

BY-LAWS
OF THE
REPUBLICAN RIVER WATER CONSERVATION
DISTRICT

By-Laws originally adopted August 31, 2004
As amended January 11, 2005, April 13, 2006,
April 12, 2007, and August 20, 2019

President

Secretary

BY LAWS OF THE
REPUBLICAN RIVER WATER CONSERVATION DISTRICT

PREAMBLE

For the purpose of providing for the orderly conduct and carrying on of the business, objects and affairs of the Republican River Water Conservation District in accordance with Colo. Rev. Stat. §§ 37-50-101 *et seq.*, the Board of Directors of the Republican River Water Conservation District hereby makes, publishes and declares these By-Laws.

ARTICLE I - DEFINITIONS

1. “The Republican River Water Conservation District Act” or “Act” shall mean the act as set forth in Colo. Rev. Stat. §§ 37-50-101 *et seq.* as it may be amended from time to time.
2. “District” shall mean the Republican River Water Conservation District.
3. “Open Meetings Law” shall mean Colo. Rev. Stat. §§ 24-6-401 *et seq.* as it may be amended from time to time.
4. “Open Records Act” shall mean Colo. Rev. Stat. §§ 24-72-201 *et seq.* as it may be amended from time to time.

ARTICLE II - BOARD OF DIRECTORS

SECTION 1 - Number, Power, Duties.

The number of Directors, their appointment, term of office and their powers and duties being specifically provided in the Republican River Water Conservation Act, the provisions of the Act concerning such matters are hereby made a part of these By-Laws. The following provisions are supplementary to the provisions of the Act.

SECTION 2 - Vacancies on the Board of Directors.

Provision is made in Colo. Rev. Stat. § 37-50-104(2) for vacancies upon the Board of Directors to be filled by the County Commissioners, Ground Water Management District or the Colorado Ground Water Commission, as appropriate, from which directors are appointed. The President or Secretary of the District shall notify, in writing, the appropriate Board of County Commissioners, Ground Water Management District or the Colorado Ground Water Commission, as appropriate, to fill the vacancy prior to the next meeting of the Board of Directors of the District.

SECTION 3 - Powers.

The Board of Directors shall have all the powers granted to it by the Republican River Water Conservation District Act and such other provisions of Colorado and federal law as may be applicable to the District. The Board of Directors shall have such ancillary and incidental powers as may be proper, necessary or convenient in order to accomplish the purposes of the Republican River Water Conservation District Act.

SECTION 4 - Compensation.

As provided in the Act, the compensation to be paid to the District's Directors shall be one hundred dollars (\$100.00) per day while actually engaged in the business of the District in addition to their actual traveling and transportation expenses when away from their respective places of residence on District business. Being "actually engaged in the business of the District" means travel for, attendance at, or participation in: (1) meetings, including telephonic meetings, of the Board and Board Committees, regardless of whether the Director is a member of the Committee; and (2) the following, subject to such limitations as may be established by Board resolution, if the Director is representing the District on a matter related to the District's business: meetings of or discussions with state, county, local, or federal officials and/or District constituents; educational and policy presentations and seminars; meetings or negotiations with District staff or third parties; and judicial or administrative hearings or proceedings.

SECTION 5 - Annual Budget.

The Board shall adopt an annual budget for the ensuing fiscal year, pursuant to the "Local Government Budget Law of Colorado," Colo. Rev. Stat. §§ 29-1-1 *et seq.*

ARTICLE III - MEETING OF THE BOARD OF DIRECTORS

SECTION 1 - Regular Meetings.

Regular meetings ("quarterly meetings") of the Board of Directors shall be held as required by the Act on the Third Tuesday of the months of February, May, August and November of each year.

SECTION 2 - Special Meetings.

A special meeting of the Board of Directors may be held upon call of the President or any four members of the Board of Directors.

SECTION 3 - Place of Meetings.

The place for each meeting shall be set by the Board and included in the Notice and/or Agenda for that meeting.

SECTION 4 - Notice of Meetings.

- A. Not less than five (5) and not more than fifteen (15) days prior to the date of any regular meeting, the Secretary shall mail written notice to each member of the Board of Directors that the meeting will be held. The notice shall state the commencement time and location of the meeting. The notice shall be directed to each Director at the address which he or she has provided to the Secretary. It is the Directors' responsibility to provide and revise their address information as necessary.
- B. Where possible, notices of all meetings shall include or be accompanied by an agenda stating the specific times of business to be considered. If a consent agenda is to be utilized at the meeting, a copy of consent agenda shall be included with the notice.
- C. In general, notice of any special meeting will be provided in the manner set forth in subsection (A). However, if necessary for the effective conduct of the District's business, the caller(s) of any special meeting may elect to hold the meeting by giving all Board members notice and agenda information, if available, by hand-delivery, facsimile, electronic mail or telephone at least twenty-four (24) hours prior to the meeting.
- D. Notice of all regular and special meetings shall also be given to any person or agency requesting notice.
- E. Notice of all regular and special meetings shall comply with the Open Meetings Act.
- F. Any provision of this Section 4 may be waived by the Board by a majority vote at a meeting where a quorum is present, so long as the notice given for a meeting is in conformance with the Open Meetings Act.

SECTION 5 - Quorum.

A quorum of the Board of Directors shall consist of a majority of the members thereof, i.e. nine (9) members. Less than a quorum shall have the power and authority to adjourn any regular or special meeting at which less than a quorum shall be present or to continue their meeting and to fix the time and place of the holding of the continued meetings. Unless a meeting is noticed and held as a telephonic meeting, a Director participating in a regular or special meeting by telephone shall not be counted in determining the existence of a quorum.

SECTION 6 - Conduct of Meetings.

The President shall preside at all meetings of the Board. The Vice-President shall preside over all meetings of the Board in the absence of the President. With the President's permission, any employee, agent or contractee of the District may attend by telephone.

SECTION 7 - Voting.

- A. Directors must be physically present to vote at any regular or special meeting, unless the meeting is noticed and held as a telephonic meeting in which case all Directors participating by telephone may also vote. Voting by proxy is not allowed.
- B. The Board may take action by the affirmative vote of a simple majority of the membership at a meeting at which a quorum is present. Voting shall be done by a voice vote. The results of all voice votes shall be recorded in the minutes. Any Director may request a poll of Board. If a poll is requested the vote of each member shall be recorded in the minutes.

SECTION 8 - Actions at Meetings.

The Board shall not act at any special meeting on any matter which has not been described by general reference in the notice or agenda for that meeting. The Board shall not act at any regular meeting on any matter which has not been described by general reference in the notice or agenda for that meeting unless the President determines that such matter should be acted upon because of necessity for prompt or immediate action thereon or unless the Board modifies the agenda at said meeting. A consent agenda, consisting of a list of routine action items to be considered collectively by the Board, may be utilized at any regular or special meeting. Items shall be removed from the consent agenda and addressed separately at the request of any Director.

SECTION 9 - Resolutions.

All resolutions and orders of the District shall be in writing, recorded and authenticated by the signature of the President and Secretary, and shall be contained in both the minute book and the resolutions book of the District. Resolutions shall become effective at the time of passage, unless otherwise stated in the resolution.

SECTION 10 - Absence of Officers.

If both the President and the Vice President are unable to attend a meeting of the Board, the Secretary shall preside at the meeting. If none of the officers are able to attend a meeting, the majority of the members of the Board present at such meeting shall designate a temporary President from among the Members present who shall preside at such meeting.

SECTION 11 - Meeting Procedures.

Regular and special Board meetings shall be conducted generally in conformance with Robert's Rules of Order, Newly Revised, 11th Edition. Meeting procedures may be modified by the President as necessary to ensure the fair and efficient conduct of Board meetings.

ARTICLE IV - OFFICERS

SECTION 1 - Designation.

The officers of the District shall be as provided in the Republican River Water Conservation District Act and such other officers as may be authorized from time to time by Board resolution. The officers shall serve in their capacities for the District in the conduct of all affairs.

SECTION 2 - Qualification and Election of Officers.

The President and Vice-President shall be members of the Board of Directors. The Board of Directors shall elect a President and Vice-President each year at the regular quarterly meeting of the Board held in the month of November. The Secretary, Treasurer and other authorized officers shall be appointed by the Board from time to time as the need for such appointments arises.

SECTION 3 - Term of Office for Officers.

The President and Vice-President shall serve for a term of not more than (1) year, and shall hold their offices until their successors shall have been elected. The President and Vice-President may serve one or more terms. The Secretary, Treasurer and any other authorized officers shall serve at the pleasure of the Board.

SECTION 4 - Vacancies of Officers.

Should the office of an Officer of the Board become vacant, the Board shall elect a successor from its membership at the next regular or special meeting of the Board and such election shall be for the unexpired term of said office.

ARTICLE V - DUTIES OF OFFICERS AND EMPLOYEES

SECTION 1 - President.

The President shall be the Chairman of the Board of Directors and shall preside at all meetings of the Board and of the Executive Committee. Except as otherwise provided herein or by Board action, the President shall sign all contracts, maps, plats, instruments and other documents involved in or concerning the business of the District and warrants,

checks or other instruments disbursing the funds of the District in excess of an amount to be determined by Board resolution. The President may sign warrants, checks or other instruments disbursing the funds of the District in an amount equal to or less than an amount to be determined by Board resolution. The President may be paid a salary set annually by the Board in its budget process, which shall be in addition to the President's compensation and expenses as a Director.

SECTION 2 - Vice-President.

The Vice-President shall act, in all things, and shall possess all of the powers and be subject to all of the duties of the President in the event of the Presidents' absence from any meeting of the Board of Directors, or the President's inability to act. The Vice-President may sign warrants, checks or other instruments disbursing the funds of the District in an amount equal to or less than an amount to be determined by Board resolution. The Vice-President may be paid a salary set annually by the Board in its budget process, which shall be in addition to the Vice-President's compensation and expenses as a Director.

SECTION 3 - Secretary.

- A. The Secretary shall be the Secretary of the Board of Directors and any committee of the Board of Directors. The Secretary, or a designee working under the Secretary's direction and control, shall keep a record of all meetings of the Board of Directors and any committee of the Board of Directors.
- B. The Secretary shall be the custodian of the funds of the District and shall deposit those funds in a bank, or banks, as authorized by the Board or its authorized special committee. The Secretary shall at all times keep an accurate and correct record of the funds of all disbursements. The Secretary shall cause an audit of the books of the District to be made annually in compliance with Colorado governmental audit law or at such other times as the Board may direct by motion or resolution.
- C. The Secretary may sign all warrants, checks or other instruments disbursing funds of the District in amounts less than or equal to an amount to be determined by Board resolution and all checks for District employees' compensation from the District's "payroll" account, if any. The Secretary shall also sign all warrants, checks or other instruments disbursing the funds of the District that have been signed by the President.
- D. The Secretary shall have custody of the Seal of the District, if any, and shall attest the signatures of the President or Vice President upon all instruments and other documents signed by such officer.

- E. The Secretary shall give notices of regular and special meetings of the Board of Directors or any committees as required by these By-Laws, by the Republican River Water Conservation Act or by the Open Meetings Law, and the Secretary shall retain such notices or appropriate evidences thereof as part of the District's permanent records.
- F. In addition to the powers and duties stated herein, the Secretary shall do and perform any and all acts required by the Board of Directors.
- G. The Secretary may be paid a salary set annually by the Board in its budget process, which shall be in addition to the Secretary's compensation and expenses as a Director.

SECTION 4 - Assistant Secretary.

The Secretary may designate an Assistant Secretary, subject to confirmation by the Board of Directors, who shall discharge the duties of the Secretary in the Secretary's absence or inability to act.

SECTION 5 - Treasurer.

- A. On a quarterly basis, the Treasurer shall confirm bank activity transactions and compliance with District accounting policies and procedures and prepare a Treasurer's Statement of Compliance for the Board of Directors.
- B. On a quarterly basis, the Treasurer shall prepare a Treasurer's Report for the Secretary identifying any recommended changes to policies and/or accounting procedures, instances of non-compliance, and similar matters.
- C. Upon request of the Secretary, the Treasurer shall work with the District's auditor to ensure that accounting transactions comply with final audit requirements.
- D. Upon request of the Secretary, the Treasurer shall direct a mid-year accounting review as a six month check point for the annual audit.
- E. The Treasurer shall assist with implementing changes adopted by the Government Accounting Standards Board and recommend revisions to accounting procedures and policies in order to maintain compliance.
- F. Before entering upon the duties of his or her office, the Treasurer shall give a good and sufficient surety bond in such sum as the Board shall, from time to time, fix by motion or resolution, conditioned upon and for the honest and faithful discharge of the Treasurer's duties, and the full and complete accounting by the Treasurer for all funds and properties of the District that shall come into the Treasurer's hands, which bond, and the

surety or sureties thereon, before becoming effective, shall be approved by the President and Secretary of the District.

- G. The Treasurer need not be a Member of the Board of Directors. The Treasurer may be paid a salary set annually by the Board in its budget process.

SECTION 6 - General Manager.

The Board of Directors may retain a General Manager who will have such duties, responsibility and compensation as may be required by the Board by amending these By-Laws. The General Manager may sign checks up to an amount to be determined by the Board of Directors.

SECTION 7 - Engineer.

The Board of Directors may retain a Chief Engineer for the District who shall be a professional engineer registered in the State of Colorado. The duties of the Chief Engineer shall be to provide advice on engineering matters, including but not limited to the construction, maintenance and safe, prudent and lawful operations of all District facilities.

SECTION 8 - General Counsel.

The Board may retain an attorney licensed to practice law in the State of Colorado to act as General Legal Counsel for the District. Such General Counsel shall report to and be responsible to the Board and its committees and shall conduct legal affairs on behalf of the District subject to requirements of laws and rules governing the attorney-client relationship and with the assistance of such special legal counsel at the Board may authorize.

ARTICLE VI - SPECIAL COMMITTEES

SECTION 1 - Creation.

The Board of Directors may, by motion or resolution adopted at any meeting of the Board of Directors, create a special committee. The number of members of such committees and the Directors who shall serve thereon either shall be provided in the motion or resolution creating the committee or, in default of such provision, shall be determined and appointed by the President. Authority of any such committee to act on behalf of or bind the Board shall only be delegated by Board motion or resolution. Any such committees can be dissolved by the Board. The President shall be an ex-officio member of all such committees and shall vote on committee actions only if necessary to break a tie vote of the other committee members or if there is a quorum only because of the President's attendance.

SECTION 2 - Meetings.

All Board members shall receive notice of committee meetings and information required by the Open Meetings Law. Locations and notices of such committee meetings shall conform to the requirements of Article III, Section 4 of these By-Laws. All directors are entitled to attend committee meetings, but only committee members may vote.

SECTION 3 - Conduct of Meetings.

The provisions and requirements of Article III concerning quorum, voting, actions and procedures at Board meetings shall apply to special committee meetings, subject to the provisions of this Article. The ex-officio member of such committees shall be counted in determining the existence of a quorum.

ARTICLE VII - PUBLIC RECORDS

SECTION 1 - General Procedures.

The Secretary, as custodian of the District's records, shall make the District's non-confidential records available for inspection by the public during normal District office hours and provide copies of such documents to the public without the need for formal requests pursuant to the Open Records Act. The Secretary shall determine whether such records are confidential and, therefore, not available to the public by reference to the provisions of the Open Records Act concerning denial of inspection of public records and, as the Secretary deems appropriate, after conferring with the District's General Counsel, if any. The Secretary shall also implement the procedures of the Open Records Act when requests for records are made by the public pursuant to that statute. The Secretary may charge members of the public a reasonable fee to reimburse the District for costs of copies of documents requested.

SECTION 2 - Requests for Board Meeting Information.

The Secretary shall provide copies of all non-confidential documents that are provided to the Directors in connection with regular and special Board meetings to members of the public who request the same and agree to pay the costs thereof, determined in accordance with the Open Records Act. Members of the public who make a written request for receipt of such documents in connection with their receipt of notices, pursuant to Article III, Section 4 of these By-Laws, shall be so provided such documents with such notices, if those documents are available at the time of mailing of the notice. Continued receipt of such documents by such a member of the public shall be contingent upon that individual's payment of the costs for documents previously requested by, and delivered to, that individual. In providing copies of documents to members of the public

pursuant to this Section 2, the Secretary shall charge an amount that approximates the actual cost of the reproduction and delivery of such documents to such individuals.

ARTICLE VIII - CONFLICTS

SECTION 1 - Protection of Privileges.

At times Directors may be associated with other entities that have interest that are adverse, or potentially adverse, to the interests of the District. Such Directors shall not disclose or use confidential information received as a District director contrary to the District's interests without approval of the Board. If a District director acts or intends to act for another entity on a matter in which there are, or reasonably are expected to be, adverse interests between that entity and the District, said Director shall recuse himself or herself from participating in the District's confidential discussions of that matter and, further, decline to receive confidential District information about that matter. Such Director shall also not vote on Board actions affecting the matter. In such a situation, the Director shall promptly notify the District's General Counsel and/or General Manager, if any, of the Director's decision or intention to act on behalf of the adverse or potentially adverse entity, and the General Counsel and/or General Manager, if any, shall not provide confidential information to such director concerning said matter.

SECTION 2 - Code of Ethics.

District directors, officers and staff shall comply with the Colorado Code of Ethics law, codified at Colo. Rev. Stat. §§ 24-18-101 *et seq.*, as it may be amended from time to time.

SECTION 3 - Disclosure of Conflicts.

District directors, officers and staff shall comply with Colo. Rev. Stat. § 18-8-308 concerning disclosure of conflicts of interest.

ARTICLE IX - AMENDMENTS

These By-Laws may be amended only by the affirmative vote of a majority of the entire Board of Directors. A copy of any amendments to these By-Laws proposed to be made shall be mailed by the Secretary to each member of the Board of Directors not less than ten (10) days prior to the meeting of the Board at which such amendment is to be considered. The Secretary shall keep a record of all amendments as part of the permanent record of the District.

ARTICLE X - SUSPENSION OF BY-LAWS

All or a portion of these By-Laws may be suspended by unanimous consent of all Board members constituting a quorum present at any meeting of the District. Said suspension shall last, at most, until said meeting is adjourned.