

BYLAWS OF THE
COLORADO ORGANIC PRODUCERS ASSOCIATION

Updated as of 5 March 2008

ARTICLE I. NAME

The name of this organization shall be the Colorado Organic Producers Association.

ARTICLE II. INCORPORATION

This organization is a Colorado nonprofit corporation evidenced by Certificate of Incorporation issued May 27, 1987 by the Colorado Department of State.

ARTICLE III. OFFICES

1. PRINCIPAL OFFICE. The principal office is 2727 CR 134, Hesperus, CO 81326.
2. REGISTERED OFFICE. The address of the registered office is 2727 CR 134, Hesperus, CO 81326.
3. MAILING ADDRESS. The mailing address is 2727 CR 134, Hesperus, CO 81326.

ARTICLE IV. MISSION STATEMENT

The Colorado Organic Producers Association (COPA) was formed in 1987 to provide education, information, and networking services to promote and facilitate the production, distribution, and consumption of Colorado organic food products. COPA members represent all segments of agriculture — production, processing, wholesale, retail, and consumer.

ARTICLE V. PURPOSES

1. To encourage and facilitate the adoption of resource-conserving and environmentally sound agricultural methods.
2. To provide consumers with information about the integrity of sustainable agriculture and organic food products.
3. To share information regarding organic farming practices based on scientific research and personal experiences.
4. To help establish and oversee standards of quality for effective marketing of organic foods.
5. To bring growers, processors, distributors, retailers, and consumers together to promote better understanding of the organic trade.

ARTICLE VI. STANDARDS

1. AMENDMENTS. The standards of the Association can be amended or modified upon the recommendation of the Board and with the approval of the membership. Recommendation for modification of the standards also can be initiated by petition of 3 voting members of the Association.

ARTICLE VII. MEMBERSHIP

1. ADMISSION OF MEMBERS. Members shall be admitted to the Association upon written application and payment of dues in such form and amount as the board of directors may determine.

2. CLASSES OF MEMBERS. The association shall have four classes of members:

A. PRODUCER MEMBER. Any individual, group, firm or corporation producing organic food products in the State of Colorado may be admitted to full membership for one full year upon application and payment of \$100.00 in dues. A producer with gross sales of less than \$15,000 annually may pay \$50.00 in dues.

B. INDUSTRY MEMBER. Any individual, group, firm or corporation associated with the production and distribution of organic food products in the State of Colorado may be admitted to full membership for one full year upon application and payment of \$100.00 in dues.

C. GENERAL MEMBERS. Any individual or interested party who wants to obtain information concerning natural farming practices, all information pertinent to the Association and receive invitations to general membership meetings may be admitted to full membership for one full year upon application and payment of \$25.00 in dues.

D. STUDENT MEMBERS. Any student may be admitted to full membership for one full year upon application and payment of \$10.00 in dues.

3. RESIGNATION. Any member may resign but such resignation shall not relieve the member so resigning of the obligation to pay any due, assessments or other charges theretofore accrued and unpaid, and the Association shall not be liable to return or refund any dues, assessments or other charges in the event of resignation.

4. TRANSFER OF MEMBERSHIP. Membership in this Association is neither transferable nor assignable.

5. TERMINATION OF MEMBERSHIP. The membership will be terminated of any member in default in the payment of dues.

6. MEMBERSHIP RIGHTS. Only Producer and Industry Members shall be entitled to voting privileges on matters submitted to a vote of the membership and only Producer and Industry Members may become members of the board with the exception of one

general or student member. Ex Officio Board Members may be appointed from time to time as is required by the Board of Directors.

ARTICLE VIII. MEETINGS

1. ANNUAL MEETING. An annual meeting of all classes of members shall be held each year at a time and place designated by the Board of Directors for the purpose of presenting the annual report, election of the Board of Directors, and other matters that may require general membership attendance. Notice of the annual meeting shall be given to every member at least fourteen days in advance of such meeting. At the discretion of the Board of Directors, any vote by the membership may be conducted by mail or e-mail.

2. SPECIAL MEETING. The Board of Directors may call a special meeting that would require general membership attendance. Notice of any special meeting shall be given to every member at least fourteen days in advance of such meeting.

3. BOARD OF DIRECTORS' MEETING. The Board of Directors shall meet 6 times per year. Agendas for meeting will be established one week prior to meeting by two Board Members. Only board members need be notified.

4. PLACE OF MEETING. The Board of Directors may designate any place within the State of Colorado as the place for any Annual, Special or Board of Directors meeting.

5. QUORUM. At any Annual Meeting or Special Meeting, one-half of the Producer and Industry Members shall constitute a quorum. At any meeting of the Board of Directors, a majority of the Board of Directors in office shall constitute a quorum.

6. VOTING AT ANNUAL AND SPECIAL MEETINGS.

A. Any producer/industry member in good standing qualifies for voting membership. Every voting member is entitled to one and only one vote equal to all votes on each question. Voting by proxy is allowed.

B. Groups, partnerships, corporations or couples membership shall designate, prior to the meeting, one person to cast the ballot; if not, the Association shall designate the voting member.

C. Voting shall be by private ballot or by hand vote. Membership cards or identification may be required to receive a ballot. A count of members present shall be kept.

D. A simple majority of those voting will be necessary to approve issues which are put to vote.

IX. BOARD OF DIRECTORS

1. GENERAL POWERS. The business and affairs of the Association shall be managed by its Board of Directors.
2. NUMBER AND TENURE. The number of directors of the Association shall be no fewer than seven nor more than thirteen. Ex Officio Board Members may be appointed in excess of the thirteen limitation. Directors shall be elected at an annual meeting by Producer and Industry Members by majority vote for a term of two years. The terms of directors shall be staggered so that the terms of no more than seven shall expire in any one year.
3. COMPOSITION OF BOARD. At least a majority of the board must represent production agriculture. Only one member of the board may be a General or Student Member.
4. INTERIM DIRECTORS. Interim Directors have been appointed by the Colorado Commissioner of Agriculture and shall serve until the second annual meeting.
5. VACANCIES. If any vacancy occurs on the Board of Directors, other than from the expiration of a term of office, the Board of Directors may fill the vacancy until the next Annual Meeting of the membership.
6. COMPENSATION. The Board of Directors shall serve without compensation.
7. ATTENDANCE AT BOARD MEETINGS. Directors shall attend all board meetings unless extenuating circumstances occur.
8. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The Board and the Executive Committee may conduct business by mail, telephone, or e-mail in addition to in-person meetings.
9. CONFLICT OF INTEREST. A director shall perform his duties as a director including his duties as a member of any committee upon which he may serve, in a manner he reasonably believes to be in the best interests of the Association.
10. EX OFFICIO BOARD MEMBERS. The Board of Directors may appoint Ex Officio Board Members to assist and advise the Board however they have no voting powers nor office holding rights.
11. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the officers of the Board of Directors. This committee shall be able to allocate \$500 in expenditures in emergency situations, and make urgent and timely decisions upon approval by the Board of Directors.

X. OFFICERS

1. OFFICERS. The Board of Directors shall elect from their number the following officers: President, Vice President, Secretary and a Treasurer. This election shall take place after the Annual meeting and results shall be announced to the membership.
2. VACANCIES. A vacancy in any office, however occurring may be filled by the Board of Directors for the unexpired portion of the term from their number.
3. PRESIDENT. The President shall call and preside at all meetings of the Association and shall:
 - A. Have general charge of the affairs of the Association.
 - B. Act as the official representative of the Association.
4. VICE PRESIDENT. The Vice President shall, at the request of the President, or in the event of his/her disability or absence, perform any and all duties of the President and shall:
 - A. Distribute and count the ballots at each Annual Meeting and may call upon the Membership Committee to assist.
 - B. Chair all committees of the association except the Finance Committee.
5. SECRETARY. The Secretary shall:
 - A. Keep the minutes of the proceedings of all Annual, Special, and Board Meetings.
 - B. Give notice of all meeting as provided by these Bylaws.
 - C. Perform all duties incidental to the office and help the President perform his/her functions.
6. TREASURER. The Treasurer shall be the principal financial officer of the Association and shall:
 - A. Invest and disburse the funds of the Association as may be directed by the Board keeping full and accurate accounts of receipts of all transactions.
 - B. Render true and accurate accounts of all financial transactions of the Association and present statements for the financial condition of the Association as may be required, and make a report at the Annual Meeting.
 - C. File biannual Corporate Report with the Colorado Department of State.
 - D. Serve as Chairperson of the Finance Committee.

ARTICLE XI. COMMITTEES

1. **FORMATION OF COMMITTEES.** The Board of Directors shall create various committees. The Committees shall include:

A. **NEWSLETTER COMMITTEE.** The Newsletter Committee shall write, publish and distribute a newsletter for the members of the Association.

2. **MEMBERSHIP.** Each committee shall consist of a chairperson who is a member of the Board of Directors. Committee members may consist of Board members and other members of the Association.

3. **MEETINGS.** Each committee is responsible for holding meetings at such regular intervals as are necessary to assure the proper completion of the committees' duties.

4. **CHAIRPERSON.** The chairperson or his delegate shall give a report at every board meeting regarding the progress, accomplishments and goals of their respective committee.

ARTICLE XII. INDEMNIFICATION

The Association shall indemnify, to the extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the corporation against any claim, liability or expense arising against or incurred by such person as a result of actions reasonably taken by him in the direction of the Association. The Association shall further have the authority to the full extent permitted by law to indemnify its directors, officers, agents, fiduciaries and employees against any claim, liability or expense arising against or incurred by them in all other circumstances and to maintain insurance for such persons to the full extent permitted by law.

ARTICLE XIII. AMENDMENTS

These bylaws may be altered, amended or repealed at any meeting of the board of directors at which a quorum is present by a majority vote of those present and shall be in effect until ratified or rejected by the membership at the next membership meeting.

ARTICLE XIV. FISCAL YEAR

The fiscal year shall begin on January 1 and end on December 31.

ARTICLE XV. CONFLICTS

In the event of any irreconcilable conflict between these bylaws and either the Association's Articles of Incorporation or applicable law, the latter shall control.

ARTICLE XVI. DEFINITIONS

Except as otherwise provide in these bylaws, all terms used in these bylaws shall have the same definition as in the Colorado Nonprofit Corporation Act.

ARTICLE XVII. AUDITS

The financial reports and assets of the Association shall be audited as directed by the Board of Directors.

ARTICLE XVIII. PROCEDURES

Parliamentary procedure shall be by Robert's Rules of Order, Revised in all cases to which they are applicable and not in violation of these Bylaws. The Board of Directors may reach decisions either by the voting procedures under Robert's Rules of Order, Revised, or by procedure of consensus.