

**Bylaws of**  
**The Colorado Section of the WaterReuse Association**  
**“WaterReuse Colorado”**

**Article I - Name**

The name of this organization shall be The Colorado Section of the WaterReuse Association and shall be known as “WaterReuse Colorado”. The WaterReuse Association shall hereinafter be referred to as the "Association.”

**Article II - Objectives**

The primary objectives of WaterReuse Colorado shall include, but are not restricted to, the following: to support the mission of the Association; to advocate legislation and regulations which facilitate appropriate water reuse; and to improve public understanding of water reclamation.

**Article III - Headquarters and Operation**

3.1 The headquarters of WaterReuse Colorado shall be at the office of the Secretary of WaterReuse Colorado, unless otherwise designated by the Board of Directors of WaterReuse Colorado.

3.2 All matters pertaining to the operation of WaterReuse Colorado shall be in accordance with the applicable provisions of Articles of Incorporation and Bylaws of the Association.

**Article IV – Membership**

4.1 The membership of WaterReuse Colorado shall consist of those members of the Association residing in or having business activity in Colorado. If changes are made to the membership provisions of the Association's Bylaws, then the members of WaterReuse Colorado shall amend these Bylaws to refer to such provisions, as amended.

4.2 The geographic boundaries of WaterReuse Colorado are defined as the State of Colorado.

**Article V - Eligibility to Vote**

All members of WaterReuse Colorado ("Members") in good standing are eligible to vote (Voting Members). A majority of those Voting Members present and voting shall govern. A quorum shall consist of 20% of the current number of Voting Members.

**Article VI - Section Finances**

6.1 Dues: All members of the Association from Colorado will be members of both the Association and WaterReuse Colorado. The policy of the Association is to collect all dues and rebate 30% of the total dues collected to any approved Section. WaterReuse Colorado will, therefore, receive 30% of all member dues collected by the Association from Colorado members. Such dues will accrue to the WaterReuse Colorado account, which shall be maintained by the Association. WaterReuse Colorado may, in accordance with the established guidelines of the Association, apply for permission to levy a section dues assessment. The

section dues assessment would be levied annually at the time of membership renewal, and the revenues collected would be used to increase the funds available for WaterReuse Colorado for uses consistent with Association objectives and policies. A vote of the Board of Directors of WaterReuse Colorado for submission to, and approval by, the Association's Board of Directors can authorize changes in WaterReuse Colorado assessments.

6.2 Fees: WaterReuse Colorado reserves the right to collect fees for section activities and events, as appropriate (e.g., registration fees for annual meetings, teleconferences, and other educational programs). Such fees will be established in accordance with these Bylaws, the policies and procedures of WaterReuse Colorado, and the Bylaws of the Association.

6.3 Financial Controls: All WaterReuse Colorado finances shall be managed in accordance with these Bylaws and the Bylaws of the Association, and all applicable financial rules and regulations of the State of Colorado. WaterReuse Colorado shall conduct, on a frequency established by the Association, an independent audit of all WaterReuse Colorado finances. A qualified financial advisor who is neither an employee nor a Member of WaterReuse Colorado shall conduct the audit. An audit of the Association which meets these criteria and includes the finances of WaterReuse Colorado will be considered acceptable and will not require a second audit.

## **Article VII - Section Governance**

### 7.1 Authority and Purpose of the Board of Directors

7.1.1 A board of directors, to be known as the "Board", shall be the governing body of WaterReuse Colorado and shall have the power to act for and on behalf of WaterReuse Colorado between annual meetings. All questions coming before the Board shall be decided by a majority vote, and a majority of the Board shall constitute a quorum. The Board may exercise the above-described functions either in session at duly called meetings, via conference calls, or by letter ballot.

7.1.2 The Bylaws of the Association indicate that each section shall be autonomous and shall be entitled to govern its operation so long as such governance is consistent with the Articles of Incorporation and Bylaws of the Association. The Board assumes the primary responsibility of operating WaterReuse Colorado.

7.2 Board Composition: The Board shall be composed of the following persons:

- a) Three or more At-Large Directors (as deemed necessary by the Board for proper functioning of WaterReuse Colorado),
- b) Director – a representative from each Municipality/ Agency member of the Association located in Colorado.

7.3.1 Officers: The Officers of the Board shall be:

- a) President
- b) Past President
- c) Secretary
- d) Treasurer

7.3.2 National Representative: The National Representative shall be a member of the Board and be elected by the Board to serve as WaterReuse Colorado's representative on the Association's Board of Directors.

7.4 Eligibility to Serve on the Board and as Officers and National Representative

7.4.1 Any Member who is eligible to vote, as defined in Article V, shall be eligible to be a member of the Board.

7.4.2 Two (2) or more WaterReuse Colorado offices may not be held concurrently by the same individual.

7.4.3 Any Director shall be eligible for election as an Officer or as National Representative.

7.5 Terms of Office for Directors, and Officers

7.5.1 The term of office for the President shall be one (1) full year or until his or her successor takes office, beginning with the last day of the annual meeting at which he/she is elected and ending at the last official function on the next-to-last day of the next annual meeting. The President will automatically succeed to the Past President position for a term of one (1) year, beginning with the last day of the annual meeting at which he/she completes his/her term as President and ending at the last official function on the next-to-last day of the next annual meeting.

7.5.2 The term of office for the Secretary shall be one (1) full year, beginning with the last day of the annual meeting at which he/she is elected and ending at the last official function on the next-to-last day of the next annual meeting, or until his/her successor has been elected. The Secretary will automatically succeed to the position of President.

7.5.3 The term of office for the Treasurer shall be two (2) full years, beginning with the last day of the annual meeting at which he/she is elected and ending at the last official function on the next-to-last day of the second annual meeting following, or until his/her successor has been elected.

7.5.3 The term of office for the National Representative shall be three (3) full years, beginning with the last day of the annual meeting at which he/she is elected and ending at the last official function on the next-to-last day of the third annual meeting following, or until his/her successor has been elected.

7.5.4 The term of office for each of the At-Large Directors shall be three (3) full years, beginning with the last day of the annual meeting at which he/she is elected and ending at the last official function on the next-to-last day of the third annual meeting following, or until his or her successor has been elected and qualified.

7.5.5 There is no term limitation for a Director position from each Municipality/ Agency. The Municipality/Agency has the right to appoint a representative from their organization to participate on the Board.

7.6 Voting Rights: Each member of the Board shall have one (1) vote.

7.7 Vacancies on the Board

7.7.1 In the event any vacancy occurs on the Board, a special meeting of the Board shall be called as soon thereafter as may be practicable and a successor elected by the Board to fill the vacancy for the balance of the current term.

7.7.2 In the event of a vacancy in the office of President or National Representative, the Secretary shall notify the Executive Director of the Association of the name of the successor.

#### 7.8 Nomination for At-Large Directors and Officers

7.8.1 At least thirty (30) days prior to the opening session of the annual meeting, the Board shall appoint a Nominating Committee, which committee shall choose one (1) or more nominees for each At-Large Director's seat and office to be filled. The Nominating Committee shall make its report during the first business meeting of the annual meeting, having first ascertained the willingness of each nominee to serve if elected. The committee report shall be accepted without further action.

#### 7.9 Election of At-Large Directors and Officers

7.9.1 All Members in good standing are eligible to vote in an election of At-Large Directors and Officers; At-Large Directors and Officers shall be elected by ballot at WateReuse Colorado's annual meeting.

7.9.2 The presiding officer at the scheduled annual meeting shall, after reading the report previously made by the Nominating Committee, call for further nominations from the floor for each office. Election of members of the Board shall be by voice vote if there is only one (1) nominee for each seat or office; however, if two (2) or more nominations have been made for any one seat or office, the elections shall be by written ballot or other method as determined by the presiding officer.

#### 7.10 Duties of the Board, Officers, and National Representative

7.10.1 The President shall have general supervisory authority over the affairs of WateReuse Colorado shall preside at all meetings of WateReuse Colorado and the Board at which he/she may be present.

7.10.2 The Past President shall perform the duties of the President in his/her absence, together with such duties as may be assigned by the President or the Board.

7.10.3 The Secretary shall, subject to the direction of the Board, be the executive administrator of WateReuse Colorado. He/she shall prepare the agenda for and attend all meetings of the Board, record and distribute the proceedings of such meetings, maintain records of the Section, present a report for each calendar year at the annual meeting, and perform such other duties as may be assigned by the Board.

7.10.4 The Treasurer shall report at the annual meeting on all receipts, expenditures, and debts of the Section; maintain a complete record of all its activities and transactions; prepare and file all forms required by the Association; and perform other duties as may be assigned by the Board.

7.10.5 The National Representative shall serve as WateReuse Colorado's representative on the Association's Board of Directors.

7.10.6 The Board shall meet when necessary at the call of the President, at least once per year. Items brought before the Board shall be documented in an agenda prepared and distributed in accordance with Paragraph 7.10.3.

#### 7.11 Annual Meeting

7.10.5 The National Representative shall serve as WateReuse Colorado's representative on the Association's Board of Directors.

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7.11 Annual Meeting

7.11.1 The Annual Meeting of WateReuse Colorado shall be convened, if practicable, in January of each year. All members in good standing shall receive at least thirty (30) days written notice of the date and site of the meeting and shall be provided with an agenda for the business meeting at which Officers and Directors will be elected.

**Article VIII - Local Chapters**

8.1 WateReuse Colorado shall allow the formation of Local Chapters, which shall represent defined geographical areas of the State. Each Local Chapter shall coordinate its activities with the Section's Board and in accordance with a Memorandum of Understanding developed pursuant to the Bylaws of the Association.

**Article IX – Adoption and Amendments**

9.1 Affirmative Vote: These Bylaws may be adopted, amended or repealed by the written consent of two-thirds (2/3) of the Voting Members or by the vote of two-thirds (2/3) of the Voting Members present at a meeting of Members duly called for the purpose according to these Bylaws.

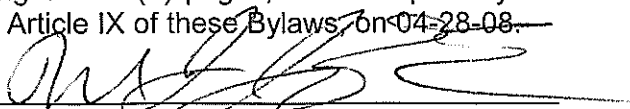
9.2 Procedures: Amendments to these Bylaws may be proposed by any Member, or by the Board. All amendments proposed for action at any meeting shall be circulated to the Members at least thirty (30) days prior to that meeting. The affirmative vote, as per Section 9.1 of this Article, shall be required for adoption of each amendment.

**Article X – Dissolution**

10.1 Dissolution: Upon the dissolution of WateReuse Colorado, after paying or adequately providing for the debts and obligations of WateReuse Colorado, the Trustees or persons in charge of the liquidation shall divide any remaining assets among the Members in accordance with their respective rights therein; or if the same cannot be determined, by agreement of the Members; or, failing agreement, as required by law.

**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the present acting Secretary of WateReuse Colorado, and the above Bylaws, consisting of five (5) pages, were adopted by the Voting Members of this Section, in accordance with Article IX of these Bylaws, on ~~04-28-08~~.

  
Secretary

5-13-08  
Date