

Bylaws

Of

Arkansas River Watershed Collaborative (ARWC)

Article 1 Offices

Section 1. Principal Office

The corporation is initially hosted by Coalitions & Collaboratives, Inc, a nonprofit corporation, and is located at 38000 Cherokee Ave, Lake George, Park County, Colorado 80827 (mail: PO Box 165, Lake George, Park County, Colorado 80827).

Section 2. Change of Address

The designation of the the corporation's principal office may be changed by vote of the Board of Directors at any meeting where there is a quorum, and by noting the changed address and effective date below. Such changes of address shall not be deemed, nor require, a complete amendment to these Bylaws pursuant to Article 7.

Address Change 1:

Meeting Date:

Address Change 2:

MeetingDate:

Section 3. Other Offices

The corporation may also have offices at such other places, within the State of Colorado, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Article 2 Nonprofit Purposes

Section 1. IRS Section 501(c)3 Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(C)3 of the Internal Revenue Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The mission and specific purposes of ARWC is to provide assistance to Arkansas Basin (within Colorado) communities to address locally identified watershed issues for economic, ecological, and social benefit. Its vision is: Healthy Watersheds & Economic Prosperity.

ARWC meets its mission by focusing efforts on Forest Health, Fire, Flooding; Water Quality & Quantity (e.g. dams deemed unsafe to hold full amount of water); Invasive Species, particularly phreatophytes; Healthy & resilient river corridors and uplands; Recreation & agriculture (maintaining rec and ag economies, while mitigating impacts); Intersection of groundwater/surface water needs and challenges; and Storm water impacts. It fulfills its mission through the following key areas:

1. Communication Among Stakeholders—provide a system that allows participants to connect with each other and with other stakeholders.
2. Partnerships— support partnership development and help to connect potential project partners with each other.
3. Stakeholder Support—develop local and broad-based stakeholder support for projects.
4. Information—share information across the basin, such as data and successful project models.
5. Capacity—help develop human capacity to focus on watershed projects and local collaborative development.
6. Funding Sources—support identifying and bringing in funding sources.

Article 3 Organization

Section 1. Member Entities

ARWC member entities are organizations affiliated with the Arkansas Basin Roundtable (the Roundtable), which were generally identified through Colorado State Legislative action (HB05-1177) to “support diverse stakeholders to ensure process, application and public involvement in developing basin-wide water needs assessment. Statutory roundtable members are appointed, representing counties, municipalities, and water conservancy districts, as required by §37-75-104 C.R.S. (2005).” In addition, the Roundtable includes At Large members and Non-voting members who bring interests in environment, recreation, and other water issues. All members of the Roundtable are de facto members of ARWC. The Board of Directors, at its discretion, may in the future create additional classes of members.

Section 2. Board of Directors

The Board of Directors of ARWC shall be the same individuals who serve as the Executive Committee of the Roundtable. These members are elected from among the members of the Roundtable, pursuant to the Roundtable Bylaws.

Section 3. Officers of the Board of Directors

The Board of Directors will elect officers from among themselves. Officers of the Board will include Chair, Vice-Chair, and Secretary/Treasurer. Officers will serve for a term of one year at the first meeting each calendar year. The officers of the Board constitute the Executive Committee. In addition to the powers and authorities expressly conferred upon it, the Executive Committee may perform all lawful acts which are not directed to be done by statute or by these bylaws.

Section 4. Termination of Board Participation

Any Board member may terminate participation at any time, by giving thirty (30) days written notice of termination to the Board of Directors. The Board may also take action against any Board member who regularly fails to attend meetings and has three unexcused absences in a year or who fails to participate in necessary activities of the Board, up to and including forced termination from the Board.

Section 5. Committees

In addition to the Executive Committee (see Article 3, Section 3) the Board of Directors may establish other committees and subcommittees as needed to perform tasks identified by the Board of Directors. Each committee shall serve at the pleasure of the Board, and may be longstanding, or short-term. Although committee members generally come from among the Roundtable membership, the Board may invite additional committee members of outside experts, representing government, academia, business, or other groups and sectors of the nonprofit world.

Meetings and actions of all committees shall be governed by the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by the committee.

Section 6. Decision Making

It is the intent of the Board of Directors to achieve consensus on action items and all reasonable effort will be made to attain general consensus. In the event that a clear consensus is not achieved, and a vote is taken, 60%+1 of eligible members will carry the vote.

As some issues that come before the Board of Directors may have a time sensitive nature, and as members may need to clearly understand the intent of the Board with regard to said issues, a vote may be called to establish if consensus has been reached.

Section 7. Compensation

No compensation will be authorized or paid to the Board of Directors or members. Reimbursement for certain expenses (such as travel to a meeting deemed to be for the benefit of ARWC) may be made, if authorization for said expense is approved by the Executive Committee of the Board. Members wishing to be reimbursed should request authorization prior to incurring expenditures.

Section 8. Conflict of Interest and Other Policies

ARWC, has a number of policies, including a formal Conflict of Interest Policy (see ARWC Policies). All Directors of the Board, members, staff, key volunteers, or key consultants shall review the Conflict of Interest policy annually and shall always conform to this, and all policies, of ARWC.

Section 9. Powers

Subject to the provisions of the laws of Colorado, and any limitations in the Articles of Incorporation or these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 10. Duties

The Board of Directors will have primary oversight for setting the strategic course of ARWC, and for the review and approval of major programs and plans. The Board of Directors will review and approve other policies developed by the Chief Executive Officer or the Executive Committee (including but not limited to financial, conflict of interest, personnel, safety, and/or operational policies). Other duties include, but are not limited to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix compensation, if any, of all officers and agents of this corporation.
- c) The Executive Committee has oversight over the Chief Executive Officer and/or other Chief Officers, including the oversight of hiring, disciplinary actions, or firing, and responsibility to assure that these employees . These senior management staff have oversight to hire or fire additional employees as deemed necessary to meet obligations under grants, agreements, and other funding sources, and to fulfill ARWC's mission.

Officers of the Board of Directors are expected to perform additional duties, as outlined below, though specific duties may be delegated by the officers to the Chief Executive or other staff, with oversight by the Officer:

The Chair will convene regularly scheduled board meetings, preside or arrange for other members of the executive committee to preside at each meeting in the following order: vice-chair, secretary/treasurer. Additional duties of the Chair include:

- a) Oversee board and executive committee meetings.
- b) Serve as ex-officio member of all committees.
- c) Work in partnership with the chief executive to make sure board resolutions are carried out.
- d) Call special meetings as necessary.
- e) Appoint all committee chairs, and with the chief executive, recommend who will serve on committees.
- f) Assist chief executive in preparing agenda for board meetings.
- g) Assist chief executive in conducting new board member orientation.
- h) Oversee the search for a new chief executive.
- i) Coordinate chief executive's annual performance evaluation, and review the annual performance evaluations of other Chief Officers.
- j) Act as an alternate spokesperson for the organization.
- k) Consult with the members and Directors on their roles and help them assess their performance, individually and through an annual Self Assessment.

Vice Chair: The vice chair shall chair committees on special subjects as designated by the board. Other duties are as follows.

- g) Attend all board meetings.
- h) Serve on the executive committee.
- i) Carry out special assignments as requested by the board chair.

- j) Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence.
- k) Participate as a vital part of the board leadership.

Secretary/Treasurer: The secretary/treasurer shall be responsible for overseeing records and finances, with such duties as follow:

- a) Attend all board meetings.
- b) Serve on the executive committee.
- c) Maintain all board records and ensure their accuracy and safety.
- d) Review board minutes.
- e) Assume responsibilities of the chair in the absence of the board chair, and vice chair.
- f) Provide notice of meetings of the board and/or of a committee when such notice is required.
- g) Maintain knowledge of the organization and personal commitment to its goals and objectives.
- h) Understand financial accounting for nonprofit organizations.
- i) Manage, with the finance committee, the Board's review and action related to the Board's financial responsibilities.
- j) Work with the Chief Executive to ensure that appropriate financial reports are made available to the Board on a timely basis.
- k) Assist the Chief Executive in preparing the annual budget and operating plan and presenting the budget to the Board for approval.
- l) Review the annual audit with the auditor, as required by law, and answer board members' questions about the audit.

Section 11: Meetings

Meet at such times as required by these Bylaws and to adequately fulfill the responsibilities as defined below:

1. Meetings of the Board of Directors will be held at least quarterly. Meetings of the membership will be held at least once per year.
2. Additional meetings may be held as needed.
3. Meetings may be in person or via telephone conference call.
4. Written notice of meetings shall be given to each member and/or Director, as appropriate, at least fourteen days before all regular scheduled meetings.
5. Special meetings may be called by any member upon receipt of written request submitted to the Secretary or Chief Executive, with such request provided at least fourteen days before said meeting is needed to be held.
6. Fifty-one percent of the members and/or Directors, must be present to constitute a quorum. No vote may be taken in the absence of a quorum.

Section 12. Conduct of Meetings

Meetings of the membership or the Board of Directors shall be presided over by the Chair. If no such person has been designated, or in his or her absence, than the Vice-Chair shall preside. In the absence the Chair and Vice Chair, a temporary Chair shall be chosen by a majority of those present at the meeting.

The Secretary shall oversee the taking and preservation of the minutes of all meetings of

the Board, shall assure that the records of the corporation are responsibly maintained and safeguarded, shall attest to all certified copies of official records, shall assure that documents of the corporation as may be required by law are appropriately filed, and shall perform such other duties as prescribed by the Board of Directors or by law. The Secretary may designate the Chief Executive Officer or other appropriate Staff to perform any or all secretarial functions as described by these Bylaws. If the Secretary is temporarily unavailable to fulfill his or her duties, the Board may appoint another qualified person to perform secretarial functions until the Secretary becomes available once again. Each committee shall appoint a person to perform secretarial functions for their committee, and said person shall file a copy of all documentation with the Secretary of the Board.

Section 13. Vacancies

Vacancies on the Board of Directors shall exist

- 1.) Upon the death, resignation, or removal of any director, and
- 2.) Whenever the number of authorized directors is increased.

Any Director may resign by providing written notice to the Chair, the Secretary, or the Board of Directors. No director may resign if the Board would then be left without sufficient directors to carry out its affairs, except upon notice to the Office of the Attorney General or other appropriate agency. Directors may be removed from office, with or without cause, as permitted by these Bylaws and laws of this State.

Section 14. Non-liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation, except as provided for by the laws of this State.

Section 15. Indemnification

The Directors of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this State.

Section 16. Insurance of Corporate Officers

Except as otherwise noted under the provision of law, the Board of Directors will purchase and maintain Directors and Officers insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent) against liability asserted against, and incurred by the agent in such capacity and arising out of the agents status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or the provision of law.

Article 4

Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaw, authorizes the Chief Executive Officer to enter into contracts, and execute and deliver instruments in the name of the corporation, and on behalf of the corporation.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the Chair. The Treasurer and Chair may designate other signatories, including senior executive staff, as they deem necessary for specific purposes.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts

The Board may accept, on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation, as long as said contribution, gift or bequest does not encumber, compromise or unduly obligate the corporation in acceptance thereof. The Board may adopt by resolution a written Gift Policy that supersede any or all sections of this Article, without having to revise these Bylaws.

Section 5. Financial Policies

The Board may adopt by resolution written Financial Policies that supersede any or all sections of this Article, without having to revise these Bylaws.

Section 6. Additional Policies

The Board may approve additional policies as needed for the effective operations of ARWC, such as personnel policies or safety policies. The Board designates authority to develop and implement such policies to the Chief Executive Officer as needed between meetings, however, such policies will be formally adopted by vote at the next regularly scheduled Board meeting.

Article 5

Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records

ARWC, shall keep at its principal office or at such place as the Secretary designates:

- a) Minutes of all meetings of the Board of Directors, of committees, and of all members, indicating the time and place such meeting was held, whether a regular meeting or special meeting, how called, notice given, and names of those present and the proceedings thereof.
- b) Adequate and correct books and record of accounts, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts disbursements, gains and losses.
- c) A record of its members, if any, indicating their names, addresses, and if applicable, class of membership.
- d) A copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section 2. Corporate Seal

The Board may adopt, use, and at will, alter a corporate seal. The Secretary or Secretary's designee shall keep such seal. Failure to affix the seal to corporate instruments, however, shall not affect the validity of such instrument.

Section 3. Inspection Rights

Every Director shall have the absolute right, at any reasonable time, to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the corporation.

Each and every member, and members of the general public, shall have the following rights:

- a) To inspect and obtain copies of records of all voting Directors' names and addresses, and voting rights, at such reasonable times upon written demand to the Secretary.
- b) To inspect and obtain copies of, at any reasonable time, records of minutes, upon written demand to the Secretary.
- c) To inspect and obtain copies of, at any reasonable time, financial reporting information, including public form 990s and audits.
- d) Access to other documents deemed appropriate by the Board that do not have privacy protection considerations, such as personnel files or documents that are covered by attorney-client privilege.
- e) ARWC will make every effort to keep all documents that are generally considered of public interest on its website; however the Board may establish reasonable fees to charge for copying requested records when they are not available on our website, or when the requesting party prefers an original hard copy over an electronic copy from the web.
- f) Any inspection under these provisions may be made by the person, or an agent or attorney for the person making the request.

Section 4. Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this State within the time limits set by law.

Article 6

IRS 501(c)3 Tax Exempt Provisions

Section 1. Limitation on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided for by Section 501 (h) of the Internal Revenue Code), and this corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any activities not permitted to be carried out by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under Section 170 (c) 2 of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered by employees and agents, and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

No part of the net earnings of this corporation, nor assets remaining after payment of all its debts and liabilities, shall be distributed except to organizations for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or to the Federal government, or a state or local government for public purposes. Such distribution shall be made in accordance with all applicable provisions of the laws of this State.

Article 7 Amendment of Bylaws

Section 1. Amendment

These Bylaws may be amended by a majority (60%+1) vote of the Board of Directors at any regular meeting, or any special meeting of the Board.

Article 8 Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of the Bylaws shall be unaffected by such holding.

All references in the Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation and Articles of Amendments to the Articles of Incorporation of this corporation, as filed with the Secretary of State and used to establish the legal existence of the corporation.

All references in these Bylaws to a section, or sections, of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of future Federal tax codes.

Adoption of Bylaws

Adopted by a vote of the Board of Directors on the 8th day of November, 2017.