

BYLAWS FOR THE SOUTHWEST BASINS ROUNDTABLE
Approved January, 17, 2005
(Amended Name April 11, 2007)
(Amended Articles IV and VI January 13, 2016)
(Amended Article VIII July 11, 2018)

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 21st Century Act 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) Southwest 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 Southwest Basins Roundtable, (the "Roundtable"), the name was changed from Dolores, San Miguel, and San Juan to Southwest at the April 11, 2007 meeting. The principal office located at 841 Second Avenue, West Building, P.O. Box 475, Durango, CO 81302

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.

- Develop long-term solutions to intra-basin water needs, collaborate with other Roundtables to find solutions to inter-basin water issues, and collaborate with other states on interstate water issues.

- 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

- Improve communications by providing a forum to facilitate the coordination of decisions made among affected landowners, concerned citizens, tribal interests and out of state interests and representatives of local, state and federal agencies.
- 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.
- Provide a basin-wide framework for coordination, cooperation and citizen involvement in promoting and improving the appropriate use of the state's waters.
- Facilitate the Southwest Basins Roundtable area's participation in statewide water issues by selecting two individuals to represent the Roundtable on the Interbasin Compact Committee.
- Facilitate the productive development of a basin-wide water needs assessment to evaluate the consumptive and non-consumptive water needs of the Southwest Basins Roundtable area.
- Seek the involvement of all interested parties and stakeholders in the Roundtable Process, and actively solicit their input during the development of a basin-wide water needs assessment.
- Facilitate the identification, compilation, and evaluation of necessary data and information to support the basin-wide water needs assessment.
- Propose methods or projects, both structural and non-structural, for meeting any future needs as well as utilizing any unappropriated waters.
- Encourage the use of the Roundtable Process to help remedy intra-basin conflicts between stakeholders.
- Provide a meaningful source of education and public outreach concerning the operations of the Southwest Basins Roundtable and the activities of the Interbasin Compact Committee.
- Promote the protection, conservation, and use of water in the Southwest Basins Roundtable area.
- Promote the socio-economic sustainability of the Southwest Basins Roundtable area.
- Promote the protection and conservation of the natural environment, including the protection of open space.

ARTICLE III DEFINITIONS

Section 1. **Bylaws** – The bylaws governing the Southwest Basins Roundtable.

Section 2. **Chairperson** – The presiding officer of the Southwest Basins Roundtable.

Section 3. **The Colorado Water for the 21st Century Act** – An Act passed during the 2005 Legislative Session “Concerning the Negotiation of Interbasin Compacts Regarding the Equitable Division of the State’s Waters.” The Colorado Water for the 21st Century Act is also known as House Bill 05-1177.

Section 4. **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.

Section 5. **First Vice-Chairperson** – The officer next in rank to the Chairperson of the Southwest Basins Roundtable

Section 6. **Interbasin Compact Committee (IBCC)** – A twenty-seven-member (27) committee, created pursuant to the Colorado Water for the 21st Century Act, for the purpose of facilitating the process of interbasin compact negotiations.

Section 7. **Intrabasin or Basin** – the Dolores, San Miguel and San Juan Basins or sub-basins areas.

Section 8. **Local Public Body** – 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.

Section 9. **Members** – Individuals who have been appointed or selected to serve on the Southwest Basins Roundtable through the process specified in the Colorado Water for the 21st Century Act.

Section 10. **Other Appropriate Sources** – In addition to the data and information from the Statewide Water Supply Initiative (SWSI), other sources deemed appropriate by the Southwest Basins Roundtable.

Section 11. **Person** – An individual, corporation, partnership, incorporated association, and the like and shall have no gender and the singular shall include the plural.

Section 12. **Recorder** – The recorder of the Southwest Basins Roundtable.

Section 13. **Representative** – Individuals who have been appointed by the Southwest Basins Roundtable to represent the Roundtable area on the IBCC.

Section 14. **Roundtable** – The Southwest Basins Roundtable created through the process specified in The Colorado Water for the 21st Century Act.

Section 15. **Roundtable Leadership** – The officers of the Roundtable shall be the Chairperson, First Vice-Chairperson, Second Vice-Chairperson, and Recorder.

Section 16. **Second Vice-Chairperson** – The officer next in rank to the First Vice-Chairperson of the Roundtable,

Section 17. **Stakeholder** – Any person or entity in the Roundtable.

Section 18. **Super Majority** – Assuming a Quorum is present and acting throughout, a super majority is a vote of seventy-five percent of the Members present and voting.

Section 19. **Water Division** – Water division has the same meaning as set forth in Section 37-92-201, C.R.S.

Section 20. **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 Southwest Basins Roundtable shall collectively represent the types of interests, livelihoods, and/or land ownership found in the Southwest Basins Roundtable area. Roundtable membership is determined pursuant to the statutory scheme in The Colorado Water for the 21st Century Act. The Roundtable shall consist of the following Members, each of whom shall reside within the borders of the Roundtable (with the exception of the non-voting Members identified in paragraph 7), 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 the governing body of the Southern Ute Tribe and one (1) member appointed by the governing body of the Ute Mountain Ute Tribe.
5. 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.
6. Ten (10) 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;
 - 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.
7. Three (3) nonvoting Members may be selected by the Roundtable Members appointed pursuant to 1. to 6. above, who shall represent entities outside the basin that own water rights within the basin. Members appointed pursuant to 7. shall not be required to reside within the borders of the Roundtable.

If no one qualifies for selection under 7., three (3) nonvoting Members shall be selected from outside the basin who have interests in and are knowledgeable about water matters.

8. 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.

9. The member of the Water Quality Control Commission who resides within the borders of the basin Roundtable shall act as the Commission's liaison to the basin Roundtable, and shall be a member of the round table. If the closest west slope Commission member does not live in the basin the member is invited to attend and to participate, but will not be a voting member of the roundtable.

Section 2. Term of Office. Members shall serve a term of five (5) years, or until a Member withdraws or is removed from the Roundtable, at which time such Member's term shall terminate. Vacancies shall be filled pursuant to the same criteria as the original appointment.

Section 3. Voting. For purposes of voting on Roundtable business, each Member in Section 1 shall have one vote.

Section 4. Annual Meeting. An Annual Meeting of the Members in Section 1 shall be held each year at a date, time and place determined by the Roundtable Members. Each Member and the public shall be notified in advance as set forth in Article VII.

Section 5. 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 6. Substitutes and Proxies. Roundtable Members shall not send a substitute or proxy on their behalf to a Roundtable meeting.

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 which are not directed to be done by statute or by these Bylaws.

Section 2. Number and Qualifications. The Roundtable shall have one Chairperson, a First Vice-Chairperson and a Second Vice-Chairperson, and one Recorder. The Chairperson and Vice-chairpersons shall be nominated and selected by secret ballot vote. The Chairperson shall be selected by a majority of Roundtable Members; the First Vice-Chairperson shall be the Member receiving the second highest number of votes, and the Second Vice-Chairperson shall be the Member receiving the third highest number of votes. The Recorder shall be selected by the Board of Directors of Southwestern Water Conservation District. The Chairperson, Vice-Chairpersons, and Recorder shall serve a one-

year term with no limit on the number of terms served. The total number of Roundtable Members shall be determined according to the statutory scheme in The Colorado Water for the 21st Century Act, plus Members representing the tribes in the Dolores, San Miguel and San Juan Basin.

Section 3. Election and Term of Office. The Chairperson, and Vice-Chairpersons to be elected by the Roundtable, shall be elected annually by the Roundtable at its annual meeting. Each person so elected shall hold office until the resignation 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 4. Removal. Any person elected or appointed 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 5. Vacancies. A vacancy in any elected position because of death, resignation, removal, disqualification or otherwise may be filled by the Roundtable for the unexpired portion of the term.

Section 6. The Chairperson of the Roundtable. The Roundtable shall select 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 7. The Vice-Chairpersons of the Roundtable. The Roundtable shall select a First Vice-Chairperson and a Second Vice-Chairperson. In the absence of the Chairperson or in the event of the death or inability or refusal to act of the Chairperson, the First Vice-Chairperson 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 absence of the Chairperson and the First Vice-Chairperson, the Second Vice-Chairperson shall perform the duties of the Chairperson and when so acting shall have all the power of and be subject to all the restrictions upon the Chairperson. In the event of the resignation of the Roundtable Chairperson, the First Vice-Chairperson serve as the new Chairperson.

Section 8. The Recorder of the Roundtable. The Board of Directors of the Southwestern Water Conservation District shall appoint a Recorder, subject to approval of a majority of Roundtable Members. The Recorder shall be custodian of the Roundtable's records, and shall keep a list of the address 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 9. Salaries. Neither the Chairperson nor the Vice-Chairpersons nor the Recorder shall receive a salary from the Roundtable for their work on behalf of the Roundtable.

ARTICLE VI DECISION-MAKING

Section 1. Consensus-Based Decision-Making. Except as otherwise specifically set forth in the Bylaws, a concerted effort shall be made by the Roundtable to reach decisions by Consensus. 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 individuals 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, except as otherwise provided by these Bylaws. If Consensus cannot be reached at this point, the issue shall be considered lost unless subsequently a Member shall request a vote which must be approved by a Super Majority.

Section 2. Roundtable Members or Members Organizations Receiving WSRA Funds. Roundtable members who receive or the organization they work for receives Water Supply Reserve Account (WSRA) funds can continue to be Roundtable members but shall recuse themselves from the Roundtable approval of said funding.

ARTICLE VII MEETINGS AND GOVERNANCE

Section 1. Annual Meeting. The business at the annual meeting of the Roundtable shall include at a minimum selection of a Chairperson and Vice-Chairpersons, annual reports, other business pertinent to the Roundtable, and for purposes of the Colorado Open Meeting Law, a decision regarding 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. One of the regular meetings may occur in conjunction with the annual meeting. 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. Quorum. A simple majority of the Members of the Roundtable present and voting shall constitute a quorum for the transaction of business at any meeting of the Roundtable, but if a quorum shall not be present at any meeting or adjournment thereof, a majority of the Members present may adjourn the meeting without further notice.

Section 8. 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 a consent in writing, 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 9. Subcommittees, Sub-Roundtables, 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 Roundtable basin, or any other reason the Roundtable sees fit.

Section 10. Vacancies. The Roundtable Leadership may remove any Member for three (3) unexcused absences in any 12-month period. Any vacancy occurring in the Roundtable shall be filled according to the statutory scheme designed by The Colorado Water for the 21st Century Act.

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. 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. Resignation of Chairperson, Vice Chairpersons and Members. Any Chairperson, Vice-Chairperson, Recorder or 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 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. Rules of Conduct. The Roundtable may adopt such rules for the conduct of business as are appropriate and which are consistent with these Bylaws and state law.

ARTICLE VIII ROUNDTABLE POWERS

Section 1. Interbasin 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 The Colorado Water for the 21st Century Act through the Roundtable Representatives. The Roundtable shall, by consensus, agree to any compact that is negotiated in order for it to become valid and binding.

Section 2. Interbasin Compact Committee.

- (A) The Roundtable shall select two individuals to represent the Roundtable on the IBCC, and a third individual to serve as an alternate. Both Representatives shall reside within the borders of the Roundtable and at least one Representative shall own adjudicated water rights, including owners of shares in a ditch or reservoir company or their agents. Nominations for Representatives shall be by secret ballot. Roundtable Members will select Representatives by means of a Super Majority. The alternate IBCC representative shall fill in for one of the regular IBCC representatives temporarily (e.g. for one or more meetings if the primary member cannot attend), or for the remainder of the term if an IBCC representative steps down from the position.
- (B) The Representatives shall represent the views and interests of the basin on the IBCC. The Representatives shall have the power to:
- Negotiate, approve, and amend IBCC bylaws;
 - Negotiate, approve, and amend the IBCC Charter; and
 - Participate in the development of the IBCC's public education and outreach process.

Section 3. Basin-Wide Water Needs Assessment.

- (A) The Roundtable shall develop a basin-wide water needs assessment to fulfill the provisions of the Colorado Water for the 21st Century Act (37-75-004 2(c)). This assessment shall look at the consumptive and non-consumptive needs of the Roundtable areas, analyze available unappropriated waters within the Roundtable area, and propose projects or methods (both structural and nonstructural) for meeting any identified needs and utilizing unappropriated waters where appropriate.
- (B) The basin-wide water needs assessment will use data and information from SWSI and other appropriate sources as the foundation for the assessment. Where data, information, and research gaps are identified the roundtable will work with Roundtable Members, on-going SWSI activities, and other resources coordinated by the Office of Interbasin Compact Negotiations, or as determined by the Roundtable.
- (C) The basin-wide water needs assessment shall be developed in cooperation with local governments, area water providers, and other stakeholders as determined by the Roundtable.
- (D) Any proposed projects or methods resulting from the basin-wide water needs assessment will be forwarded to the IBCC by the Representatives.

Section 4. Voting Members. The Roundtable may establish procedure to confer voting rights on individuals who are not Members of the Roundtable in order to satisfy local needs.

Section 5. Public Education and Outreach.

(A) 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 the basin-wide water needs assessment; and proposed projects or methods for meeting water supply needs.

(B) The Roundtable may facilitate public involvement by:

- Creating a public education and outreach sub-committee
- Formalizing relationships with education, communication, and media institutions.
- Inviting the public to participate in Roundtable discussions.

ARTICLE IX CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Roundtable may authorize the Chairperson, the Vice-Chairpersons, or any 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
AMENDMENTS**

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. 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. Amendments must be approved by a Super Majority.

**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.

**ARTICLE XVI
RATIFICATION OF BYLAWS**

These Bylaws shall become valid and binding fourteen days after ratification by a Super Majority.