

**BYLAWS FOR THE
RIO GRANDE BASIN ROUNDTABLE
Approved April 11, 2006
Updated June 14, 2015**

PREAMBLE

In Colorado, water is among the state's most important natural resources. 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) 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 communities working together can we resolve Colorado's 21st century water issues.

**ARTICLE I
NAME AND PURPOSE/MISSION**

Section 1. Name. The name of the organization shall be the Rio Grande Basin Roundtable, (Roundtable). The principle offices shall be designated at the annual meeting through a resolution passed by voting members.

Section 2. Mission. The mission of the Roundtable is to foster cooperation and effective efforts in Colorado's Rio Grande basin in order to optimize the use of our waters and to manage, protect and sustain them for the long term. The Roundtable will support and advocate for the Rio Grande Basin and collaborate with other Roundtables to find solutions to intra-basin and Colorado's inter-basin water issues.

**ARTICLE II
GOALS AND OBJECTIVES**

In order to fulfill the provisions of the Colorado Water for the 21st Century Act (37-75-004 2(c)), the Roundtable shall provide a forum for the Rio Grande basin in Colorado to facilitate communication, coordination, cooperation, and involvement by all stakeholders including affected landowners, concerned citizens, and representatives of local, state and federal agencies to:

- Promote and improve the appropriate use of the Rio Grande Basin's and the State of Colorado's waters.

- Enhance the voluntary exchange of information in order to identify and address intra-basin and inter-basin water concerns in a proactive manner.
- Participate in the use and on-going refinement of a basin-wide water needs assessment to evaluate the consumptive and non-consumptive water needs of the Rio Grande Basin Roundtable area to fulfill the provisions of the Colorado Water for the 21st Century Act (37-75-004 2(c)).
- Provide education and public outreach concerning topics including Colorado water law, Rio Grande compact and associated issues, and the activities of the Rio Grande Basin Roundtable and the Interbasin Compact Committee.
- Promote the protection, conservation, and wise use of water for socio-economic sustainability, agricultural viability, and the benefit of the associated natural environment.
- Facilitate the Roundtable’s participation in statewide water issues by selecting two individuals to represent the Roundtable on the Interbasin Compact Committee.

ARTICLE III DEFINITIONS

Bylaws – The bylaws governing the Roundtable.

Chairperson – The presiding officer of the Roundtable.

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.

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.

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.

Voting Members – Individuals who have been appointed or selected to serve on the Roundtable as voting members through the process specified in the Colorado Water for the 21st Century Act.

Non-Voting Members – Individuals who have been appointed or selected to serve on the Roundtable as non-voting members through the process specified in the Colorado Water for the 21st Century Act.

Secretary – The secretary of the meetings and person who prepares the minutes of the Roundtable.

Statewide-Representative – Individuals who have been appointed by the Roundtable to represent the Roundtable area on the IBCC.

Roundtable – The Rio Grande Basin Roundtable created through the process specified in The Colorado Water for the 21st Century Act.

Stakeholder – Any person or entity in the Roundtable area that is interested in or impacted by the decisions of the Roundtable.

Vice-Chairperson – The officer next in rank to the Chairman of the Roundtable.

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

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. **Voting Members**. The Roundtable shall collectively represent the types of interests, livelihoods, and/or land ownership found in the Rio Grande Basin of Colorado. Roundtable membership is determined pursuant to the statutory scheme in The Colorado Water for the 21st Century Act, which states: each basin roundtable shall consist of the following Voting Members, each of whom shall reside within the borders of the Roundtable, as specified below.

1. One (1) Voting 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 Voting Member on each basin roundtable that overlaps its boundaries.
2. One (1) municipal Voting 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) Voting 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) Voting 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 Voting Members appointed pursuant to the above passages, in consultation with the Director of Compact Negotiations, representing the following interests:
 - At least 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;
 - At least one (1) shall represent agricultural interests;
 - At least one (1) shall represent recreation interests;
 - At least one (1) shall represent local domestic and industrial water provider interests;
 - At least six (6) 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. At least two (2) of the six (6) shall own groundwater rights. These Voting members may also own surface rights and ownership of both ground and surface shall qualify them for this purpose.
6. Non Voting Members - Three (3) (or more) Non Voting Members shall be selected by the Roundtable Voting Members appointed pursuant to 1 through 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) or more Non Voting members shall be selected from outside or within the Rio Grande Basin who have interests in and are knowledgeable about water matters.

7. The member of the Colorado Water Conservation Board who resides within the borders of the Rio Grande 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 shall serve a term of five (5) years; except that initial terms shall be staggered pursuant to the Roundtable's Bylaws. Vacancies shall be filled pursuant to the same criteria as the original appointment.

Section 3. Initial Terms Staggered. The initial terms of Roundtable Members are staggered according to the determination of the membership. The Recorder shall keep a tally of the members and their terms and expiration dates for the benefit of the members.

Section 4. Voting. For purposes of voting on Roundtable business, each Voting Member in Section 1 shall have one (1) vote. A Voting Member who is absent from a Roundtable meeting

may designate a Proxy to another Voting Member who shall be present at the Meeting. The Chairperson of the Meeting will be notified of the designation of a Proxy at least two (2) hours prior to the beginning of the Meeting. The notification shall be by phone, email, or in writing and shall be disclosed by the Chair at the beginning of the meeting and noted in the minutes. Only one (1) Proxy will be allowed per Voting Member. The Proxy is valid for only one (1) meeting and shall be counted toward a quorum of Members for Voting purposes.

Section 5. Other Participant 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. Alternates.

A Voting Member who is absent from a Roundtable Meeting may designate an Alternate who shall be in attendance at the Meeting. The Alternate will not have voting privileges. Voting members appointing an Alternate shall notify the Chairperson of the Meeting at least two (2) hours prior to the beginning of the Meeting. The notification shall be by phone, email, or in writing and shall be disclosed by the Chair at the beginning of the meeting and noted in the minutes. The Alternate is valid for only one (1) meeting at a time. .

ARTICLE V ROUNDTABLE LEADERSHIP

Section 1. General Powers. The Roundtable Leadership shall consist of the Executive Committee, Chairperson, Vice Chairperson, and Secretary and 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 select one Chairperson, one Vice Chairperson, and one Secretary by a majority vote of Voting Members. The Chairperson, Vice Chairperson, and Secretary shall serve a one-year term with no limit on the number of terms served. The total number of Roundtable Voting Members shall be determined according to the statutory scheme in The Colorado Water for the 21st Century Act.

Section 3. Executive Committee. In accordance with the By-Laws, there shall be a Committee of the Roundtable Membership to be known as the Executive Committee. The Executive Committee shall be comprised of the Chairperson, Vice-chair, Secretary, and up to 10 Roundtable members. The Executive Committee shall be cognizant that maximum power shall remain and be vested in the full Roundtable Membership. .

The Executive Committee shall be subordinate and responsible to the Roundtable Membership. In the intervals between meetings of the Roundtable Membership, the Executive Committee shall have and shall exercise the powers of the Membership in directing the management of the

business and affairs of the Roundtable, but as a matter of governance, the full Membership shall meet in person monthly or as needed for business.

Duties and Responsibilities of the Executive Committee:

- Assist the Chairperson where and in matters appropriate.
- Oversee and monitor the status of Roundtable projects.
- Review major news releases and other information designed to increase the public's knowledge of the Roundtable.
- Interim actions and recommendations taken by the Committee shall be reported to the full Roundtable Membership at its next appropriate meeting.
- Assist the Chair on matters that require coordination and communication with other entities.
- Serve as consultant to Roundtable Membership.
- Assist in setting monthly meeting agendas.
- Establish sub-committees as deemed necessary and may set the names, functions, and duration of such committees. The Chair, with the approval of the Executive Committee, shall appoint the sub-committee Chair and members .
- As needed, Executive Committee will present to Roundtable the list of participants present and notes taken on subjects discussed during Executive Committee meetings.

The Executive Committee shall not have the powers of the Roundtable for:

- those matters which are expressly delegated to another committee formed by the Roundtable;
- adopting an agreement providing for the merger or consolidation of the Roundtable with any other entity
- approval or denial of WSRA grant and/or loan requests;
- amending the By-Laws of the Roundtable;
- electing officers or filling vacancies on the Roundtable.

Section 4. Election and Term of Office. The Chairperson, Vice-Chairperson, and-Secretary, to be elected by the Voting Members, 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 5. Removal. Any person elected or appointed by the Voting Members of the Roundtable may be removed by the Roundtable whenever, in its judgment, and by simple majority vote of the Voting Members, 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. If a member misses three (3) consecutive meetings without excuse, that member shall be removed.

Section 6. 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 7. The Chairperson of the Roundtable. 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 Chairperson of the Roundtable. In the absence of the Chairperson or in the event of the death or inability or refusal to act of the Chairperson, the 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 event of the resignation of the Roundtable Chairperson, the Vice Chairperson shall be selected as the new Chairperson.

Section 9. The Secretary of the Roundtable. The Secretary shall be custodian of the Roundtable's records, and shall keep a list of the address of each Member. The Secretary 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. In the event that the Secretary is unable to attend a meeting or perform these duties, the Chairperson shall appoint a temporary Secretary.

- a. Recording Secretary. A person who actually writes and records the minutes on behalf of the membership. This person shall not be a voting member, and could be a contracted paid position.

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

- a. Recording Secretary. This position may be a contracted paid position.

ARTICLE VI DECISION-MAKING

Section 1. 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 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.

Unless otherwise specified in the By-laws, issues requiring a timely decision will be decided by a simple majority vote of Voting Members of the specified quorum. Other issues that the Roundtable may vote on shall be decided by a simple majority vote of Voting Members of the specified quorum.

ARTICLE VII MEETINGS AND GOVERNANCE

Section 1. Location of Roundtable Meetings. All meetings of the Roundtable shall be held within the area of the State of Colorado that the Roundtable represents, unless changed by the simple majority of the Voting Members, on a meeting by meeting basis.

Section 2. Annual Meeting. An Annual Meeting of the Roundtable will be held in January of each year, to include at a minimum selection 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. 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 Annual Meeting on days and times that will allow for diverse geographic participation and in order to promote maximum attendance

Section 3. Regular Meetings. A Regular Meeting of the Roundtable shall be held at least once a quarter. The Roundtable shall provide the time and place of such Regular Meetings. The notice of the meetings 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 and in order to promote maximum attendance.

Section 4. Special Meetings. Special Meetings of the Roundtable may be called by or at the request of the Chairperson or Vice Chairperson. The person or persons authorized to call Special Meetings of the Roundtable may select the place, provided it meets the requirements of Section 1. above.. 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. 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 by a simple majority of the Voting Members at the subsequent Roundtable meeting. These minutes shall be retained by the Recorder, distributed electronically in advance of the subsequent Roundtable meeting, and made available to the public upon request.

Section 7. Quorum. A simple majority of the total Voting Membership of the Roundtable shall constitute a quorum for the transaction of business at any meeting of the Roundtable. If a quorum shall not be present at any meeting or adjournment thereof, discussions can be held regarding issues and a majority of the Voting Members present may adjourn the meeting without further notice.

Section 8. Subcommittees, Sub-Roundtables, or Other Mechanisms. The Roundtable shall have the ability to establish subcommittees, sub-roundtables or other mechanisms to facilitate the purpose of the Roundtable.

Section 9. Vacancies. 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 10: Notification. Notification of meetings and other business of the Roundtable may be accomplished by regular mail or electronic mail. Either shall be considered as official notice.

Section 11. Compensation. The Voting 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. Members may receive compensation for additional professional services provided to the Roundtable over and above their regular service.

Section 12. Right to Recorded Dissent. A Member of the Roundtable who is present at a meeting of the Roundtable at which action on any matter is taken shall have the right to dissent and request that their dissent 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 Chairperson and Voting Members. Any Chairperson, Vice Chairperson, or Voting 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 the Roundtable. 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. Powers of the Roundtable. **THIS SECTION IS PURPOSELY LEFT BLANK AS OF April 11, 2006, AWAITING APPROVAL OF THE INTERSTATE COMPACT CHARTER BY THE GENERAL ASSEMBLY AND/OR OTHER CLARIFICATION BY THE IBCC DETERMINING THE POWERS OF THE ROUNDTABLE.**

Section 2. Interbasin Compact Committee.

(A) The Roundtable shall select two individuals to represent the Roundtable on the IBCC. Per legislation, 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. It is the stated preference of this Roundtable that the Representatives will be members of the Roundtable, unless there are compelling reasons otherwise. The selection of the Representatives shall be made by a vote of the Roundtable Voting Members. Each Representative shall be required to receive a majority of votes. A third Representative shall be elected as an Alternate to the IBCC. The Representatives will serve at the pleasure of the Roundtable and can be removed from their positions by a simple majority vote of Roundtable Voting Members.

(B) The Representatives shall represent the views and interests of the basin on the IBCC. In consultation with and with the approval of the Roundtable members, the Representatives shall have the power to:

- Negotiate, approve, and amend IBCC by-laws;
- Negotiate, approve, and amend the IBCC Charter; and
- Participate in the development of the IBCC's public education and outreach process.

ARTICLE IX CONTRACTS, LOANS, CHECKS AND DEPOSITS

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

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 indemnify any Chairperson, Vice Chairperson, Recorder, Voting Member, Non-Voting 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 as needed. These Bylaws may be altered, amended, repealed or replaced by new bylaws by a two thirds (2/3) majority of the Voting Members of the Roundtable at any Annual, Regular or Special meeting of the Roundtable. All Voting 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.

ARTICLE XV RATIFICATION OF BYLAWS

These Bylaws and any subsequent changes shall become valid and binding fourteen (14) calendar days after ratification by a two-thirds (2/3) majority vote of the Voting Members.