the Corporation, and shall be a member ex-officio of all committees of the Corporation and shall perform such duties as herein provided or as are assigned by the Governing Board. The President shall have one vote.

Vice-President: shall assume the duties of the President during the President's absence or inability to serve. In the event of the President's death, resignation or removal from office, the Vice-President shall immediately assume the office of President for the remainder of his term of office. The Vice-President shall perform such other duties as may be assigned by the President or the Governing Board. The Vice-President shall have one vote.

Secretary: shall keep accurate written records of the proceedings of all meetings of the Governing Board; cause written notices to be sent out of all meetings for which provision is made herein; keep a record of each Governing Board member's meeting attendance; prepare and send election ballots to eligible voters; update bylaws after changes are approved and route to Governing Board; keep a list of motions updated; and shall be the custodian of the seal of the Corporation. Notice of annual membership meeting shall be given at least 60 days in advance. Special meetings of the Governing Board shall be given at least 30 days in advance of meeting date. The Secretary shall maintain the Policy Recordings of CWCOA as described in Article VI. The Secretary shall receive all membership applications, issue membership certificates to all members and maintain an accurate roll of all members of the Corporation showing the current mailing address and the expiration date of each membership. The Secretary shall have one vote.

Treasurer: shall be responsible, through methods of internal control, for the recording and deposit of all receipts of the Corporation, for the proper disbursement of its cash, and for control over all property of the Corporation, whether real or personal. The Treasurer shall present a complete and detailed statement of all income and expenses during the prior calendar year, together with a statement of assets, liabilities, reserve and funds of the Corporation as of the end of that calendar year, this statement having first been duly audited by auditors approved by the Governing Board. In addition the Treasurer shall: 1) maintain the accounting records and budget revenue; 2) develop tax records and prepare and submit revenue and other reports to appropriate state and federal agencies; 3) report monthly to the President on the budget status; and 4) submit an annual budget at the annual membership meeting for Governing Board approval. The Treasurer shall have one vote.

General Organizer: shall superintend all CWCOA events and programs through a system of Regional Directors subject to approval by the Governing Board. The General Organizer shall be responsible for public relations regarding the Association's activities and accomplishments. The General Organizer shall maintain a list of all Regional Directors and maintain communications between the Directors and the Governing Board. The General Organizer shall have one vote.

Regional Director: shall act as voting representative to members who live within their region. The regions will be identical to those of the CDOW: NE, SE, NW, SW and Denver Metro. The Regional Directors shall help identify and explain regional issues and concerns within their respective regions. Each Regional Director shall have one vote.

Article VI – Miscellaneous

Section 1 – Amendments: These bylaws may be altered, amended or replaced by motion of any Regular Member, and new bylaws may be adopted by a two-thirds vote of the eligible voting Governing Board Members at any duly conducted membership meeting. Notice of proposed amendments will be mailed out by the Secretary with notice of the meeting at least sixty days prior to the meeting. Motions to change bylaws will only be accepted at quarterly or annual membership meetings with voting to be conducted at the next appropriate meeting.

Section 2 – Quorums: Two-thirds of the voting members of the Governing Board must be present, in person or by proxy, to establish a quorum. A quorum must be achieved in order to accept a vote on any matter. Majority vote shall rule on all matters except as stated for bylaw changes, which will require a two-thirds vote.

Section 3 – Absentee ballots: Voting may be conducted in person or by letter mail. Matters to be voted on must be presented in writing to voting members at least 30 days in advance of the vote. All votes must be received within the time frame established by the written notice. The Secretary shall receive all absentee votes; count, record, and cast votes on behalf of the absent members.

Section 4 – Voting powers of Membership: All Regular Members in good standing shall be eligible to vote for and elect the voting members of the Governing Board. The elected members of the Governing Board will vote on all other matters of the Corporation.

Section 5 – Order of business at regular meetings of the Board:

1. Calling of Roll
2. Secretary's proof of Notice
3. Reading, correction and acceptance of minutes from previous meeting, if applicable.
4. Reports of Officers
5. Committee Reports
6. Unfinished business
7. New business
8. Adjournment

Section 6 – Policy Recordings of CWCOA: All decisions of the Governing Board shall be recorded as policy decisions and recorded in the Policy Recordings of CWCOA. These shall include minutes of all meetings; motions made and accepted; motions made and rejected; and all other written statements and decisions of the Governing Board. Bylaw changes shall be recorded here and bylaws amended as appropriate. This document shall be a living document and serve as an ongoing historical document recording the actions of this organization. The Secretary shall maintain it. No audio/video recording of Governing Board meetings or annual membership meetings will be permitted (11/02/07).

Section 7 – Limitation of Liability: The private property of the incorporators, members, officers of the Corporation and other members of the Governing Board and their employees shall not be subject to the payment of the Corporation's debts or liabilities to any extent whatsoever unless otherwise provided by State Statute.

Section 8 – Upon dissolution of this organization: Any funds or property held by the association shall be used to settle any and all debts and any funds/assets remaining shall be donated to the National Wildlife Control Operators Association.

Adopted: March, 2003
Amended: November, 2007