

# BY-LAWS OF

## COLORADO TAXIDERMIST ASSOCIATION

### ARTICLE I

1.1 **Name.** The name of the Association is COLORADO TAXIDERMIST ASSOCIATION. Hereinafter referred to as the “Association”. All meetings of Members, Officers and Directors may be held at such places within the State of Colorado as may be designated by the Membership.

1.2 **Association.** Association shall mean and refer to COLORADO TAXIDERMIST ASSOCIATION, its successors and assigns.

### ARTICLE II

#### Mission Statement/Purpose/Definitions

2.1 **Mission Statement.** The Colorado Taxidermist Association is an organization dedicated to the preservation of wildlife through the highest standards of taxidermy artistry. The CTA is committed to further advancing member’s expertise through assistance in education, and facilitates a better understanding among taxidermists and those who share common interests. The CTA promotes quality taxidermy and raises comprehension in the general public.

2.2 **Purposes.** The Association was formed to develop an organization that will operate and maintain, without profit to the Association, for the education and advancement of the field of taxidermy, including:

- (a) To further contacts and better understanding among taxidermist and related activities.
- (b) To unite into one organization all interested taxidermists, tanners, taxidermy suppliers, and sportsmen/women.
- (c) To disseminate information and to meet at regular intervals.
- (d) To function as a non-profit educational organization dedicated to the conservation of wildlife through preservation of specimens to the highest standards of the art of taxidermy.
- (e) To foster understanding in the general public about the field of taxidermy and other related outdoor activities.
- (f) To assist members of the Association and the general public in their understanding of the Federal and State Fish and Game Laws.

- (g) To engage in such other civic, charitable, educational, and business activities that the Association shall deem appropriate.
- (h) To accept funds as shall be necessary to carry out the aims and purpose of the Association.

### 2.3 **Definitions**. Terms and Conditions definitions.

- (a) **Association**: Defined as but not limited to the group indicated as the Officers, Directors, and Members in good standing.
- (b) **Director**: An elected individual to be of a group of Directors that works for the benefit of the Association.
- (c) **Majority Vote**: A vote consisting of fifty-one percent of the Members in good standing that are present at time of voting.
- (d) **Member**: An individual that has fulfilled the requirement to be in good standing of the Colorado Taxidermist Association.
- (e) **Membership**: The collective group of Members in good standing of the Association.
- (f) **Officer**: An elected individual to be of a group of Officers that works for the benefit of the Association.
- (g) **Quorum**: The accumulation of fifty-one percent of the total Members in good standing.

## **ARTICLE III**

### **Meetings of Members**

3.1 **Membership**. Membership shall be available to individuals interested in the purpose and objectives outlined in Article II upon application and accompanied by the payment of annual Membership dues. If deemed appropriate by a meeting of the Officers and Directors a said Membership can be revoked for unacceptable actions/behavior.

The individual Membership shall include immediate family members (Spouse and children under the age of 18). A Membership shall permit participation in Association activities. However, a Membership shall be entitled to only one vote at any meeting of Members.

A Membership is not assignable, nor transferable.

3.2 **Dues**. Dues shall be established by, and approved by a majority vote of Members at any legal meeting. The dues shall become effective as of the date of approval.

- (a) Dues are payable on the 1<sup>st</sup> day of June for all Memberships which are being renewed, or at registration of the annual competition.

(b) A new Member joining from April 1 through May 31 of any year shall pay a full year's dues and payment shall constitute payment of all dues through May 31 of the following year.

3.3 **Annual Meetings**. The annual meetings of the Members shall be held each year, and subsequent meetings will be held in the same month of each year thereafter. Quarterly meeting shall be held the second weekend of each quarterly month. If an annual meeting cannot or is not held in that month, it shall be held as soon thereafter as reasonable possible.

3.4 **Special Meetings**. Special meetings of the Members may be called at any time by the President or the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth of all of the votes.

3.5 **Notice of Meeting**. 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, by emailing or mailing a copy of such notice, postage prepaid, at least fourteen days before such meeting to each member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such member to the Association 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.

In the event there is an election of Officers and Directors to be held at the meeting, the Secretary shall deliver ballots to every member in good standing along with the notice of the meeting. The ballots shall be mailed in envelopes marked "Ballots".

3.6 **Voting**. Each individual Membership shall be entitled to one vote. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, at least fifty-one percent of the votes of the membership shall constitute a Majority Vote or a Quorum for any action except as otherwise provided in this BY-LAWS. If, however, such Majority Vote or a Quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a Majority Vote of a Quorum as aforesaid shall be present or be represented.

3.7 **Proxies**. At all meetings of Members, each Member may vote in person or by proxy or by returning official ballots which have been prepared by the Association's Secretary. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of the owner's property.

3.8 **Rules of Order**. Robert's Rules of order shall govern all meetings whether or not provided for in these BY-LAWS.

## ARTICLE IV

### Officers - Duties

4.1 **Enumeration of Officers.** The Officers of the Association shall be a President and Vice-President, and Secretary and a Treasurer, and such other Officers or Assistant Officers as the Directors may from time to time create by resolution. Only members in good standing shall be entitled to serve as an Officer. Officers shall not be a member of the Directors.

4.2 **Election of Officers.** The election of Officers shall take place at the annual meeting of the members.

4.3 **Term.** The Officers of this Association shall hold office for two years until the next bi-annual meeting unless the term should be shortened due to death, resignation, removal or disqualification.

4.4 **Special Appointment.** The President may elect such other Officers as the affairs of the Association may require, including the appointment of Assistant Officers, each of whom shall hold office for such period, have such authority, and perform such duties as the President may, from time to time, determine.

4.5 **Resignations and Removal.** Any Officer may be removed from office with or without cause by the Membership. Any Officer may resign at any time giving written notice to the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at a later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.6 **Vacancies.** A vacancy in any office may be filled by appointment by the President. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he/she replaces.

4.7 **Multiple Offices.** The offices of Secretary and Treasurer may be held by the same person. No other elected Officer person shall simultaneously hold more than one of any of the other Officer or Director positions.

4.8 **Duties.** The duties of the Officers are as follows:

- (a) **President.** The president, as having been elected by the Association, shall be the overseer of all officers, directors, agents, and employees, to see that their duties are properly performed. Should the president be unable or unavailable to carry out his/her responsibilities, the vice president shall then take charge of the Association and report to the membership for recommended action, as needed. The President shall preside at all meetings; shall see that orders and resolutions of the Membership are carried out; shall sign all leases, mortgages, deeds, and other written instruments, and shall sign all promissory notes. The President shall be the official spokesperson for the Association at all Association functions. The President shall maintain the master file for all Association documents.

- (b) **Vice-President**. The Vice-President shall act in the place of the President in the event of his/her absence, inability, of refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Membership. The Vice-President will be in charge of the ethics committee and be in direct communication with the President involving all findings and disciplinary actions.
- (c) **Secretary**. The Secretary shall send ballots to the Association's Members, record the votes and keep the minutes of all meetings and proceedings of the members; serve notice of meetings of the Officers and Directors and of the members; keep appropriate current records showing the Members of the Association together with their addresses; and shall perform such other duties as required by the Membership.
- (d) **Treasurer**. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the President; shall sign all checks and promissory notes of the Association; keep proper books to be made available to a public account at the completion of each fiscal year; and shall prepare an annual budget, statement of income, and expenditures to be presented to the membership at its regular annual meetings, and deliver a copy of each to the members. The Treasurer will maintain all financial records of the Association. The Treasurer shall have accessible the current records and the preceding 4 year's financial record. All other financial records shall be stored. The Treasurer shall be provided with copies of all financial transactions involving Association accounts
- (e) **Assistant Officers**. Assistant Officers shall have the same duties and powers of the Principal Officers in the absence of such principal officers.

## **ARTICLE V**

### **Directors – Number/Terms/Nomination/Election**

5.1 **Number**. The Association shall maintain at least 3 Directors, all of which must be members in good standing with the Association.

5.2 **Term of Office**. Elected Directors shall serve a two-year term. No elected Director shall hold an Officer position.

5.3 **Nomination**. Nomination for election to a Directors position may be made by Membership or by written notice delivered to the Association's Secretary 30 days prior to the date of the meeting of the Members. Only Members in good standing shall be entitled to be nominated.

5.4 **Election**. Elections to the Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles and BY-LAWS. The person receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI

### Directors - Removal/Compensation

6.1 **Removal**. Any Director may be removed from a Director position, with or without cause, by a Majority Vote of the members of the Association or President. In addition, a Director may be removed, by a Majority Vote of the Officers and Directors, if a Director misses two consecutive meetings without an acceptable excuse. In the event of death, resignation, or removal of a Director, a successor shall be appointed by the President or elected by the membership for the un-expired term of the predecessor.

6.2 **Compensation**. No Director shall receive compensation for any service rendered to the Association. However, a Director may be reimbursed for actual expenses incurred in the performance of duties provided the Director presents receipts for expenses to the Treasurer for approval.

## ARTICLE VII

### Officers and Directors - Meeting

7.1 **Regular Meetings**. At least one regular meeting of the Officers and Directors shall be held before the annual meeting of the members. This meeting may be held without notice. Other regular meetings may be scheduled at the annual meeting of the Officers and Directors.

7.2 **Special Meetings**. Special meeting of the Officers and Directors shall be held when called by the President of the Association, or by any two Directors, after not less than a days' notice to each Director.

7.3 **Quorum**. A majority of the number of Officers and Directors shall constitute a quorum for transaction of business. Every act or decision done or made by a majority of the Officers and Directors present at a dully-held meeting at which a quorum is present shall be regarded as the act of the Officers and Directors.

## ARTICLE VIII

### Officers and Directors – Powers/Duties

8.1 **Powers**. The Officers and Board of Directors shall have the power to:

- (a) Adopt and publish rules and regulations governing the use of property owned by the Association.
- (b) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these BY-LAWS.

- (c) Declare the office of a member of the Officers and Directors to be vacant in the event such member shall be absent for two consecutive regular meetings of the Officers and Directors; and
- (d) Establish annual fees for membership to the Association at the Annual Meeting of the Officers and Directors, and these fees are to be voted on and approved by Membership at a meeting of the Members.

8.2 **Duties.** It shall be the duty of the Officers and Directors to:

- (a) Keep a complete record of all its acts and affairs and to present a statement thereof to the Members at the Annual Meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth of the Members who are entitled to vote.
- (b) Supervise all agents and employees of the Association, and to see that their duties are properly performed;
- (c) Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (d) Maintain property owned by the Association.

## **ARTICLE IX**

### **Committees**

9.1 **Appointment of Committees.** The President may appoint such committees as deemed appropriate to carry out the purpose of the Association, including the formation of any committees for research projects approved by the Membership upon recommendation by the President.

9.2 **Ethics Committee.** The Officers and Directors shall constitute the Ethics Committee. The Committee may meet with any member in any matter concerning ethical conduct of the Association or its Members.

**ARTICLE X**

**Books and Records**

10.1 **Preservation of Books and Records.** The books, records, and papers of the Association shall at all times, during regular business hours, be subject to inspection by any Member. The BY-LAWS of the Association shall be available for inspection by any Member of the Association.

**ARTICLE XI**

**Amendments**

11.1 **Amendments.** The Officers, Directors and Membership shall have the power to make, alter, amend or repeal the BY-LAWS at any meeting held for that purpose. This would require an affirmation of all members of record, with a majority of votes cast (not merely a majority vote of a quorum of attending members at any annual or special meeting).

11.2 **Conflicts.** In the case of any conflict between the Articles of Incorporation and these BY-LAWS, the Articles of Incorporation shall control.

11.3 **Saving Clause.** If a court of competent jurisdiction should hold a portion of these BY-LAWS to be invalid, the remainder of the BY-LAWS shall remain in full force and effect and shall not be rendered invalid.

**ARTICLE XII**

**Miscellaneous**

12.1 **Fiscal Year.** The fiscal year of the Association shall end on the 31<sup>st</sup> day of May of every year.

IN WITNESS WHEREOF, we, being all of the Directors of the COLORADO TAXIDERMST ASSOCIATION, have executed these BY-LAWS this \_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ .

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary