

BYLAWS OF

Weld Air and Water

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be Weld Air and Water. It shall be a nonprofit organization incorporated under the laws of the State of Colorado.

Section 2 — Purpose: Weld Air and Water is organized exclusively for charitable, scientific and educational purposes in Weld County, Colorado.

The purpose of this organization is to promote the social and environmental welfare, including but not limited to: serving as an information clearinghouse, an advocate for health and safety, and a community organizing tool for citizens of Weld County, Colorado in relation to oil and gas development in the County.

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership: Application for voting membership shall be open to any person that supports the purpose statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and payment of annual dues. The membership year shall be for a 12-month period from the time initial dues are paid.

Section 2 — Annual dues: The dues amount shall be decided by consensus of the members at a regular meeting. Continued membership is contingent upon being up-to-date on membership dues.

Section 3 — Rights and responsibilities of members: Each member present at a meeting shall have the right and responsibility to express their opinion, to listen to others, and to one vote.

Section 4— Non-voting membership: the general voting membership shall have the authority to establish and define non-voting categories of membership.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Regular meetings of the members shall be held monthly or as needed at a time and place designated by the chair and conducted using an established agenda and agreed upon procedures that encourage participation by all members in attendance.

Section 2 — Annual meetings: An annual meeting of the members shall take place in the month of January, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect officers, receive reports on the activities of the committees, and determine the general direction of the organization for the coming year.

Section 3 — Special meetings: The chair, the Executive Committee, or a simple majority of the Steering Committee may call special meetings. A petition signed by five percent of voting members may also call a special meeting.

Section 4 — Notice of meetings: Notice of each meeting shall be sent to each voting member, by email, not less than two days prior to the next meeting.

Section 5 — Quorum: those present at any properly announced meeting shall constitute a quorum.

Section 6 — Decision Making: Unless otherwise required by the by-laws, the organization shall seek to make decisions through consensus. If consensus cannot be reached by the members present in a reasonable period of time, the Chair will seek input from the group and decide whether to table the decision until the next meeting, choose to poll the entire membership or ask that a decision be made by a majority vote of those present and eligible to vote.

ARTICLE IV — STEERING COMMITTEE

Section 1 — Steering Committee role, and compensation: The Membership is responsible for overall policy and direction of the association, and delegates responsibility of setting the meeting agenda and dealing with any time sensitive items emerging between meetings. The Steering Committee shall be comprised of the Executive Committee and at least one representative of each Work Group to be elected by said Work Group. The Steering Committee receives no compensation other than reasonable expenses.

Section 2 — Terms: All Executive Committee members shall serve two-year staggered terms, but are eligible for re-election for up to two consecutive terms.

Section 3 — Meetings and notice: Business will usually be conducted by e-mail with each steering committee member being notified and a response needed by time and date specified. The Steering Committee shall meet if necessary, at an agreed upon time and place. An official Steering Committee meeting requires that each steering committee member have email notice at least two days in advance.

Section 4 — Executive Committee elections: New officers and current officers shall be elected or re-elected by a simple majority of voting members at the annual meeting.

Section 5 — Election procedures: Any member can nominate a candidate to the slate of nominees, all nominations require a second. All members will be eligible to cast one vote for each office. The membership may form a nominating committee two months prior to the election.

Section 6 — Officers and Duties: There shall be four officers of the Executive Committee, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

The chair shall facilitate regularly scheduled membership meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer; and ensure that an agenda was established that includes input from the Steering Committee and Members.

The vice-chair shall assist the chair in developing the meeting agenda, facilitate meetings where appropriate and convene committees on special subjects as designated by the Steering Committee or Membership.

The secretary shall be responsible for keeping records of the organization's actions, including overseeing the taking of minutes at all membership and steering committee meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each member, and assuring that corporate records and correspondence are maintained.

The treasurer shall make a report at each membership meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fund-raising plans, and make financial information available to members and the public.

Section 7 — Vacancies: When a vacancy on the Executive Committee exists mid-term, nominations and election of the vacant office shall be entertained from the floor of the next general meeting. These vacancies will be filled only to the end of the particular officers term.

Section 8 — Resignation; Resignation from the Executive Committee must be in writing and received by the Secretary. An executive Committee member may be removed for other reasons by a two-thirds vote of the general membership.

Section 9 — Special meetings: Special meetings of the Steering Committee shall be called upon the request of the chair, or one-third of the Steering Committee. Notices of special meetings shall be sent out by the secretary to each board member by email at least two days in advance.

ARTICLE V — WORK GROUPS AND COMMITTEES

Section 1 — Work Group formation: The Steering Committee or general membership may create work groups as needed, such as fundraising, communications, education, etc. The members of each work group shall elect the chair of the work group. Among other duties, Work Groups are responsible to bring specific proposals to the membership meeting for action.

Section 2 — Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the organization in the intervals between Membership meetings, and is subject to the direction and control of the Steering Committee and Membership.

Section 3 — Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other organization members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fund-raising plans, and the annual budget with the membership. The membership must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved at a Membership meeting. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Membership showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership and the public upon request.

ARTICLE VI — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by consensus of the membership present and eligible to vote.

CERTIFICATION

These bylaws were approved at a meeting of the membership by consensus on January 20, 2014.