

AMENDED BYLAWS FOR THE SOUTH PLATTE BASIN ROUNDTABLE
(LAST REVISED NOVEMBER 12, 2013)

PREAMBLE

The Colorado General Assembly passed the Colorado Water for the 21st Century Act (codified at Section 37-75-101 et. seq.) in the 2005 legislative session (“HB 1177”) to facilitate continued discussions within and between basins on water management issues, and to encourage locally driven collaborative options to water supply challenges. These by-laws are intended to govern the deliberations of the South Platte Basin Roundtable. These amended by-laws shall be effective on the date approved by the South Platte Basin Roundtable.

ARTICLE I
NAME AND ROUNDTABLE ACTIVITIES

Section 1. Name. The name of the organization shall be the South Platte Basin Roundtable, (the “Roundtable”), with its principal office located at, the offices of the Colorado Water Conservation Board (“CWCB) in Denver, Colorado.

Section 2. Purpose/Mission. The purpose and mission of the South Platte Basin Roundtable have been set forth in other documents adopted by the South Platte Basin Roundtable pursuant to the procedures established in these by-laws.

Section 3. Goals and Objectives. HB 1177 requires each roundtable to state its goals and objectives. The goals and objectives of the South Platte Basin Roundtable have been stated in other documents adopted by the South Platte Basin Roundtable pursuant to the procedures established in these by-laws.

Section 4. Basin-Wide Water Needs Assessment. The roundtable has been assessing, and will continue to assess basin-wide water needs to fulfill the provisions of the Colorado Water for the 21st Century Act (§37-75-104 2(c)). The process for developing, acquiring or otherwise meeting the statutory basin-wide water needs assessment requirement has been set forth in other documents adopted by the South Platte Basin Roundtable pursuant to the procedures established in these by-laws.

ARTICLE II
ROUNDTABLE MEMBERSHIP

Section 1. Statutory Members. Statutory roundtable members are appointed as required by §37-75-104 C.R.S. (2005). Nothing in these by-laws is intended to modify or reject that statutory scheme. For all statutory members, the Roundtable will presume that these appointments continue for the full term of office for each such member and until such time as the appointing entity withdraws the appointment in writing and provides another appointment to fill

the vacancy. A list of the currently appointed statutory members shall be maintained by the Recorder.

Section 2. At-Large Members. The South Platte Basin Roundtable initially appointed the at-large members required by §37-75-104 on October 19, 2005. Those appointments shall be updated as needed. A list of the currently appointed at-large members shall be maintained by the Recorder.

Section 3. Non-voting Members. Non-voting members shall be elected pursuant to statute and shall not count towards the quorum required in Article IV, Section 8 of these by-laws.

Section 4. Members Term of Office. Members shall serve a term of five (5) years from the date of their appointment; except that initial terms shall be staggered as set forth in this Section. All representatives appointed by counties shall serve initially for three (3) years. All representatives appointed by the municipalities within counties shall serve initially for four (4) years. All other representatives, including at-large members, shall serve a full five-year term.

ARTICLE III ROUNDTABLE OFFICERS AND REPRESENTATIVES

The South Platte Basin Roundtable shall have the officers and representatives defined herein.

Section 1. Chair. The Chair shall preside at all meetings of the Roundtable. The Chair shall set the agenda for each meeting and shall give notice of all meetings as required by these by-laws. The Chair shall have the authority to excuse any absence of any officer or representative appointed or elected under Article II. The Chair shall sign all resolutions adopted by the South Platte Basin Roundtable pursuant to these by-laws.

Section 2. First Vice Chair. The First Vice-Chair shall perform the duties of the Chair in the absence of the Chair. The First Vice-Chair has the authority to excuse any absence of any officer or representative appointed or elected under Article II. In the event of a vacancy in the office of Chair, the First Vice-Chair shall assume the office of Chair of the South Platte Basin Roundtable.

Section 3. Second Vice Chair. The Second Vice-Chair shall perform the duties of the First Vice Chair in the absence of the First Vice Chair. In the event of a vacancy in the office of First Vice Chair, the Second Vice-Chair shall assume the office of the First Vice-Chair of the South Platte Basin Roundtable.

Section 4. Recorder. The Recorder shall prepare written minutes of each meeting, shall conduct any secret ballot requested by the roundtable, shall attest the signature of the Chair on any resolution passed by South Platte Basin Roundtable and shall perform any other duties as may be assigned by the Roundtable. The Recorder may at its discretion appoint deputies to assist in performing the duties of the office.

Section 5. Qualifications for Officeholders. Only voting members of the South Platte Basin Roundtable shall be qualified to seek election to the offices in Sections 1-4 above. In the event that the authority originally appointing the member has removed its voting member, the member shall be deemed disqualified to serve as an officer of the South Platte Basin Roundtable.

Section 6. Interbasin Compact Committee (IBCC) Representatives. Two representatives of the South Platte Basin Roundtable shall be elected to serve on the Statewide Interbasin Compact Committee. The representatives do not need to be voting members of the South Platte Basin Roundtable, but at least one of the representatives shall own or be the agent of owners of adjudicated water rights in the South Platte Basin. The Representatives shall attend all South Platte Basin Roundtable meetings and report on the proceedings of the IBCC. The representatives shall also attend all IBCC meetings and represent the views and interests of the South Platte Basin Roundtable on the IBCC. The Representatives shall have the power to negotiate, approve, and amend IBCC by-laws; negotiate, approve, and amend the IBCC Charter; and participate in the development of the IBCC's public education and outreach process. The representatives do not have the power or authority to negotiate interbasin compacts with the IBCC or any other basin except as set forth in a written resolution adopted by the South Platte Basin Roundtable and signed by its Chair and Recorder.

Section 7. Elections and Term of Office. Following the initial election of officers, the officers shall be elected by the Roundtable at its annual meeting. The term for all South Platte Basin Roundtable offices shall be one (1) year. The term of the IBCC representatives shall be two (2) years. There are no term limits for any office or representative.

Section 8. Removal of Officers. Any officer or representative elected or appointed by the Roundtable may be removed by the Roundtable for cause. Cause shall be defined as commission of any felony, crime of moral turpitude, intentional disregard of a resolution of the South Platte Basin Roundtable, or three (3) or more unexcused absences for annual or special meetings or in the case of IBCC representatives, meetings of the IBCC.

Section 9. Determination of Officer's Vacancy. A vacancy in any office or IBCC representative that occurs due to the death, resignation, removal, or disqualification may be filled by the Roundtable for the unexpired portion of the term.

Section 10. Salaries. No officer or IBCC representative shall receive a salary from the Roundtable.

ARTICLE IV MEETINGS AND GOVERNANCE

Section 1. Regular and Annual Meetings. Regular meetings shall be held at least once a calendar quarter, except the annual meeting shall satisfy the meeting requirement for the first quarter of each year. The annual meeting of the South Platte Basin Roundtable shall be held on or before January 31 of each year. The annual meeting shall provide for the election of officers

and IBCC representatives (if the terms of the IBCC members have expired) and shall set the time and place of the other regular meetings to be held later in the year. Roundtable members shall be given electronic (emailed) notice of the time, location, and agenda of all meetings prior to the time of the meeting. Members must provide the Roundtable with an email address and must notify the Roundtable of any change in the email address prior to any annual or regular meeting.

Section 2. Special Meetings. Special meetings are meetings other than the annual and regular meetings and may be called by or at the request of any officer of the South Platte Basin Roundtable. In addition to the notice required under the Colorado Open Meeting law, South Platte Basin Roundtable members shall be given additional written or electronic notice of the time, location, and agenda of all meetings no less than three (3) days prior to the date of the Special Meeting. The Notice of Special meeting may forbid participation by conference telephone or similar communications equipment.

Section 3. Telephone Meetings. Unless the Notice of a Special meeting forbids participating by conference telephone or similar communications equipment, any or all members of the roundtable may participate and be deemed present at a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Voting in any meeting where any or all members are participating by means of conference telephone or similar communications equipment must be done by roll-call voice vote unless a secret vote is requested. If a secret vote is requested on any matter where any or all members of the Roundtable are participating by conference telephone or similar communications equipment the vote must be tabled to a Special meeting held for the purpose of conducting the secret vote.

Section 4. Attendance at Meetings. All voting members when first appointed shall be considered an “active member” of the Roundtable. However, if a voting member of the Roundtable has two (2) consecutive unexcused absences (as agreed administratively by the Roundtable) from regular meetings of the Roundtable, or three (3) unexcused absences from regular meetings within any twelve (12) month period, that member shall become an “inactive member”, and shall be placed on an inactive member list. If an inactive member is a member appointed pursuant to Article II, Section 1, the Chair of the Roundtable shall send written notice of the inactive member’s absences to the appointing entity requesting that action be taken by the entity to assure attendance by its appointee. If the inactive member is an at-large member, after written notice to the inactive member and an opportunity for the at-large member to be heard, the members of the Roundtable may vote on removal of such member. A majority of the voting members then present shall be required for removal. In the event of removal, the vacancy shall not be filled until the next regular meeting of the Roundtable, to allow public notice of the vacancy so that interested persons may apply to fill the vacancy. A list of both the “active members” and the “inactive members” will be maintained by the Roundtable. If an “inactive member” attends a meeting of the Roundtable, the member shall be allowed to vote, but “inactive members” will not be counted for purposes of determining a quorum, as set forth in Section 8.

Section 5. Voting. For purposes of voting on South Platte Basin Roundtable business and elections, each Member listed in Article II, Sections 1 and 2, shall have one (1) vote. A motion is not passed unless it receives 60% of those voting. No officer or representative shall be elected unless the office or representative receives 60% of the votes of those voting in the election. All votes shall be by show of hands or voice vote unless any member requests a secret ballot. If a secret vote is requested the vote shall be by paper ballot supervised and counted by the Recorder and any subcommittee of members appointed by the Chair to assist the Recorder. Roundtable members shall not send a substitute or proxy to attend any meeting on their behalf nor may another member vote a proxy for an unexcused or excused absent member.

Section 6. Open Meetings and Notices. Meetings of the South Platte Basin Roundtable are public meetings governed by the procedures of the Colorado Open Meetings Law §24-6-401 et. seq., C.R.S. (2005). Any member of the public is invited to attend the meetings. The South Platte Basin Roundtable shall provide an opportunity at each roundtable meeting to hear and consider public comment on any matter, however the Chair at its discretion may impose reasonable speaking/presentation limits on the public comment portion of the meeting.

Section 7. Minutes. The Recorder shall prepare accurate minutes of all Roundtable meetings. All minutes shall be subject to approval at the subsequent Roundtable meeting. These minutes, along with other Roundtable documents, shall be archived and available for public review on the internet website of the Colorado Water Conservation Board.

Section 8. Quorum. A quorum is necessary to take a vote on any matter. The quorum is determined at the inception of any meeting and once a quorum is determined, members leaving the meeting before adjournment cannot destroy the quorum at that meeting. A majority of the active members of the Roundtable shall constitute a quorum at the annual meeting. All other meetings have a quorum of one-third (1/3) of the active members. If a quorum shall not be present at any meeting a majority of the members present may adjourn the meeting without further notice.

Section 9. Subcommittees, Sub-Roundtables, or Other Mechanisms. The roundtable shall have the ability to establish permanent or temporary subcommittees, sub-roundtables or other mechanisms to facilitate dialogue and resolution of issues and conflicts within the Roundtable area.

Section 10. Vacancies. The same body that made the original appointment according to the statutory scheme designed by The Colorado Water for the 21st Century shall fill any vacancy occurring in the membership. For at-large members, this body is the Roundtable itself. If not previously filled, any at-large vacancies shall be filled by the Roundtable at the annual meeting.

Section 11. Compensation. The Members shall receive no compensation for their service as a Member to the Roundtable. However, nothing will preclude a Member from receiving reimbursement from the Roundtable for actual expenses incurred and incident to the performance of their duties as authorized by the Roundtable.

Section 12. Rule of Conduct. The Roundtable may adopt by resolution such rules of order for the conduct of business as are appropriate and which are consistent with these Bylaws and state law.

ARTICLE V AMENDMENTS

These Bylaws may be altered, amended, repealed or replaced by new bylaws upon a 60% vote of any meeting of the South Platte Basin Roundtable, provided that notice of the proposed amendment was given with the notice of that meeting.

ARTICLE VI RATIFICATION OF BYLAWS

Any further amendments to these Bylaws shall become valid and binding fourteen days after the approval of the membership of the South Platte Basin Roundtable as described in Article V.