

# UPPER CLEAR CREEK WATERSHED ASSOCIATION BYLAWS



**ADOPTED: January 13, 1994**

**AMENDMENT #1: October 10, 1996**

**AMENDMENT #2: August 2, 2004**

**AMENDMENT #3: October 12, 2006**

**Amendment #4: November 12, 2009**

**AMENDMENT #5: October 12, 2017**

**AMENDMENT #6: December 13, 2017**

**AMENDMENT #7: August 13, 2020**

**AMENDMENT #8: February 8, 2024**

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## ARTICLE I. DEFINITIONS

As used in these Bylaws, the following terms shall have the meaning herein set out:

1. **208 MANAGEMENT AGENCY** – The organization designated under Section 208 of the Clean Water Act to oversee waste treatment management within a specific area: for the Upper Clear Creek Watershed, UCCWA.
2. **ACTIVE** – Member that 1) attends UCCWA meetings on a regular basis and 2) pays the annual dues by April 15; this second requirement does not apply to CDOT and any other member that is not required to pay dues.
  - a. Only active Voting Members will be counted in the total number used to determine a meeting quorum.
  - b. Only active Voting Members have the right to vote at UCCWA meetings.
  - c. Only active, dues-paying Voting Members may vote on financial matters.
3. **DUES** – Annual financial contribution from Member entities to the operation of UCCWA.
4. **EMERGENCY PROVISION** - The active Voting Members may elect to reinstate an inactive member at any regular meeting by a simple majority vote.
5. **EXCUSED MEETING ABSENCE** – An absence shall be excused when a member that is unable to attend a regular scheduled meeting has provided prior notification to Manager.
6. **INACTIVE** - Member that elects to hold inactive status, or automatically becomes inactive due to three consecutive unexcused meeting absences or due to annual dues that remain unpaid after April 15.
  - a. Inactive members will not be counted in the total number used to determine a meeting quorum.
  - b. Inactive members cannot vote at meetings.
  - c. Inactive members due to unexcused meeting absences will remain inactive until two consecutive meetings have been attended by a designated representative.
  - d. Inactive entities due to failure to pay dues will remain inactive until dues are paid in full.
  - e. Six (6) consecutive absences, whether excused or unexcused, will cause the member to become inactive.
7. **MAJORITY VOTE** - Provided a quorum is present to establish an official meeting, a majority vote will consist of greater than fifty percent (50%) of the active Voting Members in attendance.
8. **NON-VOTING MEMBER** – Interested parties may request non-voting member status. Non-voting members must share a common interest in protection of water quality in the watershed and are currently or have been involved in implementing water quality activities in the watershed. Non-voting members must pay an annual fee which is determined annually during budget discussions. Non-voting members may not vote on association business or hold elective office. They may, however, be appointed to serve on committees or be appointed to head up committees of the Association. Non-voting members will also have the opportunity to apply for any funding made available by UCCWA.
9. **QUORUM** - Greater than fifty percent (50%) of the active Voting Members.
10. **UCCWA** – The Upper Clear Creek Watershed Association (UCCWA) is an organization of dischargers, governmental entities, and other organizations, formed to work cooperatively toward the goal of improving water quality in Clear Creek. UCCWA is designated under Section

208 of the Clean Water Act as the management agency responsible for testing, monitoring, overseeing, and reporting water quality issues throughout the upper portion of the Clear Creek watershed. It has the responsibility to review any proposed action that may impact water quality in the watershed and coordinate water quality activities within the watershed.

11. **UPPER CLEAR CREEK BASIN** – The tributary area upstream of the point where I-70 crosses Clear Creek just upstream of Youngfield Street.
12. **VOTING MEMBER** – Voting members are either a permitted discharger with a wastewater treatment plant or land use management entity within the upper Clear Creek basin as defined in definition 11.
13. **MANAGER** - The role of “Manager” shall have the same roles and responsibilities of “Secretary” and or “Treasurer” pursuant to Colorado Law respective to non-profit organizations. This person is not an officer or voting member. This person is an independent contractor for UCCWA.

## ARTICLE II. MEMBERSHIP

### A. Addition of Members

Eligible members may be:

1. Permitted Dischargers: Counties, municipalities, special districts, industrial, or other permitted dischargers with a wastewater treatment plant in the Upper Clear Creek Basin.
2. Governmental Entities with Land Use/Water Quality Control Authority: Governmental entities having legislative authority to enact and enforce water quality control or land use regulations or to establish erosion control measures in the Upper Clear Creek Basin.
3. Cooperating Partners: Non-profit organizations, other public agencies, or other entities who share a common interest in protection or restoration of the Upper Clear Creek Basin and who wish to partner with UCCWA in the protection of water quality.

Upon written application, agenda item discussion and acceptance by vote of a two-thirds majority of the active Voting Members at a regular meeting and payment of the established dues within 30 days of acceptance, an entity shall be admitted as a new member.

### B. Termination of Membership

Membership of any entity that remains continuously inactive for a period of at least one year by failure to pay dues or failure to regularly attend meetings may be terminated by vote of a two-thirds majority of the active Voting Members at any regular meeting, except that failure to regularly attend meetings by those members who elect to hold inactive status shall not be grounds for termination. However, any member being considered for termination shall receive thirty days written notice prior to the meeting where such action is proposed. Said member shall have the opportunity to be present and be heard at such meeting and to present reasons why its membership should not be terminated.

Each of the members expresses an expectation of joint participation and cooperation in the activities for which UCCWA has been organized. However, each member reserves the right to terminate its membership by giving the remaining members thirty (30) days advance written notice of termination of membership in the event such decision is made to do so.

## C. Voting Rights

The Members defined in II.A.1 (Permitted Dischargers) and II.A.2 (Governmental Entities with Land Use/Water Quality Control Authority), collectively the “Voting Members”, are entitled to vote. Cooperating Partners defined in II.A.3 are Non-Voting Members, and shall not have voting privileges, but may be requested to participate in committee meetings, and shall be noticed of all UCCWA meetings.

## D. The Membership Shall have the Power to:

1. Amend the Bylaws by a two-thirds majority vote of the active Voting Members.
2. Remove any officer by a majority vote of the active Voting Members
3. Elect a Chair and Vice-Chair from the Voting Membership at or before the last meeting of each year to serve the following year by a majority vote of the active Voting Members.
  - a. Because UCCWA’s primary organizational purpose is to function as the designated 208 management agency, eligibility for election to the Chair and Vice-Chair positions shall be restricted to active Voting Members who are NPDES permit holders or governmental entities located within the Upper Clear Creek Basin as defined above.
4. Either appoint a voluntary or hire a paid Manager by a majority vote of the active Voting Members.
5. Appoint committees.
6. Recognize only one vote on each issue from a designated representative or alternate from each active Voting Member.
7. Determine the allocation of dues among the different membership classes and entities, collect dues, and place funds under the care of the Manager in accounts at financial institutions approved by the membership. All funds may be subject to annual audit. Dues may be assessed for both Voting and Non-Voting Members.
8. Adopt an annual budget at or before the last meeting of each year for the following year by a majority vote of the active Voting Members present at the meeting. Amend the annual budget when needed at any official meeting throughout the year by a majority vote of the active Voting Members.
9. Expend funds in accordance with the annual budget as adopted or amended through the course of the year. Such expenditures shall be brought before the active Voting Members for approval prior to payment. The active Voting Members may authorize the Chair and/or Vice-Chair to approve expenditures on their behalf. All financial matters shall be approved by a majority vote of the active Voting Members.
10. The Contingency Refund Policy is outlined as follows:
  - a. Refunds will be offered when the total reserve (savings and investments) exceed \$75,000 and less than 50% of the Contingency line item has been utilized for the budget year, as of the November meeting.
  - b. The refund amount will be the balance of the Contingency line item, minus 50% of originally budget amount.
  - c. Refunds will be proportionally offered, based on dues paid, to members in December.
  - d. Remainder of Contingency will be moved to the reserve.
  - e. Refunds will continue until reserve account falls below \$75,000

- f. Members have the annual option to decline the refund, accept payment of the refund or request the refund be applied as a credit toward the following year's dues.
11. Prepare and maintain a file of minutes for all meetings of UCCWA. These records shall be kept under the care of the Manager.
12. Enter and execute contracts, accept, and utilize financial assistance, raise revenues, and incur indebtedness as approved by a majority vote of the active Voting Members present at the meeting.
13. Elect to reinstate an inactive member at any regular meeting by a simple majority vote.

### ARTICLE III. MEMBER RESPONSIBILITIES

Members shall have the following responsibilities:

1. Pay annual dues no later than April 15, except CDOT and any other members that do not pay dues.
2. Designate a primary and alternate representative having authority to vote on all matters before the membership, such designation to remain in effect until written notification of a change is received by the Manager. As an alternative to naming a specific alternate, member entities may instead designate a "staff" alternate which would allow any appropriate staff member to attend meetings and vote when the primary representative is not available.
3. Notify the Manager in writing of any changes in appointments to UCCWA.
4. Attend UCCWA meetings on a regular basis and notify the Manager in advance if no representative will be able to attend a specific meeting.
5. Designate its desired level of participation in UCCWA as Active or Inactive. Members designating inactive status are required to confirm that decision in writing. A member desiring to change its status is required to confirm that decision in writing.

### ARTICLE IV. MEETINGS

1. A quorum shall be declared present to hold an official meeting.
2. Meetings shall be held monthly at a time and place designated by the membership. Virtual meetings will be allowed as needed.
3. An agenda and minutes of the previous meeting shall be distributed by the Manager to the membership in advance of all meetings.
4. Special meetings may be called when approved by a majority vote of the active Voting Members. Notice of special meetings shall be distributed by the Manager to the membership in advance.
5. The Chair or Vice-Chair of UCCWA shall preside at the meetings. If neither of them is available, the past Chair or Vice-Chair will be asked to preside.
6. Decisions shall be made by a simple majority vote of all active Voting Members present at any official meeting, unless otherwise provided in these bylaws. Each active Voting Member shall have one vote.
7. No absentee or proxy voting shall be allowed.
8. Meeting attendance will be monitored and recorded.

9. Matters involving adoption or amendment of the annual budget, bylaws or membership status shall be listed on the published agenda distributed in advance of any meeting as required above.

Emergency budgetary matters may be decided outside a regular or special meeting upon notice by the Manager to all members explaining the question and the justification for the emergency status. Such notice shall provide a reasonable period for response and the pro and con responses shall be tallied. Any matter proposed under this provision shall be decided by a majority vote of the active Voting Members. Results of any such action shall be included on the next regular meeting agenda for ratification. In the event a majority of the active Voting Members fails to respond to the question, the matter may be scheduled for consideration at the next meeting.