

BY-LAWS, OPERATING PROCEDURES, AND  
MEMBERSHIP GUIDELINES  
OF THE  
YAMPA-WHITE-GREEN BASIN ROUNDTABLE

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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 basin-driven, collaborative approach. To facilitate continued discussions within and between basins on water management issues, and to encourage locally driven collaborative solutions to water supply challenges, the Colorado Water for the 21<sup>st</sup> Century act (2006-HB-1177) created nine permanent basin roundtables. Among such roundtables is the Yampa-White-Green Basin Roundtable ("YWG Roundtable").

The legitimacy of a roundtable organization should be measured against the ideal of a participatory democracy. Therefore, it is the desire of the YWG Roundtable that anyone potentially affected by the actions of this Roundtable should have the opportunity to provide information to or participate in the Roundtable, or at least be assured that each affected group of stakeholders should have a representative participating as a member of the Roundtable.

The Yampa, White, and Green Rivers and their tributaries are largely not administered nor over-appropriated. The YWG Roundtable anticipates that water interests outside of the Yampa River, White River, and Green River basins will desire to acquire water interests in our basins for potential export. The Roundtable is therefore especially sensitive to the protection of the Yampa River and White River basin water for future generations in our basins, and to protect our present and future water users against curtailments in the event of a compact call on the Colorado River.

In April of 2015, the YWG Roundtable adopted the Basin Implementation Plan (BIP) which was developed as part of the Colorado Water Plan process. The YWG Roundtable seeks through its BIP to make certain that existing consumptive, environmental and recreational uses are met, even during anticipated drought periods. While population growth will drive additional municipal needs and additional irrigated agricultural areas have been identified in State-funded studies, the energy sector has the potential to create the greatest additional consumptive water demands in the YWG Basin. Consumptive demand is expected to increase from 282,000 to 361,000 acre-feet per year by the year 2050 under a dry hydrology scenario.

Non-consumptive needs including flows for endangered species, riparian plant communities, sport fisheries, white-water boating, and ecological integrity are also expected to expand.

In this BIP, recreational, environmental, agricultural, municipal and industrial stakeholders have unanimously adopted eight Goals and their associated Measurable Outcomes to meet YWG Basin needs:

- Protect the YWG Basin from compact curtailment of existing decreed water uses and some increment of future uses.
- Protect and encourage agricultural uses of water in the YWG Basin within the context of private property rights.
- Improve agricultural water supplies to increase irrigated land and reduce shortages.
- Identify and address Municipal and Industrial (M&I) water shortages
- Quantify and protect non-consumptive water uses.
- Maintain and consider the existing natural range of water quality that is necessary for current and anticipated water uses.
- Restore, maintain, and modernize water storage and distribution infrastructure.
- Develop an integrated system of water use, storage, administration and delivery to reduce water shortages and meet environmental and recreational needs.

Much of the information in this BIP regarding demand and supply was developed through a series of Statewide Water Supply Initiative (SWSI) and Basin-wide studies, particularly the 2014 Project and Methods Study (P&M Study). The 2014 P&M Study is the most recent state-funded study used to inform this BIP.

Several Implementation Projects & Processes were developed with input from the YWG Roundtable and other stakeholders, taking into consideration information from previously completed studies and the consideration laid out in the preceding paragraphs. The IPPs are dynamic lists reflective of the incomplete state of the planning process. These lists will continue to be updated with new Projects and Processes as the YWG Roundtable continues to refine the YWG Basin hydrologic models and improves its overall understanding of how operations and proposed projects might work together to meet potential shortages. Project proponents will be encouraged to consider the goals of the BIP for success in balancing demands.

Therefore, for the purpose of providing for the orderly conduct and carrying on of the business, objects and affairs of the YWG Roundtable, the Membership of said Roundtable hereby makes, publishes and declares these By-Laws, Operating Procedures, and Membership Guidelines, which are collectively herein called the “Bylaws.”

#### ARTICLE I - DEFINITIONS

When used herein, the following words, terms and phrases shall have the following meaning, to-wit:

1. The term "Act" shall mean the Colorado Water for the 21<sup>st</sup> Century Act, HB-1177, adopted in 2005, as amended.

2. The terms "Roundtable" or "YWG Roundtable" shall mean the Yampa-White-Green Basin Roundtable, a permanent basin roundtable created under the Act.

3. The term "Open Meetings Law" shall mean [C.R.S. § 24-6-401 et seq.](#), as it may be amended from time to time.

5. The term "Open Records Act" shall mean [C.R.S. § 24-72-201 et seq.](#), as it may be amended from time to time.

## ARTICLE II - Roundtable Membership

### SECTION 1 - Number and Selection of Representatives.

The Roundtable shall collectively represent the types of interests, livelihoods, and/or land ownership found in the Yampa River, White River, and Green River basins. Roundtable membership is determined pursuant to the statutory scheme in the Act, which is hereby incorporated herein by this reference.

The Roundtable membership, pursuant to the provisions of the Act, consists of 35 representatives, each of whom shall be deemed a member of the Roundtable. There are 31 voting members and 4 non-voting members as follows:

1. Routt County Representative - one member appointed by the Routt County Commissioners. Voting Member
2. Moffat County Representative - one member appointed by the Moffat County Commissioners. Voting Member
3. Rio Blanco County Representative - one member appointed by the Rio Blanco County Commissioners. Voting Member
4. Garfield County Representative - one member appointed by the Garfield County Commissioners. Only a very small portion of land area within Garfield County is also located within the Yampa River basin, and it is more likely than not that there will be no resident of such area to be appointed to fill this position. Voting Member
5. Routt County Municipalities Representative - one member appointed by the unanimous agreement of the governing boards or councils of all statutory and home-rule towns and cities within Routt County. Voting Member

6. Moffat County Municipalities Representative - one member appointed by the unanimous agreement of the governing boards or councils of all statutory and home-rule towns and cities within Moffat County. Voting Member
  7. Rio Blanco County Municipalities Representative - one member appointed by the unanimous agreement of the governing boards or councils of all statutory and home-rule towns and cities within Rio Blanco County. Voting Member
  8. Upper Yampa Water Conservancy District Representative - one member appointed by the Board of Directors of the Upper Yampa Water Conservancy District. Voting Member
  9. Juniper Water Conservancy District Representative - one member appointed by the Board of Directors of the Juniper Water Conservancy District. Voting Member
  10. Yellowjacket Water Conservancy District Representative - one member appointed by the Board of Directors of the Yellowjacket Water Conservancy District. Voting Member
  11. Pothook Water Conservancy District Representative - one member appointed by the Board of Directors of the Pothook Water Conservancy District. Voting Member
  12. Rio Blanco Water Conservancy District Representative - one member appointed by the Board of Directors of the Rio Blanco Water Conservancy District. Voting Member
  13. Great Northern Water Conservancy District Representative – one member appointed by the Board of Directors of the Great Northern Water Conservancy District Representative. Voting Member
  14. Colorado River Water Conservation District Representative - one member appointed by the Board of Directors of the Colorado River Water Conservation District. Voting Member
  15. House/Senate Representative - one 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. Voting Member
- 16-30. **Fifteen** at-large Representatives will be elected as per Article VI, Section 1 of these Bylaws. Representatives will represent the interests required under the Act, at least **10** of whom 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 YWG Roundtable. The 15 at-large members shall be limited to no more than 6 residing in any one county, beginning the November 2016 election. Such **15** at-large Representatives are, pursuant to the Act, identified as follows:

16. Environmental Representative - one member representing environmental interests and 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 5 years. Voting Member
17. Agricultural Representative - one member representing agricultural interests. Voting Member
18. Recreation Representative - one member representing recreation interests. Voting Member
19. Local Domestic Water Provider Representative - one member representing local domestic water providers within the Basin. Voting Member
20. Industrial Representative - one member representing industrial interests. Voting Member
- 21-22. **Two** at-Large Unaffiliated Representative **No. 1 and 2**. Voting Members
- 23-24. **Two** at Large Unaffiliated Representative **No. 3 and 4**. Voting Members
- 25-26. **Two** at-Large Unaffiliated Representative **No. 5 and 6**. Voting Members
- 27-28. **Two** at Large Unaffiliated Representative **No. 7 and 8**. Voting Members
- 29-30. **Two** at-Large Unaffiliated Representative **No. 9 and 10**. Voting Members
31. Green River Representative - One member shall be elected as per Article VI, Section 1, of these Bylaws. Representative will represent the Green River basin within Northwest Colorado, shall own an adjudicated water rights from the Green River or its tributaries in Colorado, 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.

Such member, or any such agent who shall be appointed by the member the agent represents, shall reside within that portion of the Green River Basin in Colorado. Voting Member.

32-34. Three non-voting members shall be elected as per Article VI, Section 1 of these Bylaws. These members shall represent entities outside the YWG Basin that own water rights within such Basin. Such three non-voting Representatives shall not be required to reside within the borders of the Roundtable. To the extent there are insufficient applicants for the 3 non-voting Representative positions, the membership shall select any or all of such 3 non-voting Representatives from outside the YWG Basin who have interests in and are knowledgeable about water matters within the YWG Basin. Non-voting members

35. CWCB Representative - The member of the Colorado Water Conservation Board who resides within the borders of the Roundtable shall act as the CWCB's liaison to the Roundtable and to the Interbasin Compact Committee, but shall be a non-voting member of the Roundtable. Non-voting member

#### SECTION 2 - Terms of Office.

The initial terms of office of the Roundtable members ranged from 5 years to 1 year to stagger the terms of office as per Bylaws adopted January 18, 2006.

After the initial terms of office, each and every member term shall be five (5) years. Terms of office which are scheduled to expire during a calendar year shall expire immediately prior to the bi-monthly meeting of the Roundtable in November of each year. Please reference the Membership List for current membership.

#### SECTION 3 - Vacancies on the Membership.

If a vacancy shall occur in the Membership, the vacancy shall be filled as per Article VI, Section 1 of these Bylaws. A person appointed to fill a vacancy on the Roundtable shall serve for the unexpired term of the person whose was replaced.

#### SECTION 4 - Powers.

The Roundtable shall have all of the powers granted it by the Act and other provisions of Colorado and federal law applicable to the Roundtable; and said Board shall have such ancillary and incidental powers as may be proper, necessary or convenient for the full effectuation of the purposes, powers and objectives of the Roundtable.

#### SECTION 5 - Votes.

On all matters submitted to a vote of the Roundtable members, each member who is a Representative under Paragraphs 1 through 31 of Section 1 above shall have one vote. The Representatives on the Roundtable identified under Paragraphs 32 through 35 of Section 1 above shall not have a vote on any matter submitted to a vote of the Roundtable members.

#### SECTION 5 - Performance of Duties.

A Member of the Roundtable shall perform all duties of a Member, including duties as a member of any committee of the Roundtable upon which the Member may serve, in good faith, in a manner which the Member reasonably believes to be in the best interests of Roundtable, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. A person who so performs the Member's duties shall not have any liability by reason of being or having been a Member of the Roundtable.

Members are strongly encouraged to attend all meetings; if a member is unable to fulfill this commitment, he or she is encouraged to resign his or her seat in writing via email or letter to the Chair and/or Vice Chairs.

#### ARTICLE III - MEETINGS OF THE Membership

#### SECTION 1 - Bi-Monthly Meetings.

Regular bi-monthly meetings of the Membership shall be held on the second Wednesday of January, March, May, July, September, and November of each year, commencing at 6:00 o'clock P.M. local time. The time, date, and place of such regular meetings shall not be varied except by a majority vote of the Members.

#### SECTION 2 - Special Meetings.

A special meeting of the Membership may be held upon call of the Chairman or both Vice Chairmen, and shall be called if requested by at least 5 Members.

#### SECTION 3 - Place of Meetings.

All regular and special meetings of the Membership shall be held within the Yampa-

White-Green Basin at such convenient locations as may be selected by the Membership or in the absence of such selection by the Membership, by the Chairman.

#### SECTION 4 - Notice of Meetings.

(a) Not less than three (3) and not more than fifteen (15) days prior to the date of any regular or special meeting, the Chairman or contracted recorder shall notify all Members of the time, date, and place of such meeting, and (if a special meeting), the purpose for which it is called. Such notice may be by writing delivered in person, by FAX machine, by telephone, by the US mails, or by email communication. The notice shall be directed to each Member at the email address which he or she has provided to the contracted recorder. It is the Members' responsibility to provide and revise their email address to the contracted recorder of the Roundtable as and when changed.

(b) Where possible, notices of all meetings shall include or be accompanied by an agenda stating the specific items of business expected to be considered. If a consent agenda is to be utilized at the meeting, a copy of the consent agenda shall be included with the notice.

(c) Notice of all regular and special meetings also shall comply with the Open Meetings Law.

#### SECTION 5 - Quorum.

A quorum of the Membership shall consist of a majority of the voting members thereof; or 16 voting members. Less than a quorum shall have 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 meeting.

#### SECTION 6 - Voting.

Members must be physically present in order to vote at any regular or special board meeting. Voting by proxy shall not be allowed.

#### SECTION 7 - 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 (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 (agenda) for that meeting except for new items brought up by the Chairman, any Vice Chairman, or any Member under New Business on the agenda, or unless the Chairman

determines that such matter should be acted upon because of necessity for prompt or immediate action thereon, or unless the Membership first votes to modify the agenda. A consent agenda, consisting of a list of routine action items to be considered collectively by the Membership, 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 Member.

#### SECTION 8 - Meeting Procedures.

Regular and special Membership meetings shall be conducted generally in conformance with Robert's Rules of Order, Newly Revised, 10<sup>th</sup> Edition. Meeting procedures may be modified by the Chairman as necessary to ensure the fair and efficient conduct of Membership meetings.

Each and every action of the Membership necessary for the governance and management of the affairs of Roundtable, for the execution of the powers vested in Roundtable, and for carrying into effect the provisions of the Water Conservancy Act, shall be taken by the passage of motions or resolutions.

Within a reasonable time after passage, all resolutions, motions and minutes of Membership meetings shall be recorded and kept electronically by the Chairman or contracted recorder, and electronically delivered to the Colorado Water Conservation Board (CWCB). Minutes of regular sessions shall be available for public review as soon as practicable following acceptance of the minutes. Minutes of executive sessions shall be kept separate from minutes of regular sessions as described in Section 9 of Article III of these Bylaws and shall not be open to the public except as required by law. Proposed minutes shall be sent to all Members by the Chairman or contracted recorder at least 7 days prior to the next meeting of the Membership.

#### SECTION 9 - No Informal Action by Members.

All official business of the Membership shall be conducted only at regular or special meetings.

#### SECTION 10 - Adjournment and Continuance of Meetings.

When a regular or special meeting is for any reason continued to another time and place, notice need not be given of the continued meeting if the time, date and place of such meeting are announced at the meeting at which the continuance is taken, except as required by law. At the continued meeting, any business may be transacted which could have been transacted at the

original meeting.

#### SECTION 11 - Emergency Meetings.

Emergency meetings of the Membership may be called by the Chairman or both of the Vice Chairmen in the event of an emergency that requires the immediate action of the Membership in order to protect public health, safety and welfare of persons or property within the Yampa-White-Green Basin, without notice if notice is not practicable. If possible, notice of such emergency meeting may be given to the Membership by telephone or email or whatever other means are reasonable to meet the circumstances of the emergency. At such emergency meeting, any action within the power of the Membership that is necessary for the immediate protection of the public health, safety and welfare may be taken; provided, however, that any action taken at an emergency meeting shall be effective only until the first to occur of (a) the next regular meeting, or (b) the next special meeting of the Membership at which the emergency issue is on the public notice of the meeting. At such subsequent meeting, the Membership may ratify any emergency action taken. If any emergency action taken is not ratified, then it shall be deemed rescinded as of the date of such subsequent meeting.

### ARTICLE IV - OFFICERS

#### SECTION 1 - Designation.

The officers of the Roundtable shall be a Chairman, two Vice-Chairmen, and such other officers as may be authorized from time to time by Membership resolution. The officers shall serve in their capacities for the Roundtable in the conduct of all of its affairs. The Officers serve on the Executive Committee that may include other members of the YWG Roundtable by consensus.

#### SECTION 2 - Qualification and Election of Officers.

The Chairman and each Vice-Chairman shall be members of the Membership. One Vice-Chairman shall be a Representative from the Yampa River basin, and one Vice-Chairman shall be a Representative from the White River basin. The Membership shall elect a Chairman and each of the two Vice-Chairmen at the regular bi-monthly-annual Membership meeting in November of each odd-numbered year beginning in 2007.

#### SECTION 3 - Term of Office of Officers.

The Chairman and Vice-Chairmen shall serve for a term of two (2) years, and shall hold their offices until their successors shall have been elected. The term of consecutive service by

the Chairman of the Membership shall not exceed three consecutive terms, i.e., not exceed 6 consecutive years. A Member may again be elected to serve as Chairman after a break in service of at least 2 years. The Vice-Chairmen are not subject to any term limitations.

## ARTICLE V - DUTIES OF OFFICERS

### SECTION 1 - Chairman.

The Chairman shall be the Chairman of the Membership and shall preside at all meetings of the Roundtable. Except as otherwise provided herein or by Membership action, the Chairman shall sign all documents involved in or concerning the business of the Roundtable.

### SECTION 2 - Vice-Chairmen.

Each of the Vice-Chairmen shall act, in all things, and shall possess all of the powers and be subject to all of the duties of the Chairman in the event of the latter's absence from any meeting of the Membership, or his/her inability to act.

## ARTICLE VI - DECISION-MAKING

### SECTION 1 - Elections

An election requires the favorable votes of a simple majority of the voting membership present, as long as a quorum has been established. While conducting hybrid meetings all elections will be conducted by either written or electronic vote, both of which will be an anonymous ballot. If more than two candidates apply to fill a seat, there shall be two rounds of voting; the first will determine the two candidates with the most votes, and the second shall determine the elected seat.

SECTION 2 - Consensus-Based Decision Making Preferred; Voting Requires Simple Majority Approval. A concerted effort shall be made by the Roundtable members to reach decisions by consensus. Consensus is understood to mean that all members believe that their views on a particular issue have been satisfactorily heard and agree not to block the Roundtable's decision on the issue. The goal of consensus is to respect and protect minority opinion on issues. If objections are not voiced when considering an issue, then consensus is assumed and the issue moves forward to a vote. In other cases, one or more individuals might wish to express a minority opinion, which shall be entered into the minutes of the meeting, but the item under discussion shall then move forward anyway. If consensus is not reached on an issue, then upon the motion of any member, the issue shall be placed to a vote of the Roundtable membership.

Any matter submitted to a vote of the membership of the Roundtable shall be submitted as a motion and shall be deemed to have passed if such motion receives the favorable vote of a simple majority of the voting membership of the Roundtable present.

### SECTION 3 - Special Committees.

(a) Special committees may be authorized and created by vote of the Roundtable at any meeting, for the purposes and with such authority as may be stated in the motion creating the special committee. Membership on any such special committee shall be as provided in the motion creating the special committee, or if the motion is silent on the membership of such special committee, then the number of members on such committee and the appointments of members to such committee shall be determined by the Chairman.

## ARTICLE VII - PUBLIC RECORDS

### SECTION 1 - General Procedures.

The Chairman or his/her designee shall make the Roundtable's non-confidential records available for inspection by the public and provide copies of such documents to the public without the need for formal requests pursuant to the Open Records Act. The Chairman or his/her designee 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 he/she deems appropriate, after conferring with the Roundtable's General Counsel. The Chairman or his/her designee also shall implement the procedures of the Open Records Act when requests for records are made by the public pursuant to that statute.

### SECTION 2 - Requests for Membership Meeting Information.

The Chairman or his/her designee shall provide copies of all non-confidential documents which are provided to the Members in connection with regular and special Membership 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. In providing copies of documents to members of the public pursuant to this Section, the Chairman or his/her designee shall charge an amount which 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 Members may be associated with other entities which have interests which are adverse to the interests of the Roundtable. Such Members shall not disclose or use confidential information received as a Roundtable Member contrary to the Roundtable's interests without approval of the Membership. If a Roundtable Member 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 Roundtable, he/she shall recuse himself/herself from participating in the Roundtable's confidential discussions of that matter and decline to receive confidential Roundtable information about that matter. Such Member also shall not vote on Membership actions affecting the matter. In such a situation, the Member shall promptly notify the Roundtable's Chairman of his/her decision or intention to act on behalf of the adverse or potentially adverse entity, and the Chairman shall act to ensure that thereafter confidential information shall not be provided to such Member about the matter.

## SECTION 2 - Code of Ethics.

Roundtable Members, officers and staff shall comply with the Colorado Code of Ethics law which is codified at [C.R.S. § 24-18-101 through C.R.S. § 24-18-105 et seq.](#), as it may be amended from time to time.

## SECTION 3 - Disclosure of Conflicts.

Roundtable Members, officers and staff shall comply with [C.R.S. § 18-8-308](#) concerning disclosure of conflicts of interest.

## SECTION 4 – Code of Conduct

Roundtable Members, officers, staff and recipients of Colorado Water Conservation Board monies or financing recommended by the Yampa White Green Basin Roundtable shall make best and reasonable efforts to adhere to the Colorado Water Conservation Board's Code of Conduct, updated here:

## ARTICLE IX - ROUNDTABLE POWERS

### SECTION 1 - Inter-Basin Compacts.

The Roundtable shall have the power to negotiate interbasin compacts with other Roundtables established by the Act. The Roundtable reserves the right and power to decline to discuss or negotiate any proposed interbasin compact with any other Roundtable.

#### SECTION 2 - Interbasin Compact Committee.

The Roundtable shall select two (2) individuals to represent the Roundtable on the Interbasin Compact Committee (the "IBCC"). Such individuals shall be members of the YWG Basin Roundtable, and shall reside within the YWG River basin. The term of office of such representatives to the IBCC shall be two years, with the initial term to expire at the quarter-annual regular meeting of the Roundtable in October of 2007. Each such representative shall be elected as per Article VI, Section 1 of these Bylaws.

At each bi-monthly regular meeting of the Roundtable, the two representatives to the IBCC shall report to the Roundtable Membership on the activities and decisions of the IBCC, as well as the pending and expected issues and concerns of the IBCC. The Roundtable may direct the two representatives to the IBCC to take certain positions on the IBCC consistent with direction from the Roundtable.

#### ARTICLE X - INDEMNIFICATION OF OFFICERS & REPRESENTATIVES

The Roundtable shall defend, hold harmless and indemnify any officer or representative of the Roundtable or the IBCC against any tort or liability, claim or demand, without limitation, arising out of any alleged act error or omission occurring during the performance of official duty, as more fully defined by law or by an indemnification resolution. The provisions of this Section shall be supplemental and subject to and, to the extent of any inconsistency therewith, shall be modified by the provisions of the [Colorado Governmental Immunity Act, 24-10-101, et seq., C.R.S.](#)

#### ARTICLE XI - MISCELLANEOUS

##### SECTION 1 - Waivers.

Whenever any notice is required to be given to any Member of the Roundtable under these Bylaws or by law, a waiver thereof in writing and signed by such person entitled to such notice, whether before, at or after the event for which notice was given, shall be deemed to be the equivalent of the giving of notice of such event.

##### SECTION 2 - Uniformity of Interpretation.

These Bylaws shall be interpreted and construed so as to conform to the statutes of Colorado, and where conflict occurs between these Bylaws and the Colorado statutes, the statutes shall control. In the event of any invalidity of any portion of these Bylaws, the remainder of the Bylaws shall remain in full force and effect.

#### ARTICLE XII - AMENDMENTS

These By-Laws may be amended as per Article VI, Section II of these Bylaws. A copy any amendments to these By-Laws proposed to be made shall be provided to each member by the Chair, Vice-Chair or contracted recorder of the Roundtable not less than seven (7) days prior to the meeting of the Roundtable at which such amendment is to be considered.

#### ARTICLE XIII - RATIFICATION

These Bylaws shall become valid and binding upon adoption as per Article VI, Section II of these Bylaws.

ATTESTED AS ADOPTED:

Date: January 16, 2008

/Thomas R. Sharp/s  
Chairman

Date: January 16, 2008

/Robert G. Weiss/s  
Secretary

Amended and adopted: March 9, 2022

/

Alden Vanden Brink, Chairman

/  
Steve Hinkemeyer, Vice-Chair

/  
Timothy Winkler, Vice-Chair