

CONSTITUTION AND BY-LAWS COLORADO SECTION

AMERICAN WATER RESOURCES ASSOCIATION ADOPTED December 15, 1988

AMENDED February 18, 1997

CONSTITUTION

ARTICLE 1 - Name

Section 1. The name of this association shall be the AMERICAN WATER RESOURCES ASSOCIATION COLORADO SECTION, also known as AWRA/Colorado.

ARTICLE II - Objectives and Operating Limitations

Section 1. The principal objectives of the Association shall be:

- a. The advancement of water resources research, planning, development, management, and education.
- b. The establishment of a common meeting ground for physical, biological, and social scientists, engineers and other persons concerned with water resources.
- c. The collection, organization, and dissemination of ideas and information in the field of water resources science and technology.

Section 2. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose as an educational and scientific association. No substantial part of the activities of the Association shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office. Notwithstanding, any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III - Membership

Section 1. The membership of the Association shall be admitted from a broad cross section of the private, public, educational, industrial, engineering, scientific and governmental sectors who have expressed a desire to cooperate with the Association in the furtherance of its objectives and in compliance with its Constitution and By-Laws.

Section 2. The Association shall have types of membership as specified in the By-Laws.

ARTICLE IV - Admissions and Separations

Section 1. An applicant shall be admitted to membership upon successfully meeting the requirements of membership.

Section 2. The Board of Directors may deny or discontinue a membership in the Association under the conditions specified in the By-Laws.

ARTICLE V - Dues

Section 1. The annual dues for membership in the Association shall be fixed by the Board of Directors. Payment of specified annual dues is a requirement for continuance of membership.

ARTICLE VI - Geographical Organization

Section 1. The Colorado Section, as the name implies, is organized within the state of Colorado. However, qualified persons outside of Colorado may be members and are particularly encouraged to do so if there is no existing local section.

Section 2. The Board of Directors may subdivide the Colorado Section into as many subsections as necessary to effectively accomplish the objectives of the Association.

ARTICLE VII - Section Administration

Section 1. The corporate powers of the Association shall be vested in the Board of Directors. The members of the Board of Directors shall consist of the Officers, and one to five Directors at Large, as approved by the Board of Directors.

Section 2. The officers of the Association shall be: President, President-Elect, Past-President, Vice President, Secretary and a Treasurer. The Officers shall serve without compensation for the terms as specified in the By-Laws.

Section 3. The Board of Directors shall conduct the business of the Association in accordance to its Constitution and By-Laws. The Board of Directors shall make an annual report to the membership which shall include a financial statement and other matters concerning the conduct of the Association.

ARTICLE VIII - Meetings

Section 1. The Association shall hold at least one general meeting annually, termed the Annual Meeting. At the Annual Meeting, or other regular appointed business meeting, the membership present shall constitute a quorum.

Section 2. The meetings of the Board of Directors shall be held at such times and places as may be determined by the Board of Directors necessary for the performance of its duties. At least a simple majority of the membership of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE IX - Amendments

Section 1. This Constitution may be amended by a three-fourths (3/4) vote of ballots cast by mail by members in the manner prescribed by the By-Laws provided that written notice of the proposed changes, setting forth the full text of the proposed change, shall be sent to the regular membership by mail not less than 45 days prior to the final date upon which ballots shall be received at the Association mailing address.

Section 2. The By-Laws may be amended by a two-thirds (2/3) vote of the Board of Directors present and voting in the manner prescribed in the By-Laws provided that written notice of the proposed change, setting forth the full text of the proposed change, shall be sent, together with a notice of the time and place of the meeting, to all members of the Board of Directors by mail not less than 30 days prior to the meeting.

ARTICLE X - Dissolution

Section 1. The Association may be dissolved by a three-fourths (3/4) vote of all the members voting in a mail ballot. The balloting shall be conducted in the same manner and time frame as specified in Article IX, Section 1.

Section 2. Upon the dissolution of the Association, the Board of Directors shall, after paying all liabilities of the Association, dispose of all the assets of the Association. The disposal of assets shall be, first to the National AWRA or in the event they are no longer in existence, to an organization(s) organized and operated solely for educational or scientific purposes. The organization(s) to which the assets shall go, shall qualify under section 501(c)(3) of the Internal Revenue Code (or the corresponding future provisions).

COLORADO SECTION

AMERICAN WATER RESOURCES ASSOCIATION ADOPTED December 15, 1988

AMENDED November 25, 2008

BY-LAWS

ARTICLE I - Membership

Section 1. The following types of membership shall be authorized:

- a. Regular Member. Persons interested in water resources who desire to participate in the furtherance of the objectives of the Association and otherwise comply with the Constitution and By-Laws of the Association are eligible for regular membership.
- b. Student Member. A full-time student while in attendance at a college or university is eligible for student membership in the Association. An application for student membership shall (a) name the college or university which the applicant is attending, (b) state the year and major of the applicant, and (c) be endorsed by a faculty member.
- c. Corporate Member. A business firm, corporation or association or a nonprofit organization or group interested in any phase of the objectives of the Association is eligible for corporate membership.
- d. Institutional Member. An educational, institutional or department thereof or a federal, state or local governmental agency or body is eligible for institutional membership.
- e. Other Member. The Board of Directors may authorize other classes of membership, such as Honorary, Fellow, Emeritus, Special, etc., as the need arises. Rights and privileges of the class of membership shall be determined by the Board of Directors.

Section 2. All applications for membership shall be made in writing to the Association and contain sufficient information to determine the applicable class of membership.

Section 3. Members of the Section are entitled to attend meetings and programs of the Section, receive discounts on program fees, serve on committees and vote. Corporate and Institutional members are allowed to receive benefits for up to three (3) named individuals. Each corporation and institution is responsible to notify the Membership within 30 days of changes in designated individuals.

Section 4. Membership becomes effective upon payment of the local Section dues and acceptance by the Section. Membership in the Section will be terminated upon failure to pay local dues, failure to comply with terms of membership or voluntary resignation.

ARTICLE II - Officers

Section 1. The Officers of the Colorado Section shall be a President, President-Elect, Past President, Vice President, Secretary and a Treasurer. Officers are required to be members of the National Association when they assume office.

Section 2. The President shall preside at meetings; shall, in consultation with the Board of Directors, appoint all committees; and shall perform all other duties incident to this office. The President shall

prepare, in collaboration with the Secretary, an annual report of the Section's activities and will present it to the annual meeting of the Section. The Secretary will forward the annual report to the President of the National AWRA.

Section 3. The President-Elect shall perform the duties of the President in the temporary absence or disability of the president, and serve as the President's principal assistant in conducting the business of the Section. The President-Elect will customarily succeed the President.

Section 4. The Past-President is the President from the preceding year and shall assist the incoming President in the transition to the office of President and perform such duties as assigned by the President. The Past-President shall also be a member of the Program Committee.

Section 5. The Vice President shall have general responsibility over the Ad Hoc and standing committees and represent the Board of Directors at their meetings as deemed necessary.

Section 6. The Secretary shall keep the minutes of Section meetings, shall issue notices of meetings, and shall perform all other duties incident to the office.

Section 7. The Treasurer shall be responsible for all funds of the Section. The Treasurer's accounts shall be reviewed at the close of each year as directed by the President. The Treasurer shall assist the President in preparing the annual report and financial statement for presentation at the annual Section meeting.

Section 8. The Officers of the Section shall serve without compensation. All Officers, except the Treasurer, shall serve for one year and may, with the exception of the President, succeed themselves, but shall not serve consecutively for more than two years in the same office. The Treasurer's term shall be for two years, and the Treasurer shall not serve consecutively for more than four years in the same office. Following termination of the Treasurer's term, the past-Treasurer shall serve on the Financial Committee for a period of six months to assist the incoming Treasurer in transition to the office. The terms of the Section Officers shall commence following their election and terminated when a successor is duly elected.

Section 9. Candidates for office shall be selected by the acting President, Past-President, and President-Elect. In the absence of one these members, the remaining officers may select another Board member to serve in this capacity. The list of candidates shall be publicized at least 14 days prior to the distribution of ballots. Nominations may be made from the general membership by the endorsement of five members at least 14 days prior to the distribution of ballots. Ballots shall be mailed to the membership about 45 days prior to the annual meeting. Ballots shall be returned at least 15 days prior to the annual meeting. A plurality of votes elects an officer.

ARTICLE III - Board of Directors

Section 1. The Board of Directors shall be the Officers of the Section as well as one to five members of the Section (Directors at Large) who are elected by the membership at the time of the election of Officers.

Section 2. In the event a vacancy develops in the Board of Directors, the remaining members of the Board shall appoint a qualified person to fill the vacancy for the unexpired term.

ARTICLE IV - Committees

Section 1. The following standing committees may be appointed by the President with the approval of the Board of Directors. The duties of the committees shall be as indicated.

1. Finance Committee: the purpose of this committee is to provide an annual review of the Section's financial records in preparation for an annual budget.
2. Membership Committee: the purpose of this committee is to promote the American Water Resources Association, the Colorado Section and to recruit and retain members.
3. Program Committee: the purpose of this committee is to plan and make arrangements for meetings and functions of the Section.
4. Publication Committee: the purpose of this committee is to prepare a regular Section newsletter and other communications informing members of the Section activities and current events, and to furnish news of interest to Section members.
5. Legal/Legislative Committee: the purpose of this committee is to inform the Section on legal matters and to monitor, compile and report to members the relevant legislative activities in the area of water resources.
6. Scholarship Committee: the purpose of this committee is to advertise and promote the Section's scholarship program, review applications from Colorado college and university students for the Rich Herbert Memorial Scholarship, and make recommendations to the Board for annual awards.
7. Education Committee: the purpose of this committee is to promote water education in Colorado at all levels, to encourage students to pursue a career in water resources, to enhance the AWRA Colorado Chapter membership, and to develop relationships with other professional organizations.

Section 2. Ad Hoc committees, in addition to those listed in Section 1 above, may be appointed by the President, as deemed necessary, with the approval of the Board of Directors.

Section 3. No committees shall expend funds of the Section unless authorized by the Board of Directors.

Section 4. A Committee shall, if requested by the Board of Directors, draft objectives and guidelines to direct the operation of the committee. These objectives and guidelines shall be submitted for approval by the Board of Directors.

ARTICLE V - Meetings

Section 1. There shall be an annual meeting of the Section to be held at a time and place as determined by the Board of Directors. There may be other business type meetings throughout the year as deemed necessary by the Board of Directors. Written notification shall be given to the membership of the date and place of the meeting at least 14 days prior to the meeting.

Section 2. Any business which may come before the Section membership may be acted upon at the annual meeting. At other special meetings, only that business may be discussed or acted upon which has been announced to the membership by the written notice sent at least 14 days prior to the meeting.

ARTICLE VI - Dues and Funds

Section 1. Annual dues shall be set by the Board of Directors. Dues are payable on the first day of January to the treasury of the Section.

Section 2. The funds of the Section shall be deposited to the credit of the Section in a bank selected by the Treasurer and approved by the Board of Directors. The following Officers are authorized to sign checks for the Section: Treasurer, President, Vice President, and Secretary.

ARTICLE VII - Amendments

Section 1. At any duly called meeting of the Board of Directors, a quorum being present, the Board of Directors may amend the By-Laws by a two-thirds (2/3) vote in conformity with the Section Constitution, provided that a written notice of such proposed amendments shall have been mailed to all Board members at least 30 days prior to the vote to amend and that written notice (newsletter or mailing) has been given to the general membership at least 14 days prior to the vote on the amendment.