

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**THE ST. VRAIN AND LEFT HAND WATER CONSERVANCY DISTRICT**

**ARTICLE I**

**Identification**

- 1.1 NAME.** The St. Vrain and Left Hand Water Conservancy District (the District).
- 1.2 PRINCIPAL OFFICE.** The principal office of the District shall be within the boundaries of the District as the Board of Directors may designate.
- 1.3 ORGANIZATION AND PURPOSE.** The District was established by decree of the Weld County District Court in Civil Action No. 20881 on April 19, 1971 (the Decree), and is organized and operates pursuant to the provisions of the Colorado Water Conservancy Act, as amended (the Act), which is contained in Article 45 of Title 37, C.R.S. The organization and operation of the District shall be in accordance with the provisions of the Act, the Decree, these Bylaws, or applicable state law.

**ARTICLE II**

**Board of Directors**

- 2.1 GENERAL POWERS.** The business and affairs of the District shall be managed by its Board of Directors (the Board), except as otherwise provided in the Act or the Decree.
- 2.2 NUMBER, TENURE, AND QUALIFICATIONS.** The Board shall consist of nine directors. One director shall be appointed from each of the District's seven geographic Director Districts and the remaining two directors shall be appointed at large from the District as a whole, but no more than two directors shall be appointed from any one of the seven geographic Director Districts. Director qualifications are defined within the Act. Additionally, the District requires a director to be knowledgeable in water matters. Each director shall hold office during the term for which s/he is appointed. Pursuant to § 24-14-102(2)(a), C.R.S. (2018), in lieu of furnishing a corporate surety bond on behalf of a director, the District may elect to purchase, in accordance with the requirements of § 24-14-102(2), C.R.S. (2018), crime insurance to protect the District from any dishonesty, theft, or fraud by its directors.
- 2.3 RESIGNATION AND VACANCIES.** Any director may resign by giving written notice to the President or to the Secretary of the District prior to the expiration of his or her term. Such resignation shall take effect at the time of the District's receipt of such written notice. Unless otherwise specified in the written notice, the District's acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring on the Board shall be filled by the Court for the duration of the resigning director's unexpired term pursuant to the Act. A notice of the vacancy to be filled shall be published once a week for two successive weeks in newspapers of general circulation in Weld County, Boulder County and Larimer County, Colorado and shall be

concurrently posted on the District's web site, or the media outlet of the Board's choice. Said notice shall contain a date, to be selected by the Board of Directors, by which applications for the vacancy must be submitted to the Court, but in no case shall said date be less than ten days after the last newspaper publication. Said notice shall also specify the address of the Court to which applications may be sent, and that the applicant's qualifications must conform with those required by the Act and these Bylaws.

**2.4 DUTIES OF A DIRECTOR.** Before entering upon his or her official duties, each director shall take and subscribe to an oath that he or she will support the Constitutions of the United States and of the State of Colorado and will honestly, faithfully, and impartially perform the duties of his or her office. A copy of each director's oath shall be filed in the office of the Clerk of the Weld County District Court. Regular attendance at Board meetings shall be expected of each director and shall be considered a minimum requirement for faithful discharge of a director's duties. If any director is absent, without reasonable explanation, for three consecutive regular meetings, or more than one-third of the regular meetings of the Board held in any calendar year, notice to that effect may be directed to the Court with the request and recommendation that the director be removed from office and that a successor be appointed in accordance with the procedures set forth in Section 2.3, above.

**2.5 REGULAR MEETINGS.** A regular meeting of the Board shall be held on the second Monday of each month at 1:00 p.m. The Board of Directors may hold an additional regular meeting of the Board with notice as required herein. Notice of a regular meeting shall be posted on the District's web site, or the media outlet of the Board's choice, no less than 24 hours prior to the holding of the regular meeting. The public place or places for posting such notice shall be designated annually at the Board's first regular meeting of each calendar year. The posting shall include specific agenda information whenever possible.

**2.6 SPECIAL MEETINGS.** Special meetings of the Board may be called by or at the request of the President or any three directors.

**2.7 NOTICE OF SPECIAL MEETINGS.** Notice of special meetings shall be posted in the place(s) designated in 2.5, above, at least twenty-four hours prior thereto. Notice shall be provided to the directors personally, or mailed to or sent via electronic/digital means (i.e. email) to each director at his or her mailing or electronic addresses as shown by the records of the District. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. Any director may waive notice of a special meeting expressly called or convened. The attendance of a director at a special meeting shall constitute a waiver of notice of such meeting, except where a director attends a special meeting for the express purpose of objecting to the transaction of any business conducted therein because the special meeting is not lawfully called or convened. The purpose of any special meeting of the Board and the location therefor shall be specified in the notice of such meeting.

**2.8 QUORUM.** A majority of the members of the Board as constituted at any given time shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**2.9 MANNER OF ACTING.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except as provided in Section 10.1, below.

**2.10 MEETING PARTICIPATION BY TELEPHONE.** A director may participate at a meeting by telephone or other electronic means if the director notifies the Executive Director or the Assistant Secretary of his or her need to so attend at least one business day prior to the meeting. Upon such notification, the Secretary shall allow the director to so participate if the District is capable of providing the electronic means for the director to actively participate in the meeting. The director's participation must be at a minimum, audible both to the public and to the technology recording the meeting. All matters on which the Board votes during such meeting must be done via role call vote so that there is no question as to how the director participating by electronic means cast his or her vote.

**2.11 COMPENSATION AND REIMBURSEMENT.** Each director shall receive as compensation for his or her service such sum as shall be ordered by the Court, not in excess of the amount authorized by the Act. Each director shall also be reimbursed by the District for any and all necessary traveling expenses actually expended while engaged in the performance of his or her duties, provided that such reimbursement not conflict with the District's duly adopted financial policies.

**2.12 PRESUMPTION OF ASSENT.** A director who is present at any meeting of the Board at which an action on any District matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof. Such rights to dissent shall not apply to a director who voted in favor of such action.

**2.13 COMMITTEES.** The Board may constitute a committee or more than one committee, each consisting of two or more directors and any other such individuals as deemed by the Board to be necessary.

**2.14 DELEGATION.** The Board may delegate responsibilities to committees it establishes, provided that such delegation is memorialized in writing. Similarly, the Board may delegate responsibilities to the Executive Director, provided that such delegation is memorialized in writing. No such delegation of authority shall operate to relieve the Board of any directors from any responsibility imposed by law.

### ARTICLE III

#### Officers and Agents

**3.1 GENERAL.** The officers of the District shall be a President, who shall also serve as Chairman of the Board, one or more Vice Presidents, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer. The Board may appoint such other officers, assistant officers, committees and agents, assistant secretaries and assistant treasurers, as it may consider necessary, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board. In all cases where the duties of any officer, agent or employee are not prescribed by the Bylaws or by the Board, such officer, agent or employee shall follow the orders and instructions of the President.

**3.2 ELECTION AND TERM OF OFFICE.** The officers of the District shall be elected by the Board at the first meeting of the calendar year. Each officer shall hold office until the first of the

following to occur: until his or her successor shall have been duly elected and shall have qualified; or until his or her death; or until he or she shall resign; or until he or she shall have been removed in the manner hereinafter provided.

**3.3 REMOVAL.** Any officer or agent may be removed by the Board whenever, in its judgment, the best interests of the District will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

**3.4 VACANCIES.** A vacancy in any office of the Board, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

**3.5 PRESIDENT.** The President shall be the chief executive officer of the District and, subject to the direction and supervision of the Board, shall have general control of its affairs and business and general supervision of its officers, agents and the Executive Director. The President shall be a member of the Board.

**3.6 VICE PRESIDENTS.** The Vice President or Vice Presidents shall assist the President and shall perform such duties as may be assigned to them by the President or by the Board. In the absence of the President, the Vice President designated by the Board or (if there be no such designation) designated in writing by the President shall have the powers and shall perform the duties of the President. If no such designation shall be made, all Vice Presidents may exercise such powers and perform such duties. Each of the Vice Presidents shall be members of the Board.

**3.7 SECRETARY.** The Secretary shall be responsible for all duties specified in the Act and such other duties as may be assigned by the President or by the Board. In addition, the Secretary shall be custodian of the District's records. The Secretary shall, in general, be responsible for all duties incident to the office of the Secretary and such other duties as may be assigned from time to time by the Board. The Assistant Secretary shall perform the duties of Secretary in the absence of the Secretary. The Secretary and the Assistant Secretary may or may not be members of the Board.

**3.8 TREASURER.** The Treasurer shall be the principal financial officer of the District and shall be responsible for the care and custody of all funds, securities, evidences of indebtedness and other personal property of the District in accordance with the instructions of the Board and the District's duly adopted financial policies. The Treasurer shall be responsible for all other duties incident to the office of the Treasurer and, upon request of the Board, shall make such reports to it as may be required at any time. The Assistant Treasurer shall perform the duties of the Treasurer in the absence of the Treasurer. The Treasurer and the Assistant Treasurer may or may not be members of the Board.

**3.9 SURETY BONDS/CRIME INSURANCE.** The Secretary and Treasurer, and such other agents or employees of the District as the Court and the Board may direct, may furnish corporate surety bonds, at the expense of the District, in amount and form fixed and approved by the Court and the Board conditioned upon the faithful performance of their respective duties. Pursuant to § 24-14-102(2)(a), C.R.S. (2018), in lieu of corporate surety bonds, the District may elect to purchase, in accordance with the requirements of § 24-14-102(2), C.R.S. (2018), crime insurance to protect the District from any dishonesty, theft, or fraud by its Secretary and Treasurer, and such other agents or employees of the District as the Court and Board may direct.

**3.10 EXECUTIVE DIRECTOR.** The Board shall have the authority to employ an executive director upon such terms and conditions and with such salary as the Board of Directors may determine from time to time. The Executive Director shall work under the direction of the President and the Board and with the agents of the District in carrying out the activities and functions of the District and shall be responsible for the day-to-day administration of the District's business and affairs, and for the supervision of all District employees, including, but not limited to, ensuring that the minutes of the Board and any constituted committees be recorded and kept and that all notices are given in accordance with these Bylaws or as required by law.

**3.11 NEGOTIABLE INSTRUMENTS, DEEDS AND CONTRACTS.** All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the District; all deeds, mortgages, and other written contracts and agreements to which the District shall be a party; and all assignments or endorsements of securities owned or issued by the District shall, unless otherwise directed by the Board, or unless otherwise directed by the Board's duly adopted financial policies, or unless otherwise required by law, be signed by the President or by any two of the following officers who are different persons: Vice President, Secretary (or Assistant Secretary), or Treasurer (or Assistant Treasurer). The Board may through its duly adopted financial policies, however, authorize any one of such officers and/or its Executive Director to sign any of such instruments, for and on behalf of the District, without necessity of countersignature; and may designate officers, employees or agents of the District, other than those named above, who may, in the name of the District, sign such instruments.

## ARTICLE IV

### Indemnification of Directors and Officers

**4.1 INDEMNIFICATION.** Each director and officer of this District shall be indemnified by the District against all costs and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she may be involved or to which he or she may be made a party by reason of his or her being or having been such director or officer, except in relation to matters as to which s/he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

## ARTICLE V

### District Finances

**5.1 FISCAL YEAR.** The fiscal year of the District shall begin on the first day of January and end on the 31<sup>st</sup> day of December of each year.

**5.2 ANNUAL BUDGET.** The Board shall appoint a budget officer who shall prepare and submit to the Board, on or before October 15 of each year, a proposed budget accompanied by a statement of explanation describing any significant features of the proposed budget. The budget shall reflect revenues and expenditures of each fund established by the Board. Upon receipt of such proposed budget, the Board shall cause notice to be published in a newspaper of general circulation in the District stating that a proposed budget has been submitted to the Board, that the proposed budget is available for public inspection at the District office, that the Board will consider the adoption of the proposed budget at the date, time and place designated, and that

any interested elector may inspect the proposed budget and file or register any objections thereto at any time prior to the final adoption of the budget. On the day set for consideration of the proposed budget, the Board shall review the proposed budget and may revise, alter, increase or decrease the items as it deems necessary. The Board shall then formally adopt the budget setting forth the revenues and expenditures for the ensuing fiscal year. Prior to the established State deadline, the Board shall cause a certified copy of such budget to be filed with the Division of Local Government in the Department of Local Affairs. At a meeting held no later than December 31 each year, the Board shall enact a resolution making appropriations for the ensuing fiscal year. The amounts appropriated shall not exceed the amounts established in the adopted budget.

**5.3 CERTIFICATION OF MILL LEVY.** On or before December 15 of each year, the Board shall certify to the Board of County Commissioners of each county represented within the District, the mill levy or levies required to raise revenues as set forth in the annual budget and as provided and authorized by statute.

**5.4 INVESTMENT OF FUNDS OF THE DISTRICT.** All funds of the District not required for current operations shall be invested, until needed, in accordance with the provision of Section 24-75-601 C.R.S. et seq., as it presently exists or as it may hereafter be amended.

**5.5 ANNUAL AUDIT.** The Board shall cause to be made an annual audit of the financial affairs and transactions of all funds and activities of the District for each fiscal year. The audit shall be made as of the end of the fiscal year and shall be conducted in accordance with generally accepted auditing standards by an independent certified public accountant, registered accountant, or partnership of certified public accountants or registered accountants, licensed to practice in the State of Colorado, but in no event shall any of the above individuals or firms audit the records, books or accounts which they have maintained. A copy of the annual audit shall be maintained in the District office as a public record for public inspection at all reasonable times. The District shall forward a copy of the annual audit to the State Auditor as provided by law.

## ARTICLE IV

### Miscellaneous

**6.1 PUBLIC MEETINGS.** All meetings of the Board shall be public meetings and open to the public at all times. The Board may convene an executive session at a regular or special meeting upon the announcement by the Board to the public of the topic for discussion therein, including the specific citation to the provision of Section 24-6-402(3), C.R.S., authorizing the Board to meet in an executive session, the identification of the particular matter to be discussed in as much detail as possible without compromising the purpose for which the executive session is authorized and the affirmative vote of two-thirds of the quorum present of the Board. The Board may convene an executive session for the sole purpose of considering any of the following matters.

- a. The purchase, acquisition, lease, transfer, or sale of any real, personal, or other property interest; except that no executive session shall be held for the purpose of concealing the fact that a director has a personal interest in such purchase, acquisition, lease, transfer, or sale;
- b. Conferences with an attorney representing the District for the purposes of receiving legal advice on specific legal questions. Mere presence or participation of an attorney at

an executive session of the Board is not sufficient to satisfy the statutory constraints on executive session;

c. Matters required to be kept confidential by federal or state law or rules and regulations.

d. Specialized details of security arrangements or investigations;

e. Determining positions relative to matters that may be subject to negotiations with employees; developing strategy for and receiving reports on the progress of such negotiations; and instructing negotiators;

f. Personnel matters except if the employee who is the subject of the session has requested an open meeting, or if the personnel matter involves more than one employee, and all of the involved employees have requested an open meeting; and

g. Consideration of any documents protected by the mandatory nondisclosure provisions of Part 2, Article 72 of Title 24, Colorado Revised Statutes, commonly known as the "Open Records Act."

## ARTICLE VII

### Voting

**7.1 VOTING.** The manner of voting on matters before the Board of Directors shall be by voice vote unless otherwise requested by motion by a member of the Board of Directors.

## ARTICLE VIII

### Motions and Resolutions

**8.1 MOTIONS AND RESOLUTIONS.** The Board may act on all business and issues coming before it either by motion or by resolution. Motions and resolutions may be continuing in nature and effect if expressly stated in said motion or resolution. Resolutions shall set forth in reasonable detail any findings by the Board necessary for the adoption of the particular resolution. The following actions shall be performed by resolution:

a. Adoption of the budget;

b. Establishment of mill levy or levies, special assessments, and other sources of revenue as set forth by statute;

c. Appropriation of expenditures for the budget year;

a. The acquisition, purchase, sale, lease or creation of encumbrance of any real property;

d. amendments to Bylaws, unless the Board unanimously waives the resolution requirement;

- e. Any action required by statute to be in the form of a resolution; and,
- f. Any action requested to be in the form of a resolution by the Chairman of the Board.

Resolutions shall be consecutively numbered each year and shall be in written form provided, however, that an oral resolution may be adopted and shall be reduced to writing for review and ratification by the Board at its next regular meeting.

All other Board action shall be by motion, which shall not require findings upon which the motion is based.

## ARTICLE IX

### Parliamentary Authority

**9.1** Roberts Rules of Order, as revised from time to time, shall govern the conduct of business in all cases in which they are applicable and not in conflict with these Bylaws or the applicable state law.


## ARTICLE X

### Amendments

**10.1** The Board shall have the power to make, amend and repeal the Bylaws at any regular meeting of the Board or at any special meeting called for and appropriately noticed for that purpose. Any such amendment, repeal or adoption shall require the affirmative vote of two-thirds of the members of the entire Board.

APPROVED AND ADOPTED by resolution of the Board of Directors this 13th day of April 2020.

ATTEST:

  
Secretary

  
President



**THE ST. VRAIN AND LEFT HAND WATER CONSERVANCY DISTRICT**  
**BYLAWS CERTIFICATE**

The undersigned certifies that he or she is the Secretary of **THE ST. VRAIN AND LEFT HAND WATER CONSERVANCY DISTRICT**, and, that, as such, is authorized to execute this Certificate on behalf of said District, and further certifies that attached hereto is a complete and correct copy of the presently effective Bylaws of said District.

DATED: 4/13/20

  
Secretary