

ARTICLES OF INCORPORATION

and

BY-LAWS OF

WESTERN SOCIETY OF WEED SCIENCE RITA BEARD ENDOWMENT FOUNDATION

ARTICLE 1

NAME AND PURPOSE

1.1 **Name.** WESTERN SOCIETY of WEED SCIENCE RITA BEARD ENDOWMENT FOUNDATION (hereafter designated WSWSRBEF).

1.2 **Purpose.** This corporation is organized exclusively for the educational and scientific endeavors of the Western Society of Weed Science, (hereafter designated WSWs). More specifically, the corporation is organized and shall be operated exclusively to support student and young professionals that are studying or working in the area of invasive species management. The corporation shall be operated exclusively for such purposes, and except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of such purposes, no part of its net earnings shall inure to the benefit of, or be distributable to, any trustees, officers or other private persons. No part of the corporation's activities shall be involved with lobbying, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 2

BOARD OF TRUSTEES

2.1 **Number, Tenure and Vacancies.** The direction and management of the affairs of the corporation and the control and disposition of its assets shall be vested in a board of trustees (the "Board of Trustees") which shall consist of not less than five persons. Until changed by amendment to these by-laws, the number of trustees constituting the initial Board of Trustees shall serve original terms of office as follows:

- (a) Mark Daluge shall serve an original term of office ending on March 31, 2018.
- (b) Celestine Duncan shall serve an original term of office ending on March 31, 2019.
- (c) Phil Banks shall serve an original term of office ending on March 31, 2020.
- (d) Kirk Howatt shall serve an original term of office ending on March 31, 2021.
- (e) Todd Neel shall serve an original term of office ending on March 31, 2022.

Each trustee shall serve for his or her term of office and until his or her successor shall have been duly elected and qualified. The trustees constituting the initial Board of Trustees are named above and the determination of which trustees shall serve original terms of office was agreed upon by the Board of Trustees at the organizational meeting held on March 15, 2017 in Coeur d'Alene, ID.

Upon the expiration of the original terms of office of trustees, successor trustees shall be elected in the manner specified in Article 2.2 of these by-laws and each shall hold office for a term of five years, except that, in the case of an election to fill a vacancy on the Board of Trustees, a successor trustee shall hold office for the unexpired term of which his or her predecessor in office was elected. A vacancy shall be declared in any seat on the Board of Trustees upon the death, resignation, incapacity or removal of the occupant thereof. The Board of Trustees may remove any

trustee for any cause deemed sufficient by the Board of Trustees for such removal by an affirmative vote of three-fifths of its members at a meeting of the Board of Trustees called for that purpose. Inability or unwillingness to act as a trustee or failure to attend meetings of the trustee shall be grounds for removal of a trustee and may be determined by an affirmative vote of three-fifths of its members at a meeting of the trustees called for that purpose.

2.2 **Election.** Upon the expiration of the respective original terms of office of the trustees, and at every succeeding annual election, a successor to the trustee whose term shall have expired shall be elected following their nomination by the Nominating Committee. At least one, and no more than two candidates may be presented to the Board of Trustees for consideration. Any trustee whose term of office shall have expired may be elected to succeed himself or herself. The successor must receive a majority of affirmative votes from the Board of Trustees. Any vacancy occurring on the Board of Trustees shall be filled, upon the nomination of a successor by the Nominating Committee. The Nominating Committee will be made up of the General Officers as defined in Article 3.1.

2.3 **Annual Meeting.** The annual meeting of the Board of Trustees shall be held in the month of March of each year, corresponding to the annual meeting of WSWS, beginning in 2018 on such date and at such time and place as determined by the Board of Trustees, for the transaction of business as may lawfully come before the meeting.

2.4 **Special Meetings.** Special meetings of the Board of Trustees shall be held whenever called by the secretary of the corporation upon the direction of the president of the corporation or upon request of any three trustees. It shall be the duty of the secretary to give sufficient notice of the date, time and place of such meetings to each trustee to enable such trustee to attend such meetings. The Board may from time to time use teleconferencing or electronic (e-mail) exchanges to conduct the business of the corporation. The secretary will record all business and actions taken by the Board of Trustees and these actions will be reported in the minutes of the corporation.

2.5 **Quorum for Meetings.** The presence of a majority of the number of trustees fixed by these by-laws as constituting the Board of Trustees shall be a quorum for the transaction of business at all meetings convened according to these by-laws.

2.6 **Voting.** The affirmative vote of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except as may be otherwise specifically provided by law or these by-laws.

ARTICLE 3

GENERAL OFFICERS

3.1 **Election and Term.**

(a) The officers of this corporation shall be a president, vice-president, and secretary.

(b) At the organizational meeting, the Board of Trustees shall elect the officers. The vice president shall automatically succeed to the office of president and the secretary shall automatically succeed to the office of vice president. For the Trustee either named or elected to a five-year term, he or she will become secretary after serving two years of their term.

(c) Any officer may resign at any time by giving written notice thereof to the president or secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof and the acceptance of the resignation shall not be necessary to make it effective.

3.2 **Attendance at Meetings.** The president, and in her or his absence, the vice president, shall call meetings of the Board of Trustees to order, and shall act as chairperson of such meetings, and the secretary of the corporation shall act as secretary of all such meetings, but in the absence of the secretary the chair may appoint any person present to act as secretary of the meeting.

3.3 **Duties.** The principal duties of the several officers are as follows:

- (a) **President.** The president shall preside at all meetings of the Board of Trustees. The president shall be the chief executive officer of the corporation, and subject to the control of the Board of Trustees, shall have general charge and supervision of the administration of the activities and affairs of the corporation. The president shall see that all orders and resolutions of the Board of Trustees are carried into effect. The president shall sign and execute all legal documents and instruments in the name of the corporation when authorized to do so by the Board of Trustees. The president shall submit to the Board of Trustees plans and suggestions for the activities of the corporation, shall direct its general correspondence and shall present recommendations in each case to the Board of Trustees for decision. The president shall also submit a report of the activities and affairs of the corporation at each annual meeting of the Board of Trustees. At the organizational meeting of WSWSRBEF, Mark Daluge was selected as president.
- (b) **Vice President.** The vice president shall succeed to the office of the president and shall discharge the duties of the president in the event of the president's absence or disability for any cause whatever, and shall perform such additional duties as may be prescribed from time to time by the Board of Trustees. At the organizational meeting of WSWSRBEF, Celestine Duncan was selected as vice president.
- (c) **Secretary.** The secretary shall have charge of the records and correspondence of the corporation under the direction of the president, and shall be the custodian of the seal of the corporation, if any. The secretary shall give notice of and attend all meetings of the Board of Trustees. The secretary shall take and keep true minutes of all meetings of the Board of Trustees. The secretary shall discharge such other duties as shall be prescribed from time to time by the president or the Board of Trustees. In case of the absence or disability of the secretary, the Board of Trustees may appoint an assistant secretary to perform the duties of the secretary during such absence or disability. The secretary shall succeed to the office of vice president. At the organizational meeting of WSWSRBEF, Phil Banks was selected as secretary.

3.4 **Vacancies.** Whenever a vacancy shall occur in any general office of the corporation, such vacancy shall be filled by the Board of Trustees by the election of a new officer who shall hold office until the next annual meeting of the Board of Trustees and until such officer's successor shall have been duly elected and qualified.

ARTICLE 4

EX-OFFICIO MEMBERS OF THE BOARD OF TRUSTEES

4.1 **Executive Secretary.** The Business Manager/Treasurer of WSWWS will be the designated Executive Secretary of WSWSRBEF, and will perform such duties as the Board of Trustees may determine. The Executive Secretary shall hold his or her office at the pleasure of the Board of Directors of WSWWS. The Executive Secretary will serve as an ex-officio member (without vote) of the Board of Trustees.

4.2 **Chair of the WSWWS Finance Committee.** The chair of the WSWWS Finance Committee will serve as ex-officio (without vote) member of the Board of Trustees.

4.3 **Beard Family Member.** The family of Rita Beard may at their discretion, name a person to represent them to the Board of Trustees as ex-officio (without vote) member of the Board of Trustees.

ARTICLE 5

EXECUTIVE COMMITTEE

5.1 **Members.** The Executive Committee will consist of the officers of the corporation and the Executive Secretary (ex-officio without vote).

5.2 **Powers.**

(a) The Executive Committee empowers the Executive Secretary to make investments of funds of the corporation and to change the same, and from time to time to sell any part or all of the securities of the corporation or any rights or privileges that may accrue thereon and to cause the same to be transferred by the proper officers of the corporation.

(b) Subject to the direction of the Board of Trustees, the Executive Committee may, if the Board of Trustees so decides, have the immediate charge, management and control of the activities and operations of the corporation, and have full power in the intervals between the meetings of the Board of Trustees to do any and all things in relation to the affairs of the corporation and to exercise any and all powers of the Board of Trustees in the management and direction of the activities and conduct of the affairs of the corporation.

(c) The Executive Committee may, if the Board of Trustees so decides, direct the manner in which the books and accounts of the corporation shall be kept and cause to be examined from time to time the accounts and vouchers of the Executive Secretary and moneys received and paid out by the Executive Secretary.

(d) The Executive Committee shall keep a record of its proceedings and report the same to the Board of Trustees at each succeeding meeting of the Board of Trustees, and to the Board of Directors of WSWWS.

5.3 **Quorum.** At all meetings of the Executive Committee, a quorum for the transaction of business shall be the presence of a majority of the number of trustees constituting the Executive Committee as fixed by the Board of Trustees at that time.

ARTICLE 6

SPECIAL AND STANDING COMMITTEES

6.1 **Standing Committees.** The Board of Trustees may designate one or more standing committees as are necessary and which are not in conflict with other provisions of these by-laws, and the duties of any such standing committees shall be prescribed by the Board of Trustees upon their designation. Each standing committee shall consist of two or more persons, who may, but need not be, limited to the trustees of the corporation. Appointments of persons to such standing committees shall be for terms prescribed by the Board of Trustees upon their appointment by such Board.

6.2 **Special Committees.** The Board of Trustees may designate one or more special committees as are necessary and which are not in conflict with other provisions of these by-laws, and the duties of any such special committees shall be prescribed by the Board of Trustees upon their designation. Each such special committee shall consist of two or more persons, who may, but need not be, limited to trustees of the corporation. A special committee shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by action of the Board of Trustees. Upon the completion of the task for which it was designated, such special committee shall stand dissolved.

ARTICLE 7
AMENDMENTS

7.1 **Amendments.** These by-laws may be amended by the Board of Trustees at any meeting of the Board of Trustees at which a quorum is present by the affirmative vote of a majority of the trustees present at such meeting; provided, that notice of the proposed amendment shall have been given to each trustee in writing at least 10 days prior to such meeting and that any amendment to paragraph 2.2 of these by-laws shall be void and of no force and effect unless such amendment is approved in writing by the Board of Directors of WSWS. Notwithstanding the immediately preceding sentence, prior notice of any proposed amendment shall not, however, be necessary at any meeting of the Board of Trustees at which two-thirds of the trustees are present.

ARTICLE 8
GENERAL PROVISIONS

- 8.1 **Fiscal Year.** The fiscal year of the corporation shall correspond to the fiscal year of WSWS.
- 8.2 **Financial Records.** The corporation shall maintain on a cash accounting basis, true and accurate financial records, showing all receipts and expenditures and assets and liabilities, in accordance with generally accepted accounting principles.
- 8.3 **Audit.** The financial records of the corporation shall be audited not less than annually as directed by the Board of Trustees and a report to the Board of Trustees and to the Board of Directors of WSWS, shall be provided. The Board of Trustees has sole discretion on how the audit shall be conducted.

ARTICLE 9
DISSOLUTION

9.1 Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the appropriate Colorado District Court and the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



President, Mark Daluge

3/29/17

Date



Vice President, Celestine Duncan

3/29/17

Date



Secretary, Phil Banks

3/29/17

Date