

# Colorado WaterWise Organizational Handbook

Updated 2/1/2018

*"Connecting stakeholders, providing resources,  
and serving as the collaborative leader in the  
efficient use of urban water in Colorado."*

colorado  
waterwise

The logo for Colorado WaterWise features the word "colorado" in a dark blue, lowercase sans-serif font. Below it, the word "waterwise" is written in a lighter blue, lowercase sans-serif font. To the right of the text, there is a graphic consisting of three concentric, light blue circles, resembling ripples in water, which partially overlaps the end of the word "wise".

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# ORGANIZATIONAL STRUCTURE

## **Board of Directors**

Nina Cudahy

Diana Denwood

Katie Helm

Tyler Kesler

Frank Kinder

Lyndsey Lucia

Amanda Mathias

Darren Nowels

Amelia Nuding

Eric Olson

Ruth Quade

Alyssa Quinn

Amy Volckens

Laura Wing

## **Management Team**

Amelia Nuding, Co-chair

Diana Denwood, Co-chair

Darren Nowels, Co-secretary

Ruth Quade, Co-secretary

Lyndsey Lucia, Co-treasurer

Laura Wing, Co-treasurer

## **Administrative Support**

Melissa Brasfield

David Green

## Committees

### Annual Event

Ruth Quade, Chair  
Alyssa Quinn  
Lyndsey Lucia  
Katie Helm  
Thomas Riggle

### Tools

Frank Kinder, Chair  
Kevin Hertley  
Darren Nowels  
Rick Schultz  
Amy Volckens

### LLYLI Toolkit

Alyssa Quinn, Chair  
Lindsey Bashline  
Nina Cudahy  
Tyler Kesler  
Lyndsey Lucia  
Amanda Mathias  
Eric Olson  
Thomas Riggle  
Nona Shipman  
Natalie Stevens  
Laura Wing

### Membership

Amelia Nuding,  
Chair  
Amanda Mathias

### Newsletter

Ruth Quade, Chair  
Darren Nowels  
Leslie Martien  
Natalie Stevens

### Website

Diana Denwood,  
Chair  
Laura Wing  
Tyler Kesler

### Lunch 'n Learn

Amelia Nuding,  
Chair  
Frank Kinder  
Nina Cudahy

## OFFICERS

### CHAIR OR CO-CHAIRS

#### 1. General Responsibilities

The Chair or Co-chairs, hereby referred to as Chair, is responsible for ensuring that the Board of Directors and its members are aware of and fulfill their governance responsibilities; comply with applicable laws and bylaws; conduct board business effectively and efficiently; are accountable for their performance<sup>1</sup>.

In order to fulfill these responsibilities, and subject to the organization's bylaws, the Chair presides over meetings; proposes policies and practices; sits on various committees; monitors the performance of Directors and Officers; submits various reports to the board, to funders, and to other stakeholders; proposes the creation of committees; appoints members to such committees; and performs other duties as the need arises and/or as defined in the bylaws.

#### 2. Accountability

The Chair is accountable to the Board of Directors or Members as specified in the bylaws. The Chair may delegate specific duties to the Project Manager, Board members and/or committees as appropriate; however, the accountability for them remains with the Chair.

#### 3. Specific Duties

##### a. Meetings

The Chair ensures that an agenda is planned for board meetings. This may involve periodic meetings with committee chairpersons and administrative staff to draft annual and meeting agendas and reporting schedules.

The Chair presides over meetings of the Board of Directors. In this capacity, the Chair:

- i. Chairs meetings according to accepted rules of order for the purposes of encouraging all members to participate in discussion;
- ii. Arriving at decisions in an orderly, timely, and democratic manner; and
- iii. Votes as prescribed in the bylaws.

The Chair performs the above duties for the management team.

##### b. Board Committees

The Chair serves as an ex-officio member of board committees specified in the bylaws. In this capacity, the Chair's role is:

- i. To serve as a voting member of the committee (if specified in the bylaws);
- ii. To negotiate reporting schedules; and

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<sup>1</sup> This document uses the word "ensure" to convey the intent that accountability for the specified responsibilities lies with the Chair but it is not necessarily the Chair who carries out the activity. Indeed, we expect that many of these responsibilities will be delegated to board committees, staff, or others including experts retained for a specific purpose. The word "ensure" is not intended to imply any additional source of legal duties beyond those that are required by law.

- iii. To identify problems and assist the committee chairperson to resolve them, and if necessary, to bring them to the attention of the Board of Directors.

c. Board-Staff Relations

The Chair is the primary liaison between the Board and the administrative staff. In this capacity, the Chair:

- i. Participates in crafting administration staff Scope of Work and Contract;
- ii. Meets periodically with administration staff;
- iii. Ensures that periodic performance reviews of consultants are conducted; and
- iv. Participates in the hiring and evaluation of consultants.

d. Community Relations

The Chair ensures that the organization maintains positive and productive relationships with media, funders, donors, and other organizations. In this capacity, the Chair serves as primary spokesperson for the organization. Duties may include:

- i. Representing the organization to the media;
- ii. Representing the organization on governmental or nongovernmental organizations and committees; and
- iii. Timely and appropriate reporting of Board decisions and actions to members and/or funders and/or donors.

e. Signing Officer

The Chair is normally designated by the Board of Directors as one of the signing officers for certain documents. In this capacity, the Chair may be authorized or required to sign or countersign checks, correspondence, applications, reports, contracts, or other documents on behalf of the organization.

f. Board Development

The Chair ensures that structures and procedures are in place for effective recruitment, training, and evaluation of board members.

g. Fund Raising

The Chair ensures that structures and procedures are in place for securing the resources required by the organization. Depending upon the organization, this may require the Chair to play a leadership role in fundraising campaigns through personal contributions of services and donations.

h. Delegation

Based upon need, the Chair may establish or propose the establishment of committees of the Board, and may assign tasks and delegate responsibilities to board committees and/or directors.

### **1. General Responsibilities**

Organizations are required by law and by custom to maintain certain records for several purposes, including:

- a. Accurate recollection of decisions;
- b. Determination of eligibility to vote;
- c. Continuity of policies and practices; and
- d. Accountability of directors and officers

The Secretary or Co-secretaries, hereby referred to as Secretary, is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board's business was conducted. In order to fulfill these responsibilities, and subject to the organization's bylaws, the Secretary records minutes of meetings, ensures their accuracy, and availability, proposes policies and practices, submits various reports to the board, maintains membership records, fulfills any other requirements of a Director and Officer, and performs other duties as the need arises and/or as defined in the bylaws<sup>2</sup>.

### **2. Accountability**

The Secretary is accountable to the Board of Directors (if elected or appointed by them) or Members as specified in the bylaws. Through the Board of Directors, certain duties of the Secretary may be delegated to the administrative staff, Board members and/or committees as appropriate; however, the accountability for them remains with the Secretary.

### **3. Specific Duties**

#### **a. Minutes**

The secretary is responsible for ensuring that accurate minutes of meetings are taken and approved. Requirements of minutes may vary with the jurisdiction but should include at a minimum:

- i. Date, time, location of meeting;
- ii. List of those present and absent;
- iii. List of items discussed;
- iv. List of reports presented; and
- v. Text of motions presented and description of their disposition<sup>3</sup>.

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<sup>2</sup> This document uses the word "ensure" to convey the intent that accountability for the specified responsibilities lies with the Secretary but it is not necessarily the Secretary who carries out the activity. Indeed, we expect that many of these responsibilities will be delegated to board committees, staff, or others including experts retained for a specific purpose. The word "ensure" is not intended to imply any additional source of legal duties beyond those that are required by law.

<sup>3</sup> Minutes should have enough information to help absent directors and members understand what issues were discussed and what decisions were made. Some lawyers advise that in certain circumstances, minutes should include summary of discussion, rationale for decision, names of those participating in the discussion, and the roll call, noting any declared conflicts of interest. These circumstances: are if the matter is contentious, if board members dissent, if there is any concern about exposure to liability, or if a board member has a conflict of interest.

The Secretary signs a copy of the final, approved minutes and ensures that this copy is maintained in the corporate records.

b. Custodian of records

The secretary ensures that the records of the organization are maintained as required by law and made available when required by authorized persons. These records may include founding documents, (e.g. letters patent, articles of incorporation), lists of directors, board and committee meeting minutes, financial reports, and other official records.

c. Membership Records

The Secretary ensures that official records are maintained of members of the organization and Board. The Secretary ensures that these records are available when required for reports, elections, referenda, other votes, etc.

d. Bylaws

The Secretary ensures that an up-to-date copy of the bylaws is available at all meetings.

e. Communication

The Secretary ensures that proper notification is given of directors' and members' meetings as specified in the bylaws. The Secretary manages the general correspondence of the Board of Directors except for such correspondence assigned to others.

f. Meetings

The Secretary participates in Board meetings as a voting member. The Secretary provides items for the agenda as appropriate. In the absence of the Chair, the Secretary calls the meeting to order, presiding until a temporary chairperson is elected.

g. Filing of Documents

The Secretary may be the registered agent with respect to the laws of the jurisdiction: the person upon whom legal notice to the Corporation is served and responsible for ensuring that documents necessary to maintain the Corporation are filed.

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## TREASURER OR CO-TREASURERS

The Treasurer or Co-treasurers, hereby referred to as Treasurer, manages Colorado WaterWise financial records and serves as a liaison with other Colorado WaterWise committees. The financial health of Colorado WaterWise is critical to its sustainability and we could use your help! Previous experience managing finances for non-profit organizations is ideal but not required. A general interest in finances is the only requirement.

### 1. General Responsibilities

- a. Attend all Board of Directors meetings;
- b. Maintain knowledge of the organization and personal commitment to its goals and objectives;
- c. Understand financial accounting for nonprofit organizations;
- d. Manage the Board of Director's review of and action related to the Board's financial responsibilities;

- e. Work with the Chair to ensure that appropriate financial reports are made available to the Board on a timely basis;
- f. Present the annual and multi-year budgets to the Board of Directors for approval; and
- g. Review the annual audit and answer Board Members' questions about the audit

## **2. Specific Duties**

- a. Monitor investments and provide recommendations for ways to improve Colorado WaterWise's financial position
- b. Bank account maintenance – Selecting a bank, signing checks, and investing excess funds wisely
- c. Financial transaction oversight – Being knowledgeable about who has access to the organization's funds, and any outstanding bills or debts owed, as well as developing systems for keeping cash flow manageable
- d. Budgets – Developing annual and multi-year budgets as well as comparing the actual revenues and expenses incurred against the budget. Uses the budget to track finances throughout the year.
- e. Financial Policies – Overseeing the development and observation of the organization's financial policies
- f. Reports – Keeping the board regularly informed of key financial events, trends, concerns, and assessment of fiscal health in addition to completing required financial reporting forms in a timely fashion and making these forms available to the board
- g. Tax Coordinator – helping track various tax reporting obligations; this is more of an inventory monitor as we utilize services from a Certified Public Accountant for tax filings
- h. Finance Committee (if applicable) – Serving as Chair of the Finance Committee

The Treasurer is largely influential in proper financial management and thus, also greatly affects the public's perception, trust, and assurance in the organization management. Therefore, organizations should seek desirable qualifications in a Treasurer such as financial literacy, attention to detail, timeliness in completing tasks, neat and accurate record keeping, and a willingness to ask questions.

## **3. Accountability**

While financial management is the primary focus of the Treasurer, the entire Board of Directors shares accountability. As highlighted by the Minnesota Nonprofit Alliance Fund, "the treasurer shouldn't feel, or be made to feel, that they have sole responsibility for the financial health of the organization. Their role is to make sure that the information is accurate, timely and provided to the board."

## BOARD MEMBERS

### 1. General Responsibilities

- a. Regularly attends Board of Directors meetings and related meetings;
- b. Makes serious commitment to participate actively in committee work;
- c. Volunteers for and willingly accepts assignments and completes them in a timely and thorough manner;
- d. Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports;
- e. Gets to know other committee members and builds a collegial working relationship that contributes to consensus;
- f. Is an active participant in the committee's annual evaluation and planning efforts; and
- g. Participates in fundraising for the organization (*nonprofit only*)

### 2. Expectations

- a. Each Board member must make a minimum three (3) year commitment to serve unless he/she is replacing a Board member who has resigned "in-term." In this case, the member must commit to serve no less than the entirety of the term filled.
- b. Each Board member must serve on and actively participate in at least one committee or as an officer. Any Board member may be removed from the Board by a majority vote of the remaining members for failing to do so.
- c. Each Board member must become a Colorado WaterWise member at a 'Basic' or higher membership level within six (6) months of being elected.
- d. Each Board member must attend at least eight (8) Board meetings by phone or in person per year.
- e. Each Board member residing along the Front Range or within reasonable<sup>4</sup> driving distance to the Denver metropolitan area must attend at least six (6) Board meetings per year in person.
- f. Each Board member residing on the West Slope or beyond a reasonable driving distance from the Denver metropolitan area must attend at least two (2) Board meetings in person per year.

Any Board member may be removed from the Board by a majority vote of the remaining members for missing three (3) or more consecutive meetings either in person or by phone without justifiable cause<sup>5</sup>.

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<sup>4</sup> Reasonable is considered to be 120 miles.

<sup>5</sup> Justifiable is considered subjective and may include inclement weather, technical limitations, etc.

## COMMITTEES

### MEMBERSHIP COMMITTEE

The Membership Committee works to ensure that Colorado WaterWise's membership provides a basic level of financial support for the organization. The committee defines membership benefits and values, sets membership levels, maintains a membership database, supports members, ensures that renewal information goes out in a timely manner, and works with the management team to recruit new members. The committee is responsible for responding to all member inquiries, as well as maintaining the member database on the Colorado WaterWise website.

### NEWSLETTER COMMITTEE

The Newsletter Committee is charged with producing the quarterly WaterWise newsletter. Each issue has a focused topic with supporting articles. It is published on the first of March, June, September, and December. The newsletter is an important communication tool. It incorporates articles written by the Colorado WaterWise membership and its network on current research, events, and happenings in the Colorado water community and beyond.

### LUNCH 'N LEARN COMMITTEE

The Lunch 'N Learn Committee will host quarterly sessions of interest to members. Industry/Manufacturer members and Annual Event Sponsors are given priority to present their products and case studies. This series is reserved for active members only.

### WEBSITE COMMITTEE

The Colorado WaterWise website communicates the organizational goals and objectives to members and visitors. The website hosts information about the organization, the Board of Directors, projects, technical resources, newsletter, and events. It also provides a platform for essential organizational functions including member and contact database management, membership registration and renewal, e-mail marketing, document storage, event registration, and online credit card payments.

The Website committee's role is to optimize the website for the display of timely information. Website committee members learn through web-based tutorials how to manage website structure and functions and train Board members, committee members, and staff on posting information.

- **Posting of Information:** Posting of content is a responsibility shared by all committees and Board members. Each committee should designate a member to post information about their projects. Management Team information should be posted by the Secretary in the Board Business Section. The Website committee is responsible for adding pages and modifying formats as necessary to accommodate new information. If interested in posting information, any Board member may request administrative access to the website and training from the Website committee.
- **E-mail Distribution:** The Secretary is responsible for e-mail distribution to mailing lists. If a committee needs to send out information to a mailing list, the information should be first approved by the Management Team and then sent to the Secretary.

- Member/Contact Database: The Membership committee is responsible for maintaining the member/contact database.
- Posting Events: Events and meetings may be posted by the Website committee or Board members with administrative access to the website. Any water conservation or water resources related event can be posted. Events and meetings can be set up so that attendees can register on the website. Attendees are automatically recorded in the contact database and the number of attendees registered for each event is tracked.

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## ANNUAL EVENT COMMITTEE

The Water Conservation Summit Committee is responsible for organizing and executing Colorado WaterWise's annual event. This day-long event engages and educates the community to help promote urban water conservation to professionals throughout Colorado. The Water Conservation Summit Committee will deliver a successful annual event each year through implementation of the event's project plan. The project plan includes tasks such as (including but not limited to): identify a theme, select a venue, audio and visual equipment, identify topics and speakers, develop a pricing strategy, develop registration platform, identify sponsors and sponsor benefits, marketing materials, and public relations, document financials, award program and door prizes, and other key event deliverables. The Water Conservation Summit Committee will need to designate:

- **Facility Coordinator**: secure room-reservation, arrange for necessary amenities required for the meeting. Act as a liaison between the committee and the facility managers. Determine needs for additional duties such as room set-up, cleaning and membership sign-ins/seating assignments. Organize food/refreshments. Sub-tasker assistance required.
- **Program Manager**: Develop a list of discussion topics and provide a time frame/agenda. Assign "speakers search" responsibilities. Assign handouts and notebooks preparation responsibilities. Sub-tasker assistance required.
- **Event Host**: manage the progression of activities in a timely fashion. Provide opening comments and introductions.
- **Publicist**: Get the word out, prepare event's brochure, post information on the website, contact membership, solicit involvement, track and coordinate registrations, assist in agenda development and printed materials. Sub-tasker assistance required.
- **Sponsor Agent**: Contact and secure sponsors for the event. Coordinate with the Publicist.
- **Surveys**: Develop a survey, coordinate completion, gather and communicate survey results.
- **Registration**: Monitor and reconcile registration with money collected and coordinate with treasurer. Prepare name tags, registration list for the day of, staff and monitor registration table.

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## COLORADO WATER: LIVE LIKE YOU LOVE IT COMMITTEE

Colorado WaterWise launched the Colorado Water – Live Like You Love It (LLYLI) campaign in 2014. This statewide campaign is designed to deliver a unified, consistent message about the value of Colorado water and the need to Conserve, Care for and Commit to becoming more informed about this critical and finite resource. By consolidating funds and resources and streamlining messaging, we can collectively make a bigger impact on educating Coloradans about the resource no one can live without. The roles of this committee are:

- Outreach and Fundraising: Establish and maintain partnerships with organizations interested in educating the public about the value of Colorado’s water. Provide resources for campaign partners.
- Development and Management: Direct campaign strategy (product development, events and communications). Oversee the campaign consultant, lovecoloradowater.org, and social media and coordinates campaign activities.

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#### **TOOLS AND TECHNICAL RESOURCES COMMITTEE**

The Tools and Technical Resources Committee is focused on developing resources for use by utilities and end users to advance and scale water conservation efforts. This committee had historically focused on the commercial, industrial and institutional (CII) sector, but in 2016 the committee decided to expand its focus from CII to tools and technical resources. Two current examples of tools that CWW has developed are the H2ORegsCO App and AWWA M36 Water Loss Audit Training. We look for input from the CWW board and membership to inform the initiatives of the committee.

# OPERATIONAL CALENDAR

## 2018 Colorado Waterwise Calendar

Date	Meeting	Time	Location	Agenda & Reminders
January 11, 2018	BOD meeting	10:00-12:00	Aurora Water	Officer elections
January 25, 2018	MT meeting	11:00-12:00	Conference Call	
February 8, 2018	BOD meeting	10:00-12:00	Western Resources	Member Currents
February 22, 2018	MT meeting	11:00-12:00	Conference Call	
March 8, 2018	BOD meeting	10:00-12:00	Green Mountain	Strategic planning
March 29, 2018	MT meeting	11:00-12:00	Conference Call	
April 12, 2018	BOD meeting	10:00-12:00	Thornton Water	Member Currents
April 26, 2018	MT meeting	11:00-12:00	Conference Call	
May 10, 2018	BOD meeting	10:00-12:00	Brendle Group	
May 31, 2018	MT meeting	11:00-12:00	Conference Call	
June 14, 2018	BOD meeting		Platte Canyon	
June 28, 2018	MT meeting	11:00-12:00	Conference Call	
July 12, 2018	BOD meeting	10:00-12:00	Colorado Springs	Possible LnL
July 26, 2018	MT meeting	11:00-12:00	Conference Call	
August 9, 2018	BOD meeting	10:00-12:00	Resource Central	
August 30, 2018	MT meeting	11:00-12:00	Conference Call	
September 13, 2018	BOD meeting	10:00-12:00	Greeley	Solicit CWW staff requirements
September 27, 2018	MT meeting	11:00-12:00	Conference Call	Solicit BOD nominations
October 11, 2018	BOD meeting	10:00-12:00	Boulder County	Budget Session: develop draft Solicit BOD nominations Solicit CWW staff requirements Possible LnL
October 1, 2018	Symposium			
October 25, 2018	MT meeting	11:00-12:00	Conference Call	2019 meeting schedule Draft CWW staff contract
November 8, 2018	BOD meeting	10:00-2:00	Platte Canyon	Budget 1st reading Solicit BOD nominations Solicit officer nominations Set 2019 meeting schedule
November 29, 2018	MT meeting	11:00-12:00	Conference Call	Officer Nominations
December 13, 2018	BOD meeting	10:00-12:00	Fort Collins	Budget 2nd Reading Vote on BOD nominations Officer elections CWW staff contract 1st reading
December 27, 2018	MT meeting	11:00-12:00	Conference Call	
January 11, 2018	BOD meeting	10:00-12:00	TDB	CWW staff contract 2nd reading

Call-in Information: 970-305-5122,  
[www.uberconference.com/coloradowaterwise](http://www.uberconference.com/coloradowaterwise)

# ORGANIZATIONAL PLANS

# colorado waterwise



## strategic plan

### Mission

Connecting stakeholders, providing resources, and serving as the collaborative leader in the efficient use of urban water in Colorado.

### Vision

Colorado WaterWise will be a valuable and trusted resource to the Colorado conservation community.

### The 5 C's, Our Core Principles

1. Connecting stakeholders
2. Collaborating with industry partners
3. Creating tools
4. Contributing to water policy
5. Communicating innovations and best practices

Strategic Goals	Objectives	Related Committees
<b>Water Conservation Leadership</b> <i>Create valuable tools and programs, connect stakeholders</i>	<ul style="list-style-type: none"> <li>• Increase knowledge about effective conservation programs and practices</li> <li>• Develop effective implementation plans for all current and future projects/programs</li> <li>• Strengthen relationships between CWW members</li> </ul>	<ul style="list-style-type: none"> <li>• Annual Event</li> <li>• LLYLI</li> <li>• Lunch n' Learns</li> <li>• Newsletter</li> <li>• Tools Committee</li> <li>• Website</li> </ul>
<b>Organizational Stewardship</b> <i>Manage the organization, staff, and resources effectively</i>	<ul style="list-style-type: none"> <li>• Maintain effective governance structure and decision making processes</li> <li>• Ensure that all activities undertaken align with CWW's mission and goals</li> </ul>	<ul style="list-style-type: none"> <li>• Management Team and Staff</li> <li>• Board</li> </ul>
<b>Membership Development</b> <i>Retain and grow membership and ensure sustainable levels of income for CWW</i>	<ul style="list-style-type: none"> <li>• Enhance the CWW value/experience for members</li> <li>• Provide clear and consistent member benefits</li> <li>• Develop and maintain strategic partnerships</li> </ul>	<ul style="list-style-type: none"> <li>• Membership Committee</li> <li>• Management Team</li> <li>• Committee Chairs</li> </ul>
<b>Effective Communications</b> <i>Ensure timely and effective communication with our members and non-members</i>	<ul style="list-style-type: none"> <li>• Provide regular communications with members and non-members regarding our activities, programs and new developments</li> <li>• Communicate innovations and best practices to the Colorado conservation community</li> </ul>	<ul style="list-style-type: none"> <li>• Website</li> <li>• Newsletter</li> <li>• Management Team and Staff (email, social media)</li> </ul>



# 2018 Action Plan

## Water Conservation Leadership

- Annual Event Committee action items:
  - Plan and execute a successful annual event
  - Increase sponsorship
  - Attract new attendees
  - Increase the overall profits from event
  - Place announcements starting in January on the calendar, in the first 3 newsletters, and have a tagline in Monthly Update for all-year advertising
  
- Live Like You Love It Committee action items:
  - Focus on partnership cultivation, including expansion of partnership with Water Education Colorado
  - Develop at least one new piece of collateral
  - Regular maintenance of Facebook and the CWW website
  - Develop an outreach plan
  - Determine trademark/copyright course of action
  
- Lunch n' Learn Committee action items:
  - Hold at least two Lunch n' Learns that represent both industry partners and members
  
- Tools Committee action items:
  - Hold quarterly webinars
  - Collaborate with partners to provide a technical workshop such as a water loss training
  - Determine the future of the H2ORegsCO application

## Organizational Stewardship

- Management Team and Staff action items:
  - Maintain the "big picture" perspective of CWW in all organizational activities by following the goals and objectives outlined in the Strategic Plan and provide quarterly check-ins on our Action Plan during board meetings
  - Maintain and communicate a clear picture of our financials and track our progress through the year
  - Seek out partnerships that enhance CWW's mission
  - Improve file organization and accessibility of Dropbox

## Membership Development

- Membership Committee action items:

- In the First Quarter, develop a plan to maintain and increase membership numbers and diversity; use the webinar series in Wild Apricot to inform our plan
- In Quarters 2, 3 and 4, implement the membership plan
- Write a brief annual report
- Update contacts database to include new representative if an individual leaves their job
- Write a standard “elevator speech” about membership
- Achieve \$30k in memberships and maintain that amount

### **Effective Communications**

- Website Committee action items:
  - Post the annual report to the website
  - Cross-promote RMSAWWA Conservation Committee events
  - Improve organization of “Projects” and “Resources” Section
  - Showcase CWW projects, resources, and events in a timely manner
  - Standardize email templates for use when emailing the Board of Directors, existing members, and potential members
  - Complete search engine optimization
  - Provide website platform training to staff and Board of Directors
- Newsletter Committee action items:
  - Evaluate most effective platforms for disseminating information
  - Implement a new format for the newsletter
- Board of Directors and Staff action items:
  - Provide monthly updates during the first week of the month

## PROTOCOLS & POLICIES

## COLORADO WATERWISE EXPENSES AND INVOICING POLICY

This policy provides general guidelines for handling expenses and invoicing. Budgeted Expenses refer to items included in the annual Colorado WaterWise Board-approved budget projection. The Co-Signature refers to name(s), in addition to the Treasurer, authorized to access Colorado WaterWise banking accounts.

### **Budgeted Expenses**

Expenses within the annual Board-approved budget can be processed directly by the Treasurer, Co-Signature, or Executive Director.

### **Non-Budgeted Expenses**

- Non-budgeted expenses under \$200 can be processed directly by the Treasurer, Co-Signature, or Executive Director as needed, with information provided to the Management Team as soon as possible. However, any cumulative expenses over \$500 per month must receive authorization from the Colorado WaterWise Board of Directors.
- Non-budgeted expenses \$200 to \$499 require approval by the Management Team.
- Any cumulative expenses \$500 or more per month must receive authorization from the Colorado WaterWise Board of Directors.
- Non-budgeted expenses over \$500 require approval by the Colorado WaterWise Board of Directors.

### **Invoicing Policy**

Only the Treasurer and Co-Signatory have access to the Colorado WaterWise bank accounts. Expenses of \$500 or more will generally be paid directly by the Treasurer.

The administration staff will generally pay for expenses out-of-pocket and submit an end-of-month invoice for reimbursement. If the staff's cumulative monthly expenses exceed \$800, he or she may request a mid-month reimbursement.

## COLORADO WATERWISE FUNDING FOR OUTSIDE ENTITIES AND PROJECTS

### **Guidelines for Use**

Colorado WaterWise would like to support outside groups and projects that fall within its mission to promote the efficient use of water in Colorado. In the past, funds for special projects came in the form of conference sponsorships, membership and project-specific funding. A variety of projects are regularly presented to Colorado WaterWise to request funding. Colorado WaterWise allocates funds for this purpose in its annual budget but needs guidelines in order to select the projects that will be funded. This money is to be distributed according to the following guidelines.

#### **1. Geographic Area**

Funds can be used to support activities and groups within Colorado. Activities outside Colorado are also eligible provided that a demonstrated benefit to the Colorado WaterWise mission can be justified.

## 2. **Projects Funded**

Colorado WaterWise will fund a wide array of projects, including but not limited to: conference sponsorship, public education and outreach materials, web content creation, water conservation planning and implementation, and water conservation research. Funding will be limited to \$1,000 per applicant unless otherwise determined.

## 3. **Proposal**

To be eligible for funding, the entity must submit a proposal to the Colorado WaterWise Board for consideration. The proposal must include:

- Name of group requesting funds
- Copy of group bylaws and mission statement
- Tax status of group if applicable, e.g. 501(c)3
- Amount of funds requested
- Description of project on which funds are to be spent
- Statement of how the project fits within the Colorado WaterWise mission
- Project timeline

A copy of the proposal form is found on the following page.

## 4. **Evaluation**

The Colorado WaterWise Board will evaluate the proposal and approve or deny funding within 30 days of the request. Selection criteria include:

- Relevance to current Colorado WaterWise mission and projects
- Benefit of project to Colorado WaterWise and its members
- Thoroughness of proposal
- Levels of past and current funding
- Project Score based on Colorado WaterWise Project Funding Evaluation Form

## 5. **Reporting Requirements**

Funds disbursed must be spent according to the original project proposal. Within an agreed upon timeframe, the grantee must submit an overview of how Colorado WaterWise funds were spent, the progress of the project, and a copy of materials developed as part of the project (e.g. final reports, outreach materials, etc.)

**COLORADO WATERWISE FUNDING REQUEST**  
**PROJECT PROPOSAL**

Project Title \_\_\_\_\_

Project Director Name and Title \_\_\_\_\_

Applicant Institution \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

Phone \_\_\_\_\_ Fax \_\_\_\_\_

Email \_\_\_\_\_

Project period \_\_\_\_\_

Amount requested \_\_\_\_\_

Total project budget \_\_\_\_\_

Tax-exempt status (tax identification number) \_\_\_\_\_

**Please attach the following to your application:**

- Applicant Institution's Bylaws and Mission Statement
- Project description
- Project budget

\_\_\_\_\_  
Project Director Signature Date

***Submit Proposal Materials to:***

Colorado WaterWise

PO Box 40202

Denver, CO 80204-0202

[board@coloradowaterwise.org](mailto:board@coloradowaterwise.org)

## Strawman Proposal Template

This template is used by CWW Board members and others to propose projects for the organization to consider. It serves as a reference for review, approval, development, and implementation.

**1. Program Name**

**2. Basic Description**

**3. Timeline with Milestones**

**4. Budget** Briefly describe and attach full budget.

**5. Target Market** Check all that apply.

<input type="checkbox"/>	All customers
<input type="checkbox"/>	Residential indoor
<input type="checkbox"/>	Residential outdoor
<input type="checkbox"/>	Commercial indoor
<input type="checkbox"/>	Commercial outdoor
<input type="checkbox"/>	New construction

<input type="checkbox"/>	Multifamily indoor
<input type="checkbox"/>	Multifamily outdoor
<input type="checkbox"/>	Utility
<input type="checkbox"/>	Landscape contractors
<input type="checkbox"/>	Other:

**6. Describe How the Project Meets the Following Criteria**

- i. Advances the CWW Mission to promote efficient use of Colorado’s water
- ii. Meets the needs of at least one CWW member
- iii. Fulfills a need that cannot be met (or will not be met in the near term) by another entity
- iv. Has at least one advocate/sponsor/champion on the Board of Directors
- v. Has an adequate funding source (reserves may also be considered)

**7. Describe Benefits** e.g. politically acceptable, likely to succeed, untapped market, significant savings

**8. Describe Potential Challenges** e.g. politically unpopular, saturated market, little savings potential

**9. Resources Needed** How will CWW provide the resources to ensure appropriate long-term maintenance?

<b>Does this project have collaborative partners?</b> If so, a Partnership MOU must be presented.	<b>YES / NO</b>
<b>Does the project require copyrighting or trademarking?</b>	<b>YES / NO</b>
<b>Will consultants be needed?</b> If so, a Consultant Contract and an Intellectual Property Agreement must be presented.	<b>YES / NO</b>

## COLORADO WATERWISE MEETING PROCEDURE

Please note that this procedure is to occur within one month's time, from completion of Colorado WaterWise monthly meeting to beginning of the next meeting, occurring continuously throughout the year.

1. Colorado WaterWise meetings occur the second Thursday of each month.
2. The Secretaries will draft meeting minutes. Within five (5) business days, the minutes will be finalized then distributed via email to Colorado WaterWise members, along with pertinent documents.
3. The Secretary then writes a draft agenda for the next Colorado WaterWise meeting and sends draft agenda via email to Board of Directors, within three (3) business days of prior meeting minutes received; for agenda ideas, comments, additions and potential removal of items.
4. The Colorado WaterWise Board has five (5) business days to make recommendations and comments to the draft agenda, on the 5<sup>th</sup> day (close of business) the Secretary will review and finalize the agenda, final agenda will be distributed to Colorado WaterWise members via email, within three (3) business days.
5. The Secretary will send the Management team a meeting notice reminder for the upcoming Management team meeting that takes place monthly.
6. The Management team will review finalized agenda and make comments for discussion at the Management team meeting, scheduled for at least one week prior to Colorado WaterWise meeting.
7. The Management Team will meet at least one week prior to each Colorado WaterWise meeting to discuss agenda items and any other pressing topics. The Secretary will take meeting notes, and if necessary the Secretary will email a briefing of the Management team meeting to the Colorado WaterWise Board and update agenda (adding Management team's items), three (3) business days prior to Colorado WaterWise meeting for review. The Board is welcome to bring all comments from Management team meeting to the Board meeting on that Thursday following Management team meeting.
8. The finalized meeting minutes will be discussed at each Colorado WaterWise meeting. Upon approval from Chair, the Secretary will ensure that the meeting minutes are posted to the website within five (5) business days.

## COMMUNICATION PLAN

The goals of the communication plan are:

- To outline a timely method for handling communication throughout the organization;
- To provide a means for all members to provide feedback to the Board; and
- To organize communication methods.

Potential target audiences:

- Board of Directors
- Colorado WaterWise membership
- CWW listserv (known individuals and organizations with a vested interest in Colorado water conservation)
- Sister organizations (e.g. Water Education Colorado)

**1. Newsletter**

Newsletters are distributed on a quarterly basis and display a variety of water conservation issues. Board members are invited to provide ideas and/or articles at monthly board meetings or directly to the editors at any time. A draft newsletter is sent to the management team for input before final submittal. The newsletter is then posted to the website and an email to everyone on the newsletter list, which includes non-members.

FREQUENCY: Quarterly

AUDIENCE: Membership

**2. Lunch 'N Learns**

Lunch 'n Learn series will be implemented by the Lunch 'n Learn Committee.

FREQUENCY: Semi-annually or as topics present themselves

AUDIENCE: Public

**3. Webinars**

All webinars will be implemented by the Tools and Technical Assistance Committee.

FREQUENCY: Triannually (every four months) or as topics present themselves

AUDIENCE: Public

**4. Website**

The website is the online face of the organization and a forum for current/future happenings, job postings, and technical information for Colorado WaterWise members.

FREQUENCY: As needed

AUDIENCE: Public and Membership-only

**5. Legislative Issues**

Legislative updates will be provided as needed. Legislative updates are currently published in the newsletter.

FREQUENCY: As needed

AUDIENCE: Board, Membership

**6. Press Releases**

All requests for information to be posted on the web should be sent to the Website committee Chair.

FREQUENCY: As needed

AUDIENCE: Media

**7. Monthly Email Updates**

Monthly emails provide updates on events, organizational changes, and include announcements from members and sister organizations. All updates or recommendations should be sent to the Administrator.

FREQUENCY: As needed

AUDIENCE: CWW Listserv

## MEMBERSHIP ELEVATOR SPEECH

Colorado WaterWise is the collaborative leader in urban water conservation in Colorado. We connect all kinds of stakeholders: utilities, companies, manufacturers, state agencies, as well as private and non-for profit water professionals. We offer networking events, tools, and resources to our members. Together we are able to achieve things that utilities cannot achieve on their own, such as our education campaign “Live Like You Love It” and the Water Conservation Best Practices manual. As a member you not only have access to our products and networking events, but you have the opportunity to participate in or even develop the programs and resources that best meet your specific needs. Join us today.

### 1. Purpose and Mission

- Connecting stakeholders, providing resources, and serving as the collaborative leader in the efficient use of urban water in Colorado.
- The 5 C's, our core principles: 1. Connecting stakeholders 2. Collaborating with industry partners 3. Creating tools 4. Contributing to water policy 5. Communicating innovations and best practices
- We currently have 67 members and an email listserv of over 800 contacts.

### 2. Activities and Resources

- Lunch ‘n Learns
- Webinars
- Annual Symposium
- Newsletter
- Informal get-together through joint events with RMSAWWA
- Tools and resources:
  - LLYLI – water education campaign
  - Water conservation best practices
  - Several resources on our website

### 3. Membership Benefits

- Bundle depending on organization size: 2, 5, 11 members
- Newsletter
- Access to members-only resources, case study library (TBD) and database of members
- Access to webinar recordings after the live event
- Reduced Symposium registration
- Opportunities to promote your work through newsletter, lunch ‘n learns, webinars
- LLYLI Welcome Toolkit
- Might be adding event registration through our website
- Encourage new ideas!

### 4. Board of Directors

- Benefits: Collaborating and connecting with other conservation professionals, professional development
- Describe requirements and expectations
- Any one may attend our meetings, but non-board directors do not vote on issues. Encourage members to participate on committees.

# BYLAWS

## ARTICLE I. OFFICES

**1.1 Offices:** The Corporation may, in the discretion of the Board of Directors, keep and maintain offices wherever the business of the Corporation may require.

**1.2 Registered Office and Agent:** The Corporation shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose business office is identical with such registered office. The initial registered office and the initial registered agent are specified in the articles of incorporation. The Corporation may change its registered office or its registered agent, or both, upon filing a statement as specified by the Colorado Nonprofit Corporation Act in the office of the Secretary of State of Colorado, or by otherwise complying with Colorado law as it may apply from time to time.

## ARTICLE II. DIRECTORS

**2.1 Authority and Duties of Board of Directors:** The business and affairs of the Corporation shall be managed by a Board of Directors, except as otherwise provided by Colorado law or the articles of incorporation of the corporation. In addition to any duties imposed by law, the articles of incorporation or these bylaws, each director shall have the duty to attend meetings of the Board of Directors and to fulfill any responsibilities assigned to him by the Board of Directors.

**2.2 Number:** The number of directors of this Corporation shall be no fewer than seven (7) and no more than eighteen (18). Subject to the foregoing, the exact number of directors may be increased or decreased by resolution of the Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent director.

**2.3 Qualification:** Directors shall be natural persons at least eighteen (18) years old, and preferably be residents of the State of Colorado.

**2.4 Election and Term:** Directors shall be elected by the Board of Directors at its meeting of the Board of Directors held in November. Each director shall serve a three (3) year term. Terms will be staggered as evenly as possible to provide continuity on the board. Each director will hold office until his successor shall have been elected and qualified, or until his earlier death, resignation or removal. The board shall consist of individuals who have significant experience in, interest in or knowledge about Colorado water issues or activities, or who have supported Colorado WaterWise and its causes, or who are deemed qualified for any other reasons.

**2.5 Removal and Resignation:** Any director may be removed with or without cause (in the nature of misconduct, negligence or disregard of duty) by action of a majority of the remaining directors of the Corporation. Any director may resign at any time by giving written notice to the Chairperson of the board, the Chair or to the secretary, and acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.

**2.6 Vacancies:** Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the size of the Board of Directors shall be filled by the affirmative vote of a majority of the Board of Directors. A director elected to fill a vacancy shall hold office during the unexpired term of his predecessor in office.

**2.7 Meetings:** Special meetings of the Board of Directors may be called by the Chairperson of the board or any two (2) members of the Board of Directors

**2.8 Notices:** Notice of each meeting of the Board of Directors, stating the date, hour, and place of such meeting, shall be given to each member of the Board of Directors by the Chairperson of the board, the Chair, the Secretary, or, in the case of a special meeting, the members of the board calling the meeting. Notice of a regular meeting at which the question of the removal of a director is to be submitted to a vote shall be given pursuant to this section as if the meeting were a regular meeting or a special meeting. All communication of the CWW Board shall be electronic, via email, except in special circumstances where postal mail or some other form of communication is required.

**2.9 Quorum:** Majority of all directors – meaning 2/3rds (66%) of all board members – shall constitute a quorum for the transaction of business at all meetings of the board of directors. For decisions to be made by vote, a majority of all board members (66%) must be in agreement, and that act of that majority of the directors (whether present, on the phone, or voting by email) at any meeting shall be the act of the board of directors. To dissolve the organization or for actions brought back to discussion at a later time to amend a previous vote,  $\frac{3}{4}$  (75%) of all eligible directors are required to be in agreement. See table below for example of the number of directors required. The number of directors required is calculated by multiplying the required percentage by the total number of board members. If the resulting decimal is 0.5 or higher, the number will be rounded up.

Eligible Directors	10	11	12	13	14	15	16	17	18
Majority Required for Action (66%)	7	7	8	9	9	10	11	11	12
Required to amend previous actions (75%)	8	8	9	10	11	11	12	13	14

To the greatest extent possible, all items to be voted upon will be announced before the Board meeting in the agenda or in a separate notice. Members who know they will not attend the next meeting can send a proxy or email their vote in advance.

Items that require a 66% vote include, but are limited to:

General Administration:

- Call to Order
- Approval of meeting minutes
- Adjourn
- Recess

Board Business

- New Board member
- Depose a board member from office
- Election of officers

Organizational Business:

- Amending the bylaws or rules of order
- Changing the CWW membership structure
- Expelling a member
- If an unbudgeted purchase item exceeds \$500
- Direction on large projects
- Legislative support
- Political support

Items that require a 75% vote include:

- Reconsideration (actions brought back to discussion)
- Dissolving the organization

**2.10 Waiver:** A written waiver of notice signed by a director, whether before, at, or after the time stated therein, shall be equivalent to the giving of a due and proper notice and a waiver of objections to the calling or convening of the meeting. Attendance or participation of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends or participates in a meeting for the sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not otherwise participate in the meeting.

**2.11 Attendance by Telephone:** Members of the Board of Directors may participate in a meeting of the board 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. Such participation shall constitute presence in person at the meeting.

**2.12 Action by Directors without a Meeting:** Any action required to be or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth

the action so taken, shall be signed by all of the directors. Such consent may be executed in counterparts and shall be effective as of the date of the last signature thereon, unless the consent specifies a different effective date. Between meetings, a vote by email, conference call or other means may be taken by the Chair and shall be recorded in the minutes of the next meeting.

In addition to any duties imposed by law, the articles of incorporation, or these bylaws, each director shall have the duty to attend meetings of the Board of Directors and to fulfill any responsibilities assigned to him or her by the Board of Directors.

## ARTICLE III. COMMITTEES

**3.1 Authorization of Committees of the Board of Directors:** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate and appoint from among its members one or more committees, each of which shall consist of one or more directors.

**3.2 Committee Procedures:** Subject to Section 3.1, the Board of Directors may provide by resolution such powers, limitations and procedures for committees, as the board deems advisable. Committees will have a designated purpose as a standing committee or as a project committee. Standing committees would be in place to perform ongoing tasks necessary for the functions of the Corporation. There will be no prescribed end date and funds will be renewed annually. Project committees will have an end date with a specified goal set by the Board and a limited budget. To the extent that the Board of Directors does not establish other procedures for such a committee, each committee shall be governed by the procedures established in Section 2.7 (except as they relate to an annual meeting of directors) and Sections 2.8, 2.9, 2.10, 2.11, and 2.12 of these bylaws, as if the committee were the Board of Directors.

## ARTICLE IV. - OFFICERS

**4.1 Number and Election:** The officers of the Corporation shall be a Chair or Co-chairs, a Secretary or Co-secretaries, and a Treasurer or Co-treasurers, each of whom, except the Chair(s) shall be elected by the Board of Directors at its first meeting following the election of directors each year. The Board of Directors may elect one or more Chairs, and the Board of Directors may elect one or more Secretaries and one or more Treasurers and such other subordinate officers and agents as the board or the Chair(s) shall deem necessary, who shall hold their offices and agencies for such terms (not exceeding three years for any one term) and shall have such authorities, powers and duties as shall be determined from time to time by these bylaws, the Board of Directors or the Chair(s). Any two or more offices may be

held by the same person, except the offices of Chair and Secretary. The officers of the Corporation shall be natural persons at least eighteen (18) years old.

**4.2 Chair or Co-chairs:** There may be one Chair or two Co-chairs, if the Board of Directors deems it expedient. The Chair(s) shall be the chief executive officer(s) of the Corporation. The Chair(s) shall preside at all meetings of the Board of Directors. He (meaning one or two females or males) shall represent the Corporation at public events or news conferences. Subject to the direction and control of the Board of Directors, he shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He may negotiate for, enter into and execute contracts, deeds and other instruments and agreements on behalf of the Corporation as are approved by the Board of Directors or committees designated by the Board of Directors. The Chair(s) shall appoint the Chairpersons of all standing and special committees and shall be a member ex-officio of all committees except any committees that might be set up to nominate future officers. He shall have such additional authority, powers, and duties as approved by a quorum of the Board of Directors on case by case bases.

**4.3 Secretary or Co-secretaries:** There may be one Secretary or two Co-secretaries, if the board deems it expedient. The Secretary(s) shall give, or cause to be given, notice of meetings of the Board of Directors pursuant to Section 2.8; keep the minutes of such meetings, and have such other authority, powers, and duties as are appropriate and customary for the office of Secretary or as the Board of Directors or the Chair(s) may prescribe from time to time. The Secretary shall distribute to all members, at the second meeting of the year, a membership list which shall include addresses, telephone numbers, and special interests of the members.

**4.4 Treasurer:** The Treasurer shall have control of the funds and the care and custody of all stocks, bonds, and other securities owned by the Corporation and shall be responsible for the preparation and filing of tax returns. He or she shall receive all moneys paid to the Corporation and, subject to any, limits imposed by the Board of Directors or the Chair(s), shall have authority to give receipts and vouchers, to sign and endorse checks and warrants in the Corporation's name and on the Corporation's behalf, and give full discharge for the same. The Treasurer shall also have charge of disbursement of the funds of the Corporation, shall keep full and accurate records of the receipts and disbursements, and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such depositories as shall be designated by the Board of Directors. Secretary(s) shall have charge of the corporate seal, be responsible for the maintenance of all corporate records and files and the

preparation and filing of reports to governmental agencies (other than tax returns), have authority to impress or affix the corporate seal to any instrument requiring it (and, when so impressed or affixed, it may be attested by his signature). He or she shall have such additional authority, powers, and duties as are appropriate and customary for the office of Treasurer and as the Board of Directors or Chair may prescribe from time to time.

**4.5 Terms:** Chairmen, Secretaries and Treasurers will serve one (1) year renewable terms not to exceed three (3) terms. Terms are renewable upon confirmation of a quorum of directors at the November meeting.

**4.6 Removal and Resignation; Vacancies:** Any officer elected or appointed by the Board of Directors may be removed at any time upon the discretion of a majority of directors with or without cause; see 2.5. Unexcused absences of more than two regularly scheduled board meetings per year may be grounds for removal. Any officer/director may resign at any time by giving thirty (30) days written notice of his resignation to the Chair or to the Secretary, and acceptance of such resignation shall not be necessary to make it effective unless the notice so provides. Any vacancy occurring in any office, the election or appointment to which is made by the Board of Directors, shall be filled by the Board of Directors. Any, vacancy occurring in any other office of the Corporation may be filled by the Board of Directors or the Chair for the unexpired portion of the term.

**4.7 Compensation:** Subject to Article II, Section B of the articles of incorporation, officers may receive such compensation for their services as may be authorized or ratified by the Board of Directors. Election or appointment of an officer shall not of itself create a contract or other right to compensation for services performed as or by an officer.

## ARTICLE V. - MEMBERS

**5.1 Members:** The Board of Directors may, by resolution, provide for members or classes of members. Dues may be set periodically as the Board of Directors so decide.

## ARTICLE VI. - SEAL

**6.1 Seal:** The Board of Directors may adopt a seal which shall be circular in form and shall bear the name of the Corporation and the words "SEAL" and "COLORADO" which, when adopted, shall constitute the corporate seal of the Corporation. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, manually reproduced or rubber stamped with indelible ink.

## ARTICLE VII. - INDEMNIFICATION

### **7.1 Definitions:** As used in this Article VII,

(a) "Corporation" includes any domestic or foreign predecessor entity of the Corporation in a merger, consolidation, or other transaction in which the predecessor's existence ceased upon consummation of the transaction;

(b) "director or officer" means an individual who is or was a director or officer of the Corporation and an individual who, while a director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of any other foreign or domestic Corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan. A director or officer shall be considered to be serving an employee benefit plan at the Corporation's request if his duties to the Corporation also impose duties on or otherwise involve services by him to the plan or to participants in or beneficiaries of the plan. "Director or officer" includes, unless the context otherwise requires, the estate or personal representative of a director or officer;

(c) "expenses" includes attorney fees;

(d) "liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense trust, other enterprise, or employee benefit plan;

(e) "official capacity," when used with respect to a director or officer, means the office of director or officer in the Corporation. "Official capacity" does not include service for any other foreign or domestic Corporation or for any partnership, joint venture, trust, other enterprise, or employee benefit plan;

(f) "party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding;

(g) "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

### **7.2 Mandatory Indemnification:**

(a) Except as provided in paragraph (d) of this Section 7.2, the Corporation shall indemnify against liability incurred in any proceeding an individual made a party to the proceeding because he is or was a director or officer if:

(i) He conducted himself in good faith;

(ii) He reasonably believed:

A. In the case of conduct in his official capacity with the Corporation, that his conduct was in the Corporation's best interests; or

B. In all other cases, that his conduct was at least not opposed to the Corporation's best interests; and

(iii) In the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

(b) A director's or officer's conduct with respect to an employee benefit plan for a purpose he reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirements of Section 7.2(a)(ii)(B). A director's or officer's conduct with respect to an employee benefit plan for a purpose that he did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of Section 7.2(a) (i).

(c) The termination of any proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not of itself determinative that the individual did not meet the standard of conduct set forth in paragraph (a) of this Section 7.2.

(d) The Corporation may not indemnify a director or officer under this Section 7.2 either:

(i) In connection with a proceeding by or in the right of the Corporation in which the director or officer was adjudged liable to the Corporation; or

(ii) In connection with any proceeding charging improper personal benefit to the director or officer, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him.

(e) Indemnification permitted under this Section 7.2 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

### **7.3 Authorization:**

(a) The Corporation shall not indemnify a director or officer under Section 7.2 unless authorized in the specific case after a determination has been made that indemnification of the director or officer is permissible in the circumstances because he has met the standard of conduct set forth in paragraph (a) of Section 7.2.

(b) The determination required to be made by paragraph (a) of this Section 7.3 shall be made:

(i) By the Board of Directors by a majority vote of a quorum, which quorum shall consist of directors not parties to the proceeding; or

(ii) If a quorum cannot be obtained, by a majority vote of a committee of the board designated by the board, which committee shall consist of two or more directors not parties to the proceeding; except that directors who are parties to the proceeding may participate in the designation of directors for the committee.

(c) If the quorum cannot be obtained or the committee cannot be established under paragraph (b) of this Section 7.3, or even if a quorum is obtained or a committee designated if such quorum or committee so directs, the determination required to be made by paragraph (a) of this Section 7.3 shall be made by independent legal counsel selected by a vote of the Board of Directors or the committee in the manner specified in subparagraph (i) or (ii) of paragraph (b) of this Section 7.3 or, if a quorum of the full board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full board.

(d) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is required; except that, if the determination that indemnification is required is made by independent legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by the body that selected said counsel.

#### **7.4 Advance Payment:**

(a) The Corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of the final disposition of the proceeding if:

(i) The director or officer furnishes the Corporation a written affirmation of his good-faith belief that he has met the standard of conduct described in Section 7.2(a);

(ii) The director or officer furnishes the Corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is determined that he did not meet such standard of conduct; and

(iii) A determination is made that the facts then known to those making the determination would not preclude indemnification under this Section 7.4.

(b) The undertaking required by subparagraph (ii) of paragraph (a) of this Section 7.4 shall be an unlimited general obligation of the director or officer, but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) Determinations and authorizations of payments under this Section 7.4 shall be made in the manner specified in Section 7.3.

**7.5 Insurance:** The Corporation may purchase and maintain insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the Corporation or who, while a director, officer, employee, fiduciary, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of any other foreign or domestic Corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against or incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article VII. Any such insurance may be procured from any insurance company designated by the Board of Directors of the Corporation, whether such insurance company is formed under the laws of Colorado or any other jurisdiction of the United States or elsewhere, including any insurance company in which the Corporation has equity or any other interest, through stock ownership or otherwise.

## ARTICLE VIII. - FISCAL YEAR

**8.1 Fiscal Year:** The Board of Directors may, by resolution, adopt a fiscal year for the Corporation.

## ARTICLE IX. - AMENDMENT

**9.1 Amendment:** These bylaws may at any time and from time to time be amended, supplemented or repealed by a majority of the Board of Directors.