

**AMENDED RESTATED BYLAWS
OF THE
COLORADO WATER CONGRESS**

In accordance with a resolution duly adopted by the Colorado Water Congress Board of Directors at a regular meeting on December 5, 2018 the following are adopted as the Amended Restated Bylaws of the Colorado Water Congress.

ARTICLE I. NAME

The name of the organization will be the Colorado Water Congress.

ARTICLE II. OBJECTIVES AND PURPOSES

Section 1. Objectives

The objectives of this corporation will be to bring about institution and advancement of programs for the conservation, development, administration, and protection of the water resources of the State of Colorado, and to be the official association representing the water users of the State of Colorado in the National Water Resources Association, Inc.

Section 2. Purposes

Subject to the limitations hereinafter contained, the Colorado Water Congress will provide its Membership with a forum for the discussion of water matters and to the end that, where possible, conflicts among water users may be resolved through the medium of mutual discussion of the facts and proposed solutions. It will provide, to the greatest extent possible, information to the Membership.

Through the development of facts, dissemination of information and resolution of apparent conflicts, the Colorado Water Congress will make its influence felt to the greatest extent possible in each area of public authority over water matters.

In furtherance of these objectives, the Colorado Water Congress may cooperate with and support organizations working for the same general objectives.

ARTICLE III. LOCATION

The principal office of the Colorado Water Congress, where general business of the organization will be transacted and records of the organization will be kept, will be at such place in the State of Colorado as may be fixed from time to time by the Board of Directors (Board).

ARTICLE IV. MEMBERSHIP

Section 1. Membership Criteria

Membership will be available to any entity or person interested in supporting the objectives and purposes of the Colorado Water Congress that subscribes to its Articles of Incorporation and these Bylaws and makes timely payment of annual Membership dues. Annual Membership may be revoked by the Board, if in its sole discretion, the Board determines that a Member does not meet these criteria.

Section 2. Classification of Membership

Colorado Water Congress Members are classified according to their desired level of participation. The Board sets and will periodically review minimum dues and corresponding benefits for each level.

A. Student Members

Preparing for a career in the water community, Student Members may attend all events at Member rates and receive regular Member communications. Student Members are not eligible to nominate Directors.

B. Individual Members

Interested in information about water issues and learning about Colorado's water community, Individual Members attend all Colorado Water Congress events at Member rates and receive Member communications.

C. Regular Members

Small entities and organizations that are supportive of Colorado's water community, Regular Members attend all Colorado Water Congress events at Member rates and receive Member communications.

D. Committee Level Members

Active in the Colorado Water Community, Committee Level Members may join all Colorado Water Congress standing committees, attend all Colorado Water Congress events at Member rates and receive Member communications.

E. Sustaining Members

Deeply committed to the future of the Colorado Water Congress and an inclusive Colorado water community, Sustaining Members are the primary source of funding to accomplish the Colorado Water Congress' mission. Sustaining Members may join all Colorado Water Congress standing committees, attend all Colorado Water Congress events at Member rates and receive Member communications.

F. Honorary Life Members

Honorary Life Membership may be awarded to persons in recognition of outstanding service in furthering the objectives and purposes of the Colorado Water Congress. Honorary Life Members will be selected by the Board.

Honorary Life Members are not required to pay Membership dues or registration fees for Colorado Water Congress events but retain all the rights and privileges of a Regular Member.

Section 3. Applications for Membership

Applications for Membership will be submitted to the Executive Director on a form to be approved by the Board and accompanied by the payment of annual Membership dues. The Board may approve or deny Membership for all entities and individuals that seek to join the Colorado Water Congress.

Section 4. Dues

Guidelines for annual Membership dues will be determined by the Board. From the date of adoption of these Restated Bylaws, new members must pay dues in the amount set in the guidelines.

Section 5. Renewal of Membership

Membership in the Colorado Water Congress may be renewed annually by payment in full of dues on or before the anniversary date of the Membership. Failure to make timely payment will constitute grounds for termination of Membership. Membership privileges will be suspended if such dues are delinquent by more than 90 days and Membership terminated if dues are delinquent more than 180 days.

Section 6. Primary Contact

Each Member of the Colorado Water Congress will designate a Primary Contact who will ensure that the Colorado Water Congress has current contact information for the Member organization, including the persons who are designated to receive communications from the Colorado Water Congress.

ARTICLE V. MEMBERSHIP MEETINGS

Section 1. General Membership Meetings

The purpose of General Membership Meetings will be to share information and gather the input of Members regarding matters of importance to the Colorado Water Congress. Winter and Summer General Membership Meetings will be held each year at such time and place as directed by the Board. Additional Membership Meetings may be held at such times and places as directed by the Board of Directors.

Section 2. Notice

Notice of the date, time, and location of General Membership and any additional Membership Meetings will be sent by electronic mail to the Primary Contact for all Members in good standing at least 30 days prior to the meeting. The notice will include the agenda and supporting materials for the meeting.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Governance

The Colorado Water Congress shall be governed by a Board of Directors comprised of Members in good standing, or their representatives, that reflect the diverse geographic and professional interests of the Colorado water community and meet the criteria set forth in Section 3 of this Article. Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a Committee of the Board in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of the Colorado Water Congress.

Section 2. Board Duties

As a policy board, the Board's primary responsibility is to provide oversight on Colorado Water Congress activities. Oversight means the Board delegates daily operations to Member groups and staff while assuring that the mission of the organization is achieved. The Board has the responsibility for stewardship of Colorado Water Congress assets including staff, financial resources, and organizational reputation and integrity. The Board periodically reviews, and revises or reaffirms the Colorado Water Congress principal governance documents. The Board holds sole authority for the following:

- A. Bylaws
- B. Governance Vision
- C. Governance Structure
- D. Purposes of Standing Committees, Work Groups, and Special Projects
- E. Fiscal Control Policies
- F. Annual Business Plan

The Board shall adopt policies that set forth expectations for service on the Board.

Section 3. Board Organization

The Colorado Water Congress Board is organized into three Divisions: Geographic, Local Government and Business, and Professional Interests. Each year, Directors from one of the three Divisions will be selected for a three-year term, commencing on the date of the Winter General Membership meeting in the year following their selection.

A. Geographic Division

One Director will represent Members located in each of the following ten Watersheds.

1. Upper South Platte Watershed
2. Lower South Platte Watershed
3. Arkansas River Watershed
4. Rio Grande Watershed
5. Upper Colorado River Watershed
6. Lower Colorado River Watershed
7. Gunnison/Uncompahgre River Watershed

8. North Platte/Laramie Watershed
9. Yampa/White/Green Watershed
10. San Juan/Dolores/San Miguel Watershed

A Director appointed to represent a Watershed must reside in that Watershed.

B. Local Government and Business Division

Ten Directors will represent local government and business interests as follows:

1. Local Government Interests
 - a) East Slope (one Director)
 - b) West Slope (one Director)
 - c) Denver-Aurora-Boulder Combined Statistical Area (four Directors)
2. Business Interests (four Directors, one from each of the following)
 - a) Commercial
 - b) Energy
 - c) Mining
 - d) Oil and Gas

A Director appointed to represent local government or business interests must be employed by the local government or business represented, or represent such an entity in an official capacity. If an application from a listed business interest is not received, the vacant position may be filled by an applicant representing another listed business interest; provided, however, that no more than two board members may be appointed from any one business interest.

C. Professional Interests Division

Ten Directors will represent professional and other interests. One Director will represent each of the following, except that Irrigated Agriculture will have two Directors:

1. Irrigated Agriculture
2. Education
3. Engineering
4. Environmental
5. Financial
6. Ground Water
7. Legal
8. Recreational
9. Water Quality

Directors appointed in this Division must be employed in the profession or interest group represented or have significant experience in the field of interest represented.

Directors must continue to meet the criteria for appointment specified above throughout their terms. A Director who ceases to meet the criteria must resign. A Director who resigns for this reason is not ineligible for appointment in a Division where the criteria can be met if a vacancy occurs in that Division.

D. Ex-officio Members

The following individuals will be non-voting ex-officio Members of the Board: Colorado Governor (or designee), Colorado Attorney General (or designee), Colorado Water Congress Federal Affairs Liaison, Immediate Past President (if not otherwise serving on the Board), and Colorado Water Congress Executive Director.

E. Committees of the Board

The Board may create committees of the Board and appoint Directors to them. Provisions of these Bylaws and statute that govern meeting, actions without meeting, notice, waiver of notice, and quorum and voting requirements shall not apply to Committees of the Board or the Nominating Committee. Committees of the Board may take no action on behalf of the Board, but shall be limited to making recommendations to the Board.

Section 4. Selection of Directors

A. Vacancy and Application

To determine if an open Board seat will exist, in September of each year the Nominating Committee will consult with incumbent Directors whose terms will expire in that year to determine if they wish to continue serving for another term. If not, a vacancy will exist for the next term. Eligible Members of the Division in which the vacancy will exist will be notified of the vacancy by electronic mail prior to the first business day in October. Any eligible Member in good standing, except Student Members, may apply to represent that Member's watershed or interest group. Applications must be submitted in writing or by electronic mail on a form approved by the Board prior to the first business day of November. Eligible Members are those Members who meet the criteria set forth in Article VI, Section 3 for appointment to the fill the vacancy.

B. Selection and Appointment

The Nominating Committee will review the applications and prepare a recommendation to fill any vacancy based on the applicant's knowledge, experience, level of interest, and other factors deemed relevant by the Committee. The Committee's recommendations, together with all applications received, and the Committee's proposed slate of Directors for the upcoming term, will be submitted to the Board prior to the first business day of December. At its December meeting, the Board will appoint Directors for each vacancy and reappoint continuing Directors for the new term. Voting by the Board for Directors may be conducted by telephone conference call or electronic mail. A two-thirds majority of the Board is required to appoint a Director. The slate of Directors appointed will be announced at the next Winter General Membership meeting.

Section 5. Term

Each Director will serve for a three-year term. There is no limit on the number of terms that a Director may serve.

Section 6. Removal of Director

The Board may remove a Director for reasons that include, but are not limited to, unexcused absences from consecutive board meetings, inability to act, conflicts of interest, inappropriate conduct, or lapse of that Director's Colorado Water Congress Membership. At least ten days' notice of the proposed removal will be given to the involved Director, who will be given an opportunity to be present and to be heard at the meeting at which the removal is considered. A two-thirds majority of the Board is required to remove a Director.

Section 7. Vacancies.

In the event of a vacancy prior to the expiration of a Director's term, the Board shall appoint a Director for the remainder of the unexpired term in accordance with the procedure described in Article VI, Section 4, adjusting the dates as appropriate.

Section 8. Compensation and Expenses.

No compensation will be paid to any Director for services as a Director. By resolution of the Board, reasonable expenses may be allowed for attendance at regular and special meetings of the Board or for special services rendered by any Director.

ARTICLE VII. BOARD MEETINGS

Section 1. Meetings

The Board will hold regular meetings at least four times each calendar year at such place and time as designated by the Board. Dates of regular scheduled Board meetings will be published in the Members section of the Colorado Water Congress website.

Section 2. Special Meetings

Special meetings of the Board may be called by the Board President or by a majority of the Board.

Section 3. Notice

Notice of regular and special meetings of the Board will be sent by electronic mail to the Board and to the designated primary contact for each Member at least ten calendar days prior to the day such a meeting is to be held and shall include an agenda identifying all items on which action may be taken at the meeting. A calendar of Board meetings shall be posted on the Colorado Water Congress website in the section accessible to Members. The Board may waive the notice requirement under extraordinary circumstances.

Section 4. Quorum

Sixteen voting Directors present in person or by proxy will constitute a quorum for transacting business. A proxy may only be granted to a Director who is present at the meeting. The proxy must be delivered to the Executive Director by electronic mail, identifying with reasonable specificity the matters on which the appointed Director may vote. Directors may participate by telephone conference or similar communication equipment. Such participation will constitute presence in person at the meeting.

Section 5. Voting

Except as provided elsewhere in these Bylaws, a simple majority affirmative vote of the Directors voting in person or by proxy is required to pass a motion before the Board at a meeting when a quorum is present. Adoption of Colorado Water Congress policy statements or amendments to the Articles of Incorporation or Bylaws will require a two-thirds majority of the entire Board voting in person or by proxy.

Section 6. Order of Conduct

The Board may choose to adopt its own rules such as the *Simplified Roberts Rules of Order* as the authority for all questions of procedure at any meeting of the Board.

Section 7. Attendees at Board Meetings

All meetings of the Board will be open to any Member, and each Board meeting agenda will allocate time for Member comment. Members may provide comments by telephone conference or similar communication equipment. During any meeting, the Board may choose to enter executive session, at which time only the Directors and any invited guests will be allowed in the session.

ARTICLE VIII. OFFICERS

Section 1. Titles, Election, and Term

At the Summer General Membership Meeting, the Board will convene and elect from its members a President, Vice-President, Treasurer, Assistant Treasurer, and Secretary. Officers will hold offices for one year or until their qualified successors are elected or until their vacancy or removal as provided for in these Bylaws.

Section 2. Duties

The duties of these officers will be those which usually pertain to these officers. The President will act as Chair of the Board. Each officer with discretionary authority shall discharge the officer's duties under that authority in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of the Colorado Water Congress. The Secretary shall have responsibility for preparation and maintenance of minutes of the Directors' meetings and other records and information required to be kept under Section 7-136-101, Colorado Revised Statutes.

Section 3. Vacancy

A vacancy in any office may be filled by the Board for the unexpired portion of the term.

ARTICLE IX. EXECUTIVE DIRECTOR AND STAFF

Section 1. Appointment

The Board may appoint an individual to serve as Executive Director of the Colorado Water Congress. The Executive Director will hold office at the will of the Board subject to express contract provisions and will serve as an ex-officio Director on all committees.

Section 2. Duties

The Executive Director will carry out the policies and programs of the Colorado Water Congress; make periodic reports of the operations to the Board, select staff and independent contractors and assign their duties and supervise their work, and perform such other duties as may be directed by the Board.

Section 3. Employee Handbook

Personnel procedures and employee benefits including leave time, paid holidays, and pension plan will be specified in the Colorado Water Congress Employee Handbook. The Board must approve the Employee Handbook and any changes thereto prior to the Handbook or any changes becoming effective.

ARTICLE X. STANDING COMMITTEES, WORK GROUPS, AND SPECIAL PROJECTS

Section 1. Overview

By resolution, the Board may establish standing committees, work groups, and special projects. The resolution shall state the purpose, composition of membership, authority, and method of governance of such entities. The entities shall have an internal mechanism for assessing and reporting their performance. Unless specifically delegated, such entities will not have any authority to bind the Board or the Colorado Water Congress or exercise any power or authority reserved to the Board by law, the Articles of Incorporation, or these Bylaws. The Board will periodically review and revise or reaffirm the performance and purpose of all standing committees, work groups, and special projects.

Section 2. Nominating Committee

The Nominating Committee recommends persons for consideration for awards, Director, and standing committee leadership appointments. For awards and standing committee leadership appointments, the Nominating Committee shall develop written procedures that shall be confirmed by the Board. The Nominating Committee will strive to ensure that the Water Congress is truly representative of all regions of the state and every type of beneficial water use. The Nominating Committee is composed of the five immediate past presidents who are still Members in good standing and able and willing to serve. The most recent past president available to serve will chair the committee.

Section 3. Special Projects

The Board may establish special projects that promote the objectives and purposes of the Water Congress. The Water Congress will charge an administration fee for Special Projects equal to five percent of the Special Project's revenues collected and managed by the Water Congress.

ARTICLE XI. FISCAL REGULATION

Section 1. Fiscal Year

The Fiscal Year of the Colorado Water Congress will be October 1 through September 30.

Section 2. Basis of Accounting

The Colorado Water Congress will operate on a cash basis for its method of accounting. Income is shown when funds are received and disbursements are shown when expenses are paid.

Section 3. Budget

The annual budget will be adopted by the Board prior to the start of the fiscal year. The budget may be amended by the Board at any time.

Section 4. Fiscal Control Policies

The Board will provide for annual audits of the financial accounts and records of the Colorado Water Congress by an independent Certified Public Accountant. The Board will adopt, periodically review, and revise or reaffirm fiscal control policies for the management of Colorado Water Congress funds.

ARTICLE XII. NATIONAL WATER RESOURCES ASSOCIATION (NWRA)

Section 1. NWRA Membership

Membership in the National Water Resources Association is included as a benefit of Membership in the Colorado Water Congress.

Section 2. Colorado Directors to NWRA

The Board will annually elect as many Directors to the NWRA as Colorado is allocated by the NWRA Board.

Section 3. Colorado Caucus Meetings

Meetings of the Colorado Water Congress Members in caucus at the times of General or Special meetings of the NWRA will be called by a Colorado Director of the NWRA. The Secretary of such caucuses will be the Executive Director, or in his or her absence, such temporary Secretary as will be chosen by such caucus. The Members present at such caucuses will have power to consider and act upon such matters of NWRA business and policy as may properly come before such caucuses, and to direct the Colorado delegates to such NWRA meeting to cast all Colorado votes on each proposed resolution properly submitted to a vote at such NWRA meeting. Action taken at such caucuses will be considered the action of the Colorado Members of the NWRA and not an official action of the Colorado Water Congress unless such action will also be taken by vote of the Board.

ARTICLE XIII. WAIVERS OF NOTICE

Whenever notice is required by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by a Director or other person entitled to said notice, whether before, at, or after the time stated therein, or his or her appearance at such meeting in person or by proxy, will be the equivalent to such notice.

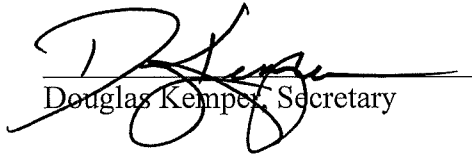
ARTICLE XV. INDEMNIFICATION

The Board may, in its discretion, make provision for indemnification of officers, Directors, employees, and agents of the Colorado Water Congress.

ARTICLE XVI. AMENDMENTS

These Amended Restated Bylaws may be amended or repealed by a two-thirds majority of the entire Board voting in person or by proxy.

ATTEST:



Douglas Kemper, Secretary