

BYLAWS FOR THE ARKANSAS BASIN ROUNDTABLE

Adopted March 8, 2006

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 shared solutions to water supply challenges, the Colorado Water for the 21st Century Act created nine permanent basin roundtables including the Arkansas Basin.

ARTICLE I NAME AND MISSION

Section 1.1 Name. The name of the organization will be the Arkansas Basin Roundtable, (the "Roundtable"), with its principal office located as agreed by the Roundtable as an administrative decision.

Section 1.2 Mission. The mission of the Roundtable is to facilitate continued discussions within and between Basins on water management issues, and to encourage locally driven shared solutions to these issues. The Roundtable will promote public education and participation and be a conveyor of support to organizations that foster the objectives of the state's water supply initiative.

Section 1.3 Diversity. Through legislative action (HB05-1177) Roundtables are created to support diverse stakeholders in membership. These stakeholders perpetuate the Roundtable's responsibilities to ensure process, application and public involvement in developing basin wide water needs assessment. The Roundtable will work collaboratively recognizing basin water needs and devise recommendations for future water management in an atmosphere of population growth and future water demands.

Section 1.4 Basin-Wide Water Needs Assessment The Roundtable will continue with Needs Assessment fulfilling the requirements outlined in the Colorado Water for the 21st Century Act (§37-75-104 C.R.S.(II)(c))

Section 1.5 Public Education and Outreach The Roundtable will 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.

ARTICLE II ROUNDTABLE MEMBERSHIP

Section 2.1 Statutory Members. Statutory roundtable members are appointed, representing counties, municipalities, and water conservancy districts, as required by §37-75-104 C.R.S. (2005). Nothing in these by-laws is intended to modify or discard that statutory rule. All such appointments continue for the full term of office or until such time the statutory member withdraws the appointment.

Section 2.2 At Large Members. Will be appointed as required by §37-75-104 C.R.S. (2005) in a process to be determined by the Roundtable.

Section 2.3 Non-voting Members. Will be elected pursuant to statute §37-75-104(VI) (A) C.R.S. and will not count towards the quorum.

Section 2.4 Voting Members. The Roundtable may establish procedures to confer voting rights on individuals who are not members of the Roundtable in order to satisfy local needs.

Section 2.5 Term of Office. The original Term of Office of five (5) years for the membership is no-longer applicable.

Section 2.6 Work Agreement. The Roundtable Leadership is empowered to enable work agreements with individuals to perform designated tasks.

ARTICLE III EXECUTIVE COMMITTEE

Section 3.1 General Powers. The Roundtable Executive Committee has the power, consistent with these bylaws, to manage as necessary the business and affairs of the Roundtable. In addition to the powers and authorities expressly conferred upon it, the Executive Committee may perform all lawful acts which are not directed to be done by statute or by these bylaws exclusively by the Roundtable as a whole.

Section 3.2 Number, Election and Qualifications. The Roundtable Leadership consists of one (1) chairperson, two (2) vice chairpersons and one (1) recorder. The chairperson, vice chairpersons and recorder are voting members elected to office by a two-thirds (.67) of the members present at the annual meeting. The Executive Committee consists of the Roundtable Leadership together with two (2) IBCC members, one (1) member designated by the CWCB, and one (1) PEPO Representative member and the most recent past chairperson of the Roundtable. The Chair may appoint an Ex-Officio member to assist the Roundtable Leadership in discussions pertinent to their expertise.

Section 3.3 Term of Office and Term Limits There is no limit on the number of terms served in any office.

Section 3.4 Removal. Any member of the Roundtable Leadership may be removed from his or her leadership position whenever, in the Roundtable's judgment as expressed by secret ballot, the best interest of the Roundtable would be served thereby. Such removal will be by a two-thirds (.67) vote of the members present at a regular meeting of the Roundtable.

Section 3.5 Vacancies. A vacancy in any Roundtable Leadership position because of death, resignation, removal, disqualification or otherwise may be filled by a two-thirds (.67) vote of the Roundtable members present at a regular meeting for the unexpired portion of the term.

Section 3.6 Salaries. No member of the Roundtable will receive a salary or other monetary compensation for their work on behalf of the Roundtable.

Section 3.7 Resignation. Any member of the Roundtable Leadership may resign from their office at any time by submitting a resignation in writing. Such resignation takes effect at the time of its receipt by the chairperson of the Roundtable unless a date or time is fixed in the resignation, in which case it will take effect at the time. Acceptance of the resignation will not be required to make it effective.

Section 3.8 Secretary. A secretary may be engaged by the CWCB to perform administrative duties as directed by the Roundtable Chair.

ARTICLE IV DECISION MAKING

Section 4.1 Policy Decisions. A concerted effort will be made by the Roundtable to reach policy decisions by consensus.

A. Consensus. The goal of consensus is to respect and protect minority opinions on all issues.

B. Dissent. In the event of a consensus not reached the chairperson will allow the dissenting member (s) to provide a written summary of their views.

ARTICLE V MEETINGS AND GOVERNANCE

Section 5.1 Annual Meeting. An annual meeting of the Roundtable will be held in October of each year to include at a minimum selection of Roundtable Leadership, annual reports, other business pertinent to the Roundtable, and for purposes of the Colorado Open Meetings Law, decide which place or places will be deemed the public location(s) for the posting of notice of Roundtable meeting times and locations.

Section 5.2 Regular Meetings. A regular meeting of the Roundtable will be held at least once a quarter. The Roundtable may provide, by resolution, for additional regular meetings, including setting a meeting schedule for a calendar year that specifies monthly meetings on the same day of the month for each month of that calendar year. 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 5.3 Special Meetings. Special meetings of the Roundtable may be called by or at the request of the chairperson or vice chairpersons or any five (5) members of the Roundtable upon not less than ten (10) days' notice to the remaining members. The person or persons authorized to call special meetings of the Roundtable may fix any place, which must be within the State of Colorado and the Arkansas Basin, 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 5.4 Telephone Meetings. Members of the Roundtable may participate in meeting of the Roundtable only by being present in person. Members of the Roundtable may participate and be deemed present at committee meetings 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 5.5 Open Meetings Law. The Roundtable will be deemed to be a local public body for purposes of the Open Meetings Law. The Roundtable must have at least 24-hour notice of any meeting, which is posted in public place or places to be determined by the Roundtable. A meeting agenda will be published and posted with the notice.

Section 5.6 Minutes. The Recorder will be responsible for keeping accurate minutes of all Roundtable meetings. All minutes will be subject to approval by the members present at the subsequent Roundtable meeting. Only a member may ask to edit the minutes regarding that member's comments or actions as reflected in the minutes submitted for approval by the Roundtable. These minutes will be stored at the Roundtable's principal office and made available to the public upon request.

Section 5.7 Quorum. Regular Meetings. A quorum will be based on a simple majority of the active members as defined in Article V, Section 5.10.

Section 5.8 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 consent in writing, setting forth the action so taken, will be signed by all of the members entitled to vote with respect to the subject matter thereof. Such written consent or consents will be filed with the minutes of the Roundtable. Such action by written consent of all members entitled to vote will have the same force and effect as a unanimous vote of such members at a meeting at which a quorum is present. As an alternative to physical delivery of written consent, any signed document may be delivered in electronic form by facsimile or electronic mail.

Section 5.9 Subcommittees, Sub-Roundtables or Other Mechanisms. The Roundtable will have the ability to establish committees, sub-committees, sub-roundtables or other mechanisms to facilitate dialogue and resolution of issues and conflicts within the basin. These mechanisms may be permanent or temporary, and may be established to negotiate compacts, examine negotiated compacts, develop projects, represent geographically different area within the Roundtable area, or any other reason the Roundtable sees fit. Membership on committees will not be restricted, any member may participate, and therefore the Roundtable should respect the work of a committee. Unless otherwise expressly provided by the Roundtable, all such mechanisms will be considered sub-committees of the Executive Committee.

Section 5.10 Attendance at Meetings. All voting members when first appointed will be considered an "active member" of the Roundtable. However, if a voting member of the Roundtable has two (2) consecutive unexcused absences (as determined by the chairperson) from regular meetings of the Roundtable, or three (3) unexcused absences from regular meetings within any twelve (12) month period, that member will become an "inactive member", and will be placed on an inactive member list. If an inactive member is a member appointed pursuant to Article II, Section 2.1, the chairperson of the Roundtable will 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. Assent by a majority of the voting members then present will be required for removal. In the event of removal, the vacancy will 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 will be allowed to vote, but “inactive members” will not be counted for purposes of determining a quorum, as set forth in Article V, Section 5.7

Section 5.11 Vacancies. Any vacancy occurring in the Roundtable will be filled according to the statutory procedures described in the Act.

Section 5.12 Compensation. The Members will 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 the duties as may be authorized by the Roundtable.

Section 5.13 Resignation by Member. Any Member may resign from the Roundtable at any time by submitting a resignation in writing to both the chairperson of the Roundtable and, if so appointed, to the appointing body described in Article IV, Section 2. Such resignation takes effect from the time of its receipt by the chairperson of 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 will not be required to make it effective.

Section 5.14 Participation by Non-Members. Public participation in the Roundtable process is encouraged by expressing views and opinions to Members. Members may take into account these views and opinions when deciding how the Roundtable business will proceed. The chairperson, when conducting a meeting in furtherance of Roundtable business, may limit public comment, pursuant to the Open Meetings Act, to a reasonable time. The chairperson may limit the discussion of any topic or issue of Roundtable business to Roundtable members, liaisons and non-voting members only.

Section 5.15 Rule of Conduct. The Roundtable will conduct its business in accordance with the Act and these Bylaws.

ARTICLE VI ROUNDTABLE POWERS

Section 6.1 Interbasin Compacts. Since the General Assembly has approved the Interstate Compact Charter the Roundtable has the powers defined within the Charter established under the Act. In order for it to become valid and binding, the Roundtable will, by consensus, agree to any compact that is negotiated.

Section 6.2 Interbasin Compact Committee. The Roundtable membership will elect two members to represent the Roundtable on the IBCC in accordance with the provisions of CRS § 37-75-105(1)(a) and more specifically:

- 1) Representatives will serve a two (2) year term and will be elected or re-elected at the annual meeting at or immediately following the end of their respective terms.
- 2) At least one Representative must own an adjudicated water right (including

mutual ditch company shares) within the Arkansas Basin.

3) Each Representative must be a Roundtable member and reside within the Arkansas Basin.

4) Only Roundtable members present at the annual meeting may cast their vote for the election of a Representative.

Section 6.3 Basin-Wide Water Needs Assessment. The Roundtable will 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 will look at the consumptive and non-consumptive needs of the Roundtable areas, and propose projects or methods (both structural and nonstructural) for meeting any identified needs.

Section 6.4 Public Education Participation Outreach. The Roundtable will have the authority to implement a workgroup committee to nurture public interest in Colorado's Water Plan and any additional basin implementation plans. This workgroup may be independent or function under any organizations deemed appropriate by the Roundtable Executive Committee.

- 1) Candidates for the PEPO representative will be selected from the membership to serve a one (1) term on the Executive Committee.
- 2) The candidates do not need to be present to be selected.
- 3) The election of the PEPO Representative will be at the annual meeting.

ARTICLE VII REPRESENTATIVES - ATTENDANCE, REPORTING, AUTHORITY

Section 7.1 Attendance. The representatives will attend each meeting of the Roundtable and the IBCC. The truancy standards for members set forth in Article VII, Section 10 will apply to representatives' attendance at Roundtables and IBCC meetings.

Section 7.2 Reporting. The representatives will make regular reports to the Roundtable of the proceedings of the IBCC.

Section 7.3 Authority. The representatives will:

- A. Represent the views and interest of the Basin on the IBCC and will strive in all events to conserve, protect and defend the waters of Colorado for the use, benefit and enjoyment of the people of Colorado;
- B. Have the power to negotiate, approve and amend the IBCC Bylaws;
- C. Have the power to negotiate approve and amend the IBCC Charter, and;
- D. Participate in the development of the IBCC's public education and outreach process.

Section 7.4 Limitation of Authority. The representatives will not provide affirmative support for any compact without approval by a consensus of the Members.

ARTICLE VIII CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 8.1 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 8.2 Checks, Drafts, Etc. The Roundtable will neither issue nor accept checks, drafts, or other forms of payment from private parties.

ARTICLE XIV FISCAL YEAR

The fiscal year of the Roundtable will 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 X 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, will be deemed equivalent to the giving of such notice.

ARTICLE XI INDEMNIFICATION

The Roundtable will have the power to indemnify any chairpersons, vice chairpersons, recorder, member, employee or agent of the Roundtable to the fullest extent permitted under Colorado Law.

ARTICLE XII UNIFORMITY OF INTERPRETATION AND SEVERABILITY

These Bylaws will 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 will arise, the bylaws will be considered to be modified to the extent, but only to the extent, conformity will require. If any bylaw provision or its application will be deemed invalid by reason of the said nonconformity, the remainder of the bylaws will remain operable in that the provisions set forth in the bylaws are severable.

ARTICLE XIII

AMENDMENTS

The Roundtable's bylaws will be reviewed as needed. 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.

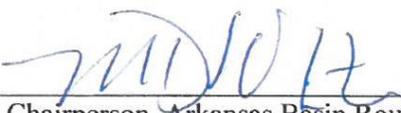
ARTICLE XIV RATIFICATION OF BYLAWS

These bylaws will become valid and binding after ratification by a 67% vote of the members present any meeting of the Roundtable, provided that notice of the proposed amendment was given two weeks prior to the meeting along with the meeting notice.

ARKANSAS BASIN ROUNDTABLE BYLAWS SIGNATURE PAGE

These amended bylaws are hereby ratified by a vote of the members of the Roundtable on February 10, 2016. The Roundtable's original bylaws were adopted effective March 8, 2006 and amended 8/9/06, 1/10/07, and 2/10/2016."

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By: 
Chairperson, Arkansas Basin Roundtable

Attest:

By: 
Recorder