

BYLAWS OF THE METRO ROUNDTABLE

Ratified on Month Day, 2015

PREAMBLE

In Colorado, water is among the state's most important issues. The ability to successfully address the challenges and opportunities related to water requires a collaborative, consensus-based approach. To facilitate continued discussions within and between basins on water management issues, and to encourage locally driven collaborative solutions to water supply challenges, House Bill 05-1177 created nine permanent basin roundtables. These roundtables include the following: (1) South Platte Basin; (2) Arkansas Basin; (3) Rio Grande Basin; (4) Gunnison Basin; (5) Colorado Basin; (6) Yampa-White area; (7) Dolores, San Miguel, and San Juan Basins; (8) Metro area; and (9) North Platte area.

In the eyes of many stakeholders, the legitimacy of a roundtable organization can be measured against the ideal of a participatory democracy. Legitimacy requires that anyone potentially affected by the actions of a roundtable should have an opportunity to participate or, at a minimum, each affected group of stakeholders should have a like-minded representative participating as a member of the roundtable organization.

Only by working together can Colorado's 21st century water issues be resolved.

ARTICLE I

NAME AND PURPOSE/MISSION

Section 1. Name. The name of the organization shall be the Metro Roundtable, (the "Roundtable"), with its principal office located at the Colorado Water Conservation Board, 1313 Sherman Street, Room 718, Denver, Colorado 80203, or as hereafter determined by the members of the Roundtable by a three-fourths majority vote.

Section 2. Purpose/Mission. The purpose/mission of the Roundtable is to support and advocate collaborative efforts to coordinate and facilitate the appropriate use of the state's waters, to develop long-term solutions to intra-basin water needs, to collaborate with other Roundtables to find solutions to inter-basin water issues, and to build an effective voluntary basin-wide program that fosters open communication and cooperation among stakeholders, with strong public support based on documented goals, strategic plans and accomplishments.

ARTICLE II

GOALS AND OBJECTIVES

1. Improve communications by providing a forum to facilitate the coordination of decisions made among affected landowners, concerned citizens, and representatives of local, state and federal agencies.

2. Facilitate cooperation and the voluntary exchange of information in order to identify and address intra-basin and inter-basin water concerns in a proactive manner.
3. Provide a basin-wide framework for coordination, cooperation and citizen involvement in promoting and improving the use of the state's waters.
4. Facilitate the Metro Roundtable area's participation in statewide water issues by selecting two individuals to represent the Roundtable on the Interbasin Compact Committee.
5. Seek the involvement of interested stakeholders in the Roundtable process, and actively solicit their input in the Roundtable's activities.
6. Facilitate the identification, compilation, and evaluation of necessary data and information to support the Roundtable's activities.
7. Propose methods or projects, both structural and non-structural, for meeting any future needs as well as utilizing any unappropriated waters.
8. Encourage the use of the Roundtable process to help remedy intra-basin conflicts between stakeholders.
9. Provide a meaningful source of education and public outreach concerning the operations of the Metro Roundtable and the activities of the Interbasin Compact Committee.
10. Promote the protection, conservation, and beneficial use of water in the Metro Roundtable area.
11. Promote the socio-economic sustainability of the Metro Roundtable area.
12. Promote the protection and conservation of the natural environment.
13. Administer the Water Supply Reserve Account grant program for the Metro Roundtable.

ARTICLE III DEFINITIONS

- 3.1 **Bylaws** – The bylaws governing the Metro Roundtable.
- 3.2 **Chairperson** – The presiding officer of the Metro Roundtable.
- 3.3 **Consensus** – Consensus is understood to mean: all Roundtable Members believe their views on a particular issue have been satisfactorily heard and agree not to block the group's decision on the issue.
- 3.4 **House Bill 05-1177** – A legislative bill passed during the 2005 Legislative Session "Concerning the Negotiation of Interbasin Compacts Regarding the Equitable Division of the State's Waters." House Bill 05-1177 is also known as the "Colorado Water for the 21st Century Act."
- 3.5 **Interbasin Compact Committee (IBCC)** – A twenty-seven-member (27) committee, created pursuant to House Bill 05-1177, for the purpose of facilitating the process of interbasin compact negotiations.

- 3.6 **Local Public Body** – This means any board, committee, commission, authority, or other advisory, policy-making, rule-making, or formally constituted body of any political subdivision of the state and any public or private entity to which a political subdivision, or an official thereof, has delegated a governmental decision-making function but does not include persons on the administrative staff of the local public body.
- 3.7 **Members** – Individuals who have been appointed or selected to serve on the Metro Roundtable through the process specified in House Bill 05-1177.
- 3.8 **Other Appropriate Sources** – In addition to the data and information from the Statewide Water Supply Initiative (SWSI) and any data from appropriate sources as identified in the future.
- 3.9 **Person** – An individual, corporation, partnership, incorporated association, and the like and shall have no gender and the singular shall include the plural.
- 3.10 **Recorder** – The recorder of the Metro Roundtable.
- 3.11 **Representative** – Individuals who have been appointed by the Metro Roundtable to represent the Metro Roundtable on the IBCC.
- 3.12 **Roundtable** – The Metro Roundtable created through the process specified in House Bill 05-1177.
- 3.13 **Stakeholder** – Any person or entity in the Metro Roundtable area that is interested in or impacted by the decisions of the Metro Roundtable.
- 3.14 **Vice-Chairperson** – The officer next in rank to the Chairman of the Metro Roundtable.
- 3.15 **Water Division** – Water division has the same meaning as set forth in Section 37-92-201, C.R.S.
- 3.16 **Water Management District** – Means those districts established by the Division of Water Resources and depicted on maps published by the Division.

ARTICLE IV ROUNDTABLE MEMBERSHIP

Section 1. **Members**. The Metro Roundtable shall collectively represent the types of interests, livelihoods, and/or land ownership found in the Metro Roundtable area. Roundtable membership is determined pursuant to the statutory scheme in House Bill 05-1177, which states: each basin roundtable shall consist of the following members, each of whom shall reside within the borders of the Roundtable, as specified below.

1. One (1) member appointed by the governing body of each county or city and county within the borders of the basin roundtable. A county or city and county shall be entitled to a member on each basin roundtable that overlaps its boundaries.
2. One (1) municipal member for each county located in whole or in part within the basin roundtable, who shall be appointed jointly by the governing bodies of all municipalities within that portion of the county that is located within the roundtable.
3. One (1) member appointed by the board of directors of each water conservancy and water conservation district within the borders of the roundtable. A water conservancy or water conservation district shall be entitled to one member on each basin roundtable that overlaps its jurisdiction.
4. One (1) member appointed by mutual agreement of the chairperson of the House Agriculture, Livestock, and Natural Resources Committee and the Chairperson of the Senate Agriculture, Natural Resources, and Energy Committee.
5. **Fifteen (15) at large members** appointed by the roundtable members appointed pursuant to 1. to 4. above, in consultation with the Director of Compact Negotiations, representing the following interests:
 - One (1) shall represent environmental interests and shall be selected from nominees submitted by one or more regionally, state-wide, or nationally recognized environmental conservation organizations that have operated in Colorado for at least five years;
 - One (1) shall represent agricultural interests;
 - One (1) shall represent recreation interests;
 - One (1) shall represent local domestic water provider interests;
 - One (1) shall represent industrial interests;
 - **One (1) shall represent business interests;**
 - **One (1) shall represent developer interests;**
 - **Three (3) shall represent other interests deemed important to the members;**
 - At least five (5) shall own adjudicated water rights, including owners of shares in a ditch or reservoir company or their agents, or shall have a contract for water with the Federal Bureau of Reclamation or their agents. Any such agent shall be appointed by the member the agent represents and shall reside within the borders of the member's roundtable.
6. Three (3) nonvoting members shall be selected by the roundtable members appointed pursuant to 1. to 5. above, who shall represent entities outside the basin that own water rights within the basin. Members appointed pursuant to 6. shall not be required to reside within the borders of the roundtable.

If no one qualifies for selection under 6., three (3) nonvoting members shall be selected from outside the basin and have interests in and are knowledgeable about water matters. The Members may select five (5) additional non-voting members at its discretion.

7. The member of the Colorado Water Conservation Board who resides within the borders of the basin roundtable shall act as the Board's liaison to the basin roundtable and to the Interbasin Compact Committee.

Section 2. Term of Office. Members duly appointed under 1. through 4. and 7. above shall serve until that member resigns, is removed, or is replaced pursuant to the same criteria as the original appointment specified under 1. through 4. and 7. above. Members duly appointed under 5. and 6. above shall serve a term of five (5) years.

Section 3. Vacancies. A vacancy in Roundtable position because of death, resignation, removal, disqualification or otherwise may be filled by the Roundtable for the unexpired portion of the term. Any vacancy occurring in the Roundtable shall be filled according to the statutory scheme designed by House Bill 05-1177.

Section 4. Resignation. Any Member may resign at any time by submitting a resignation in writing. Such resignation takes effect from the time of its receipt by the Roundtable unless a date or time is fixed in the resignation, in which case it will take effect from that time. Acceptance of the resignation shall not be required to make it effective.

Section 5. Removal. Any person elected to the Roundtable may be removed by the Roundtable whenever, in its judgment, the best interests of the Roundtable would be served thereby. If a Member is absent for three meetings in row, that Member may be the subject of removal. Members may be removed by the Roundtable by majority vote, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6. Disqualification. Any Member whose circumstances change such that they no longer represent the interests for which they were appointed or elected may be removed by the Roundtable whenever, in its judgment, the best interests of the Roundtable would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7. Non-Represented Interests. Government agencies, individuals, local governments, and other organizations not directly represented by a Member of the Roundtable are encouraged to participate in the Roundtable's meetings; however, non-represented interests will not act as voting Members of the Roundtable.

Section 8. 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.

ARTICLE V ROUNDTABLE LEADERSHIP

Section 1. General Powers. The Roundtable leadership shall have the power to manage the business and affairs of the Roundtable in such manner as it sees fit. In addition to the powers and authorities expressly conferred upon it, the Roundtable leadership may do all lawful acts that are not directed to be done by statute or by these Bylaws.

Section 2. Number and Qualifications. The Roundtable shall have one chairperson, two vice chairpersons, and one recorder. The chairperson, vice chairpersons, and recorder shall be elected by a majority of the Roundtable Members.

Section 3. Election and Term of Office. The chairperson, two vice-chairpersons, and recorder, to be elected by the Roundtable, shall be elected annually by the Roundtable at its annual meeting and each shall serve a one-year term with no limit on the number of terms served. Each person so elected shall hold office until the resignation or removal of such person or a successor shall be duly elected and qualified, until the death of such person, or until removal of such person in the manner herein provided.

Section 5. Vacancies. A vacancy in any leadership position because of death, resignation, removal or otherwise may be filled by the Roundtable for the unexpired portion of the term.

Section 5. Resignation. Any Chairperson or Vice Chairperson may resign at any time by submitting a resignation in writing. Such resignation takes effect from the time of its receipt by the Roundtable unless a date or time is fixed in the resignation, in which case it will take effect from that time. Acceptance of the resignation shall not be required to make it effective.

Section 6. Removal. Any Chairperson or Vice Chairperson elected by the Roundtable may be removed by the Roundtable whenever, in its judgment, the best interests of the Roundtable would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7. The Chairperson of the Roundtable. The Roundtable shall elect a Chairperson. The Chairperson shall preside at all meetings of the Roundtable. The Chairperson shall also see that all notices are duly given in accordance with the law and the provisions of the Bylaws.

Section 8. The Vice Chairpersons of the Roundtable. The Roundtable shall elect two Vice Chairpersons. In the absence of the Chairperson or in the event of the death or inability or refusal to act of the Chairperson, one of the two Vice Chairpersons shall perform the duties of the Chairperson and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. In the event of the resignation of the Roundtable Chairperson, an election shall be held between the two Vice Chairpersons to elect a new Chairperson.

Section 9. The Recorder of the Roundtable. The Roundtable shall elect a Recorder. The Recorder shall be custodian of the Roundtable's records, and shall keep a list of the contact information of each Member. The Recorder shall also perform, or cause to be performed: (1) the responsibility for all record keeping of the Roundtable; (2) official recording of formal decisions of all Roundtable proceedings; and (3) any other duties as may be assigned by the Roundtable.

Section 10. Salaries. Neither the Chairperson nor the Vice Chairpersons shall receive a salary for their work on behalf of the Roundtable.

ARTICLE VI DECISION-MAKING

Section 1. Consensus-Based Decision-Making. A concerted effort shall be made by the Roundtable to reach decisions by consensus. Consensus is understood to mean: all Roundtable Members believe their views on a particular issue have been satisfactorily heard and agree not to block the group's decision on the issue. The goal of consensus is to respect and protect minority opinions on all issues. If objections are not voiced when considering an issue, then consensus is assumed and the issue moves forward. In other cases, one or more Roundtable Members might wish to express a minority opinion, which shall be entered into the record, but the item under discussion shall then move forward anyway.

If consensus is not reached, the issue shall be reevaluated at the next meeting of the Roundtable. If consensus cannot be reached at this point, the issue shall be considered lost.

ARTICLE VII MEETINGS AND GOVERNANCE

Section 1. Annual Meeting. An annual meeting of the Roundtable will be held prior to July 1 of each year to include at a minimum election of chairpersons, annual reports, other business pertinent to the Roundtable, and for purposes of the Colorado Open Meeting Law, decide which place or places will be deemed the public location(s) for the posting of notice of Roundtable meeting times and/or locations.

Section 2. Regular Meetings. A regular meeting of the Roundtable shall be held once a quarter. The Roundtable may provide, by resolution, the time and place, which must be within the State of Colorado, for the holding of additional regular meetings. The notice of the meeting must be posted and distributed in such a manner so as to comply with the Colorado Open Meetings Law. The Roundtable is encouraged to schedule its regular meetings on days and times that will allow for diverse geographic participation.

Section 3. Special Meetings. Special meetings of the Roundtable may be called by or at the request of the chairperson or vice chairpersons. The person or persons authorized

to call special meetings of the Roundtable may fix any place, which must be within the State of Colorado, as the place for holding any special meeting of the Roundtable called by them. The notice of the meeting must be posted and distributed in such a manner so as to comply with the Colorado Open Meetings Law.

Section 4. Telephonic Meetings. Members of the Roundtable and committees thereof 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.

Section 5. Open Meetings Law. The Roundtable shall be deemed to be a “local public body” for purposes of the Open Meetings Law, Part 4 of Article 6 of Title 24, C.R.S. By law, the Roundtable must give at least 24-hour notice of any meeting, which is posted in a public place or places, which are determined by the Roundtable. If available, a meeting agenda shall be published with the notice. The Roundtable is encouraged to publish notice of a meeting at least a week in advance, and at least once in a newspaper or newspapers of general circulation in the basin. The Roundtable Process is intended to be a public endeavor, with input from all who want to give it.

Section 6. Minutes. The Recorder shall keep accurate minutes of all Roundtable meetings. All minutes shall be subject to approval at the subsequent Roundtable meeting. These minutes shall be stored at the Roundtable’s principal office and made available to the public upon request.

Section 7. Voting. For purposes of voting on Roundtable business, each voting Member as specified in Article IV Section 1 shall have one vote.

Section 8. Substitutes and Proxies. If a voting Member is unable to attend a meeting, their designated substitute and proxy may participate and act as a voting Member at that meeting.

Section 10. Quorum. One third of the total membership of the Roundtable shall constitute a quorum for the transaction of business at any Regular Meeting of the Roundtable, but if a quorum shall not be present at any Regular Meeting or adjournment thereof, a majority of the Members present may adjourn the meeting without further notice. A majority of the total members of the Roundtable shall constitute a quorum for the transaction of business at any Annual or Special Meeting of the Roundtable, but if a quorum shall not be present at any Annual or Special Meeting or adjournment thereof, a majority of the Members present may adjourn the meeting without further notice.

Section 11. Action by Consent of All Members. Any action required to be taken, or which may be taken at a meeting of the Roundtable may be taken without a meeting, if written consent, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof. Such written consent or consents shall be filed with the minutes of the Roundtable. Such action by written consent of all

entitled to vote shall have the same force and effect as a unanimous vote of such Members at a meeting of Members at which a quorum is present.

Section 12. Presumption of Assent. A Member of the Roundtable who is present at a meeting of the Roundtable at which action on any matter is taken shall be presumed to have assented to the action taken unless the dissent of such Member shall be entered in the minutes of the meeting, filed in writing with the Chairperson of the meeting before the adjournment thereof or forwarded by registered mail to the Chairperson of the Roundtable immediately after the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

Section 13. Subcommittees or Other Mechanisms. The Roundtable shall have the ability to establish subcommittees, sub-roundtables, or other mechanisms to facilitate dialogue and resolution of issues and conflicts within the Roundtable area. These mechanisms may be permanent or temporary, and may be established to negotiate compacts, examine negotiated compacts, develop projects, represent geographically different areas within the Metro Roundtable area, or any other reason the Roundtable sees fit.

Section 14. Participation by Non-Members. Public participation in the Roundtable Process is encouraged by expressing views and opinions to Members. Roundtable Members may take into account these views and opinions when deciding how the Roundtable business shall proceed.

Section 15. Rule of Conduct. Robert's Rules of Order shall be the parliamentary authority of this Roundtable, subject to special rules which have been or shall be adopted.

ARTICLE VIII ROUNDTABLE POWERS

Section 1. Inter-basin Compacts. Upon the approval of the Interstate Compact Charter by the General Assembly, the Roundtable shall have the power to negotiate inter-basin compacts with other Roundtables established under House Bill 05-1177.

Section 2. Interbasin Compact Committee. The Roundtable Members shall elect two individuals to represent the Roundtable on the IBCC. The Representatives do not have to be members of the Roundtable, but at least one shall reside within the borders of the Roundtable and at least one of whom shall own adjudicated water rights, including owners of shares in a ditch or reservoir company or their agents. If consensus on two Representatives cannot be reached, the Roundtable Members will select Representatives by a three-fourths (75%) majority vote. Each Representative shall serve a term of four years on the IBCC unless removed and replaced by a three-fourths (75%) majority vote.

The Representatives shall represent the views and interests of the Metro Roundtable on the IBCC. The Representatives shall also have the power to:

- Negotiate, approve, and amend the IBCC by-laws;
- Negotiate, approve, and amend the IBCC Charter; and

- Participate in the development of the IBCC's public education and outreach process.

Section 3. Water Supply Reserve Account (WSRA) Grants. The Roundtable shall serve as a forum for review and recommendation for approval of WSRA grant applications submitted to the Colorado Water Conservation Board.

Section 4. Public Education and Outreach. The Roundtable shall serve as a forum for public involvement on water matters in the Roundtable area. The Roundtable will serve as a forum for education and debate regarding: the goals, objectives, and operation of the Roundtable; the development of proposed projects or methods for meeting water supply needs.

ARTICLE IX CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Roundtable may authorize the chairperson or vice chairpersons, agent or agents, to enter into any contract on behalf of the Roundtable and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. The Roundtable shall neither issue nor accept checks, drafts, or other forms of payment from private parties.

ARTICLE X FISCAL YEAR

The fiscal year of the Roundtable shall begin on the first day of July and end on the last day of June in each year, unless otherwise designated by the Roundtable.

ARTICLE XI WAIVER OF NOTICE

Whenever any notice is required to be given to any Member of the Roundtable, under the provisions of these Bylaws or under the provisions of the Articles or under the provisions of the applicable laws of the State of Colorado, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before, at or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII INDEMNIFICATION

The Roundtable shall have the power to indemnify any chairperson, vice chairperson, recorder, member, employee or agent of the Roundtable to the fullest extent permitted under Colorado law.

ARTICLE XIII
CHANGES TO AND RATIFICATION OF BYLAWS

The Roundtable's Bylaws shall be reviewed annually. These Bylaws may be altered, amended, repealed or replaced by new bylaws by the Roundtable at any annual, regular or special meeting of the Roundtable, by a three-fourths (75%) majority vote. The Bylaws shall become valid and binding **immediately upon ratification**. All Members shall have received written notice of any and all proposed changes to the Bylaws at least two weeks prior to the date such changes are to be voted upon.

ARTICLE XIV
UNIFORMITY OF INTERPRETATION AND SEVERABILITY

These Bylaws shall be so interpreted and construed as to conform to the statutes of the State of Colorado, and where conflict between these Bylaws and a statute has arisen or shall arise, the Bylaws shall be considered to be modified to the extent, but only to the extent, conformity shall require. If any Bylaw provision or its application shall be deemed invalid by reason of the said nonconformity, the remainder of the Bylaws shall remain operable in that the provisions set forth in the Bylaws are severable.