

**BYLAWS  
OF  
POUDRE WILDERNESS VOLUNTEERS**

**(As Amended by Board Vote on July 20, 2023)**

**A R T I C L E I  
Name, Location, and Mission Statement**

The name of the corporation is Poudre Wilderness Volunteers (PWV), hereinafter referred to as the "Corporation". The principal office of the Corporation shall be c/o Registered Agent, Fred Allen, 7558 Vardon Way, Ft. Collins, CO 80528, but meetings of PWV members and Directors may be held at such places within the State of Colorado, County of Larimer, as may be designated by the Board of Directors.

The mission of PWV is to assist the Canyon Lakes Ranger District of the United States Forest Service in managing and protecting wilderness and backcountry areas within its jurisdiction. To achieve this mission, PWV recruits, trains, equips and fields citizen volunteers to serve as wilderness rangers and hosts for the purpose of educating the public, and provides other appropriate support to these wild areas.

**A R T I C L E II  
Definitions**

**Section 1.** "Corporation" shall mean and refer to Poudre Wilderness Volunteers, its successors and assigns.

**Section 2.** "PWV Member" shall mean and refer to those persons who join PWV and who meet the following requirements:

- (1) are capable of performing volunteer duties;
- (2) agree to commit the time expected by the Board;
- (3) support the "Leave No Trace" philosophy of wilderness use;
- (4) possess positive interpersonal communication skills that are necessary to the successful performance of volunteer duties; and
- (5) Return a signed Federal Government Volunteer Services Agreement to the Forest Service each year.

**ARTICLE III**  
**Meetings of PWV Members**

**Section 1. Annual Meetings.** An annual meeting of the PWV members will take place in the autumn of each year. At this meeting, PWV members will be encouraged to give their views on the organization and its operations to Board Members and the group as a whole. The Board will report on the financial status and major accomplishments.

**Section 2. Special Meetings.** Special meetings of the PWV members may be called at any time by a majority of the Board of Directors, or by the use of an electronic petition from a majority of the registered membership.

**Section 3. Notice of Meetings.** An electronic notice of each meeting of the PWV members shall be provided to all PWV members at least fifteen (15) days before such meeting by, or at the direction of, the Secretary or person authorized to call the meeting, via appropriate media, as defined by the Board. 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.

**ARTICLE IV**  
**Board of Directors; Term of Office; Board Organization**

**Section 1. Number and Term of Office.** The affairs of this Corporation shall be managed by a Board of a minimum of nine (9) and a maximum of fifteen (15) directors serving three-year terms. The terms of the five (5) Directors who are Officers may extend beyond three years as provided in Article VIII, Section 3. The number of Board members may be further increased if the Board creates new Officer positions and elects new board members to fill those positions as provided in Article VIII, Section 1. A former Director who has served a full term may be re-elected to the Board but only after at least one year has passed since the end of his/her previous term. One additional Directorship shall be reserved for the official representative of the U.S. Forest Service.

**Section 2. USFS Representative.** The only Director exempt from the term limits imposed by Section 1 above is the representative of the U.S. Forest Service. Such person will serve at the pleasure of the USFS District Ranger. The USFS Representative is not a voting member of the Board.

**Section 3. Advisory Board.** Advisory Board members will provide guidance and support to the Corporation. The Board may select worthy individuals to become Advisory Directors. These Advisory Directors will be nominated by a Director and elected by the Board through its

regular election procedure at any Board meeting during the year. Advisory Directors will serve a three (3) year term, and they may be re-elected to additional consecutive three (3) year terms, serving from January 1 to December 31, 3 years later. Advisory Directors will be encouraged to attend Board meetings, participate actively in Board discussions, and promote the interests of the Corporation in the larger community, but they will have no voting powers regarding Board decisions. Advisory Directors may be former Directors of the Corporation, esteemed persons with special expertise relevant to the mission of Poudre Wilderness Volunteers, representatives of major donors to the Corporation, or other leading members of the larger community who could benefit the Corporation

**Section 4. Removal/Vacancy.** Any Director or Advisory Board member may be removed from the Board, with or without cause, if two-thirds of all Directors vote for such person's removal. In the event of death, resignation, or removal of a Director, the successor may be elected at any time by the remaining members of the Board to serve the unexpired term of the predecessor.

**Section 5. Compensation.** No Director shall receive compensation for any service rendered to the Corporation. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties.

**Section 6. Executive Committee.** The day-to-day management of the Corporation, including coordination of all working committee activities, shall be overseen by an Executive Committee.

- A. The Executive Committee shall consist of the following: Chair, Chair-Elect, Most Recent Past Chair, Secretary, Treasurer, and the USFS Representative. If requested by the current Chair and approved by the Executive Committee, an Advisory Board member may be appointed to a one-year term as a voting member of the Executive Committee. {see Article VIII section 4 Special Appointments} The USFS Representative will serve as an advisor but not have a vote on the Executive Committee.
- B. The Board of Directors or its designees shall draft action plans, budgets, and financial reports for Board approval. The Executive Committee shall negotiate and draft all agreements between the Corporation and third parties (including, but not limited to, cooperative agreements with the United States Forest Service), for approval by the Board.
- C. A majority of the number of Executive Committee members shall

constitute a quorum for transaction of business. Every act or decision done or made by a majority of the Executive Committee members at a duly held meeting shall be regarded as an act of the Executive Committee. The USFS Representative is excluded in the calculation of quorum and calculation of majority.

- D. Any decisions made by the Executive Committee on behalf of the Board shall be recorded in the minutes of the subsequent Board meeting.

**Section 7. Other Committees.** The Board may establish Committees to meet the needs of the organization and shall elect all Committee Chairs. The Board may reorganize or deactivate Committees at its discretion.

**Section 8. Action Taken Without A Meeting.** The Board may take any action in exceptional circumstances that do not permit the convening of the Board, by obtaining the written approval, including by email, of a majority of the voting Members of the Executive Committee. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## **A R T I C L E   V**

### **Nomination and Election of Directors**

**Section 1. Nomination.** PWV members may be nominated to the Board of Directors by any PWV member at any meeting of the Board of Directors when there is a Board vacancy. PWV members may self nominate. Nominees must be in agreement to serve before being nominated.

**Section 2. Election.** Election of Board of Directors shall take place at the regularly scheduled October Board meeting. A minimum of three new Board members shall be elected each year for three-year terms. The new Board members may include any Board members who served a partial term, replacing a vacant position as defined in article 4, section 4, and wishes to serve a full term. Election to the Board of Directors shall be by a secret, written ballot or by personal and private email or other electronic means to the Board secretary at the time of the election for board members and officers. In situations in which the Board cannot meet as a group in person, ballots shall be submitted by personal and private email or other electronic means, to the Board secretary at the time of the election for board members and officers. The secretary will announce the outcome and is to maintain confidentiality. At such election the members of the Board of Directors may cast one vote in respect to each vacancy. The person receiving the largest number of votes for each vacancy shall be elected. Those elected shall be Board Member Elect, with their term as

voting Board Members beginning the following January 1st and ending three years later on December 31st.

## **A R T I C L E   V I**

### **Meetings of Directors**

**Section 1. Regular Meetings.** Regular meetings of the Board of Directors shall be held at approximately monthly intervals throughout the year. The date, hour and place for each regular meeting will be set by Board consensus.

**Section 2. Special Meetings.** Special meetings of the Board of Directors shall be held when called by the Chair of the Corporation, or by any two Directors, after not less than three (3) days' notice to each Director.

**Section 3. Quorum.** A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. The USFS Representative is excluded in the calculation of the quorum and calculation of majority.

**Section 4. Proxy Voting.** Not permitted.

## **A R T I C L E   V I I**

### **Powers, Duties, and Responsibilities of the Board of Directors**

**Section 1. Powers.** The Board of Directors shall have power to;

- A. Exercise for the Corporation all powers, duties, and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation.
- B. Declare the office of a member of the Board of Directors to be vacant in the event such Director shall have three (3) unexcused, consecutive absences from the regular meetings of the Board of Directors.
- C. Employ a manager, an independent contractor, or such other

employees as they deem necessary, and prescribe their duties, but this can only be done with the approval of two-thirds of the Directors.

**Section 2. Duties.** It shall be the duty of the Board of Directors to:

- A. Cause to be kept records of its acts and corporate affairs open for inspection by the PWV members.
- B. Supervise all officers, agents, and employees of the Corporation, and see that their duties are properly performed.
- C. Supervise all programs of the Corporation.

**Section 3. Responsibilities.**

- A. The Board of Directors is legally responsible (and liable) for the financial practices and decisions of the Corporation.
- B. The Board of Directors is legally responsible to protect, maintain, and uphold the tax-exempt status of the Corporation

## **ARTICLE VIII**

### **Officers and Their Duties**

**Section 1. Enumeration of Officers.** The officers of this Corporation shall be a Chair, a Chair-Elect, a Most Recent Past Chair, a Secretary, a Treasurer, and such other officers as the Board may from time to time by resolution create. All officers shall be Directors of the Corporation.

**Section 2. Election of Officers.** An election of officers shall take place at the October meeting of the Board of Directors. Those elected shall start their new term as office beginning the following January 1st and ending a year later on December 31.

**Section 3. Term.** With the exceptions noted in the below Subsections A. and B., the officers of this Corporation each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or be otherwise disqualified to serve. In the event of death, resignation, or removal of an officer, the successor shall be elected by the Board within the next two regular meetings and shall serve for the unexpired term of the predecessor.

- A. **Chair-Elect, Chair, Most Recent Past Chair.** Once elected the Chair-Elect is expected, at the completion of his/her one-year

term, to advance to the office of Chair for a one (1) year term and continue on the Board as a voting member for an additional one (1) year term as Most Recent Past Chair, following his/her year as Chair. The Chair-Elect should have served at least one year as a director in his/her present term or in a prior term on the Board. However, if no PWV member meeting these qualifications is willing to serve as Chair-Elect, a PWV member at large shall be elected to serve as Chair-Elect.

- B. **Secretary, Treasurer.** By a two-thirds annual majority vote, the Secretary and the Treasurer may be re-elected to their positions for an additional year and their term as Director extended beyond the three-year Board term limit.

**Section 4. Special Appointments.** The Board may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may determine.

**Section 5. Resignation and Removal.** Any officer may be removed from office, with or without cause, by a two-thirds vote of the Board. Any officer may resign at any time by giving written notice to the Board, the Chair, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6. Vacancies.** A vacancy in any office may be filled by election by the Board. The officer elected to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

**Section 7. Duties.** The duties of the officers are as follows:

- A. **Chair.** The Chair shall preside at all meetings of the Board of Directors and shall see that decisions of the Board are carried out. The Chair shall be authorized to perform the duties of the Treasurer as described below, in the event that the Treasurer is unable or unavailable to perform those duties.
- B. **Chair-Elect.** The Chair-Elect shall act in the place and stead of the Chair in the event of his or her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.
- C. **Most Recent Past Chair.** The Most Recent Past Chair serves in an advisory capacity to the current Chair.

- D. **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Executive Committee, and of the PWV members (e.g., the Annual Meeting and special meetings of the PWV members where official business is conducted); keep the corporate seal of the Corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the PWV members; keep appropriate current records showing the Board and Advisory Board members of the Corporation, and shall perform such other duties as required by the Board.
- E. **Treasurer.** The Treasurer shall ensure that PWV's books are maintained according to generally accepted accounting principles that produce reliable financial information, ensure fiscal responsibility, and build public trust. The Treasurer is responsible for receipt and deposit in appropriate bank accounts all monies of the Corporation, and disbursement of such funds as directed by the Board of Directors. The Treasurer shall prepare an annual budget and financial statements for the Board at the appropriate regular meeting. When so directed by the Board, the Treasurer shall cause an audit of the Corporation books to be made by a public accountant.

## **A R T I C L E   I X**

### **Books and Records**

The books, records, and papers of the Corporation shall be available for inspection by any PWV member. The Articles of Incorporation and the Bylaws of the Corporation shall be available on the PWV.org website.

## **A R T I C L E   X**

### **Amendments**

**Section 1.** These Bylaws may be amended, following a minimum of a thirty day notice, at a regular or special meeting of the Board of Directors, by a two-thirds vote of all Directors.

**Section 2.** In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

## **A R T I C L E   X I**

### **Miscellaneous**

- A. Any PWV member, as defined in Article 2, Section 2, attending a Board meeting, may make a motion, however, only Board members may second and vote on a motion.



- B. The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.
- C. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then 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.

**IN WITNESS WHEREOF**, I, being Chair of the Board of Directors of Poudre Wilderness Volunteers, hereby certify with my signature that the Board approved these bylaws, as most recently amended, by a two-thirds majority vote on July 20, 2023.

(signature on record)

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Mark Snyder

### **CERTIFICATION**

I the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of Poudre Wilderness Volunteers, a Colorado Corporation, and

THAT the foregoing Bylaws constitute the amended Bylaws of said Corporation, as duly adopted at a meeting of the Board of Directors thereof, held on July 20, 2023.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 24th day of December, 2023.

(signature on record)

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Ruth Janitscheck