

Bylaws of
The Colorado Section of the WaterReuse Association
"WaterReuse Colorado"

1 Name

- 1.1 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."

2 Objectives

- 2.1 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.

3 Headquarters and Operation

- 3.1 The geographic boundaries of WaterReuse Colorado are defined as the State of Colorado.
- 3.2 The headquarters of WaterReuse Colorado shall be at the office of the Secretary of WaterReuse Colorado, unless otherwise designated by the Board of Trustees of WaterReuse Colorado.
- 3.3 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.

4 Membership

- 4.1 The membership of WaterReuse Colorado shall consist of Association members for which Colorado has been designated as their primary state or any individual or representative of an organization that pays the separate Colorado Section membership dues to the Association.
- 4.2 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.

5 Voting

- 5.1 Except as noted in Section 5.6, the Board of Trustees ("Board") shall be the governing and voting body of WaterReuse Colorado and shall have the power to act for and on behalf of WaterReuse Colorado. In the event a Member Organization has more than one representative serving on the Board, that Member Organization must designate one Voting Member for all voting matters.
- 5.2 Matters described in Section 5.6 shall be voted on by the general membership through designated Voting Members.
- 5.3 Voting Members must be members of WaterReuse Colorado and shall consist of one representative designated by each Member Organization.
- 5.4 A Member Organization is defined as:
- 5.4.1 Each Association Division A (Agencies & Water Suppliers), Division B (Associate), or

- Division C (Affiliate) member, and
- 5.4.2 Each individual holding an Association Division D (Individual), Division E (Honorary), or Division F (Student) membership.
- 5.5 The designated individual from each Member Organization noted in Section 5.3 shall be the same individual designated as the Member Organization's Trustee or Trustee-At-Large on the Board (if any).
- 5.6 All Voting Members shall be eligible to vote on the following matters:
- 5.6.1 Election of the Board,
- 5.6.2 Modification of WateReuse Colorado bylaws, and
- 5.6.3 Dissolution of WateReuse Colorado.
- 5.7 For all votes conducted under Section 5.6, a simple majority of votes cast shall govern, and a quorum shall consist of 20% of the current number of Member Organizations. Voting shall be conducted in person. Alternatively, at the President's discretion for each matter to be voted on, votes may also be cast via mail, telephone, or electronic transmission. Voting instructions shall be clearly communicated to each Member Organization in advance of each matter to be voted on.

6 Section Finances

- 6.1 Dues: The policy of the Association is to collect all dues from members and rebate 30% of the total dues collected to any approved Section. WateReuse Colorado will, therefore, receive 30% of all member dues collected by the Association from Colorado members. Such dues will accrue to the WateReuse Colorado account, which shall be maintained by the Association. WateReuse 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 leveled annually at the time of membership renewal, and the revenues collected would be used to increase the funds available for WateReuse Colorado for uses consistent with Association objectives and policies. A vote of the WateReuse Colorado Board for submission to, and approval by, the Association's Board of Trustees can authorize changes in WateReuse Colorado assessments.
- 6.2 Fees: WateReuse 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 WateReuse Colorado, and the Bylaws of the Association.
- 6.3 Financial Controls: All WateReuse 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. WateReuse Colorado shall conduct, on a frequency established by the Association, an independent audit of all WateReuse Colorado finances. A qualified financial advisor who is neither an employee nor a Member shall conduct the audit. An audit of the Association which meets these criteria and includes the finances of WateReuse Colorado will be considered acceptable and will not require a second audit.

7 Section Governance

- 7.1 Board of Trustees
- 7.1.1 Authority and Purpose: 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 WateReuse Colorado.

7.1.2 Board Composition: The Board shall be composed of the following persons, each of whom shall be a member of WateReuse Colorado:

- 7.1.2.1 Three or more At-Large Trustees (as deemed necessary by the Board for proper functioning of WateReuse Colorado), comprised of representatives from Association Division 8, C, D, E, and/or F memberships, and
- 7.1.2.2 Trustees — one representative from each Association Division A Member Organization located in Colorado, and
- 7.1.2.3 Officers
 - 7.1.2.3.1 President
 - 7.1.2.3.2 Past President
 - 7.1.2.3.3 Secretary
 - 7.1.2.3.4 Treasurer
 - 7.1.2.3.5 National Representative

7.1.3 Eligibility to Serve on the Board

- 7.1.3.1 All Members of WateReuse Colorado as outlined in Section 4.1 that are in good standing shall be eligible to serve on the Board.
- 7.1.3.2 Only one (1) WateReuse Colorado Officer position as described in Section 7.1.2.3 may be held by any individual at any given time.
- 7.1.3.3 Representatives from a single Member Organization may hold more than one Board position at any given time, but that Member Organization will be limited to one vote on matters brought before the Board, in accordance with Section 5.3.

7.2 Terms of Office for At-Large Trustees, Trustees, and Officers

- 7.2.1 President: shall be one (1) full year or until his or her successor takes office, beginning at the Annual Meeting at which he/she is elected and ending the day before the next Annual Meeting. The President will automatically succeed to the Past President position for a term of one (1) year, beginning at the Annual Meeting at which he/she completes his/her term as President and ending at the next Annual Meeting.
- 7.2.2 Past President: Shall be one (1) full year or until his or her successor takes office, beginning at the Annual Meeting at which he/she is elected and ending the day before the next Annual Meeting.
- 7.2.3 Treasurer: Shall be one (1) full year, beginning at the Annual Meeting at which he/she is elected and ending the day before the next Annual Meeting, or until his/her successor has been elected. The Treasurer will automatically succeed to the position of President.
- 7.2.4 Secretary: Shall be one (1) full year, beginning at the Annual Meeting at which he/she is elected and ending before the next Annual Meeting, or until his/her successor has been elected. The Secretary will automatically succeed to the position of Treasurer.

- 7.2.5 National Representative: Shall be two (2) full years, beginning at the Annual Meeting at which he/she is elected and ending the day before the second Annual Meeting following, or until his/her successor has been elected. Following completion of his/her term, the National Representative role can be extended for an additional two (2) year term.
- 7.2.6 At-Large Trustees: shall be three (3) full years, beginning at the Annual Meeting at which he/she is elected and ending of the day before the third Annual Meeting following, or until his or her successor has been elected and qualified.
- 7.2.7 There is no term limitation for a Trustee position from an Association Division A membership. The Division A member has the right to appoint a representative from their organization to participate on the Board.

8 Election/Duties/Vacancies of the Board

8.1 Election of the Board

- 8.1.1 At least thirty (30) days prior to the opening session of the Annual Meeting, the Board shall appoint a Nominating Committee, that shall choose one (1) or more nominees for each At-Large Trustee and Officer seat that needs to be filled. The Nominating Committee shall make its report during the Annual Meeting, after having first ascertained the willingness of each nominee to serve if elected. The committee report shall be accepted without further action.
- 8.1.2 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.
- 8.1.3 In the event any vacancy occurs on the Board outside the normal term cycle as outlined in Section 7.2, a special meeting of the Board shall be called as soon as practicable and a successor elected by the Board to fill the vacancy for the balance of the current term. Vacancies should be managed as per Section 8.3.
- 8.1.4 In the event of a vacancy in the office of President or National Representative outside the normal term cycle as outlined in Article VIII, the Secretary shall notify the Executive Director of the WasteReuse Association of the name of the successor.
- 8.1.5 In the event that the Secretary or Treasurer is unable or unwilling to assume subsequent officer roles at the end of their term, as defined in Section 7.2, then the nominating committee will designate new candidate(s) to fill the vacant position(s) as described in Section 8.
- 8.1.6 In the event that the President is unable or unwilling to assume the Past President position, this position shall remain vacant for the given term. The duties of the Past President will be carried out by other Officers or members of the Board as requested by the President.
- 8.1.7 In the event that the Treasurer is unable or unwilling to assume the President position then the Officers and Board will convene to decide whether another Officer (i.e., Secretary, President, or Past President) will assume the role of President for the term. The role of President shall not be filled by any member that has not previously served as a WRCO Officer or Board member.

8.2 Duties of the Board

8.2.1 The Board shall meet:

8.2.1.1 When necessary at the call of the President.

8.2.1.2 At least once per year at the Annual Meeting.

8.2.2 Items brought before the Board shall be documented by the Secretary as per Section 8.3.5.

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

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

8.2.5 The Secretary shall be the executive administrator of WateReuse Colorado. He/she shall 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.

8.2.6 The Treasurer shall report, at a minimum, 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.

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

8.2.8 Other specific Officer Duties are specified by and agreed upon by the Board. This record is maintained by the Secretary and serves as a supplement to these Bylaws.

8.3 Vacancies of the Board and Officers

8.3.1 President: the Past President will assume the duties until a successor is named as per 8.1.3, or until the next elections held at the Annual Meeting

8.3.2 Secretary: The President shall assume the duties until a new Secretary is appointed to fulfill the remainder of the term as per 8.1.3, or until the next elections held at the Annual Meeting.

8.3.3 Treasurer: The Secretary shall assume the duties until a new Treasurer is appointed to fulfill the remainder of the term as per 8.1.3, or until the next elections held at the Annual Meeting.

8.3.4 National Representative: The President shall assume the duties until a new National Representative is appointed to fulfill the remainder of the term as per 8.1.3, or until the next elections held at the Annual Meeting.

8.3.5 The Secretary shall notify the Executive Director of the Association of all name changes for all positions when such changes occur.

9 Annual Meeting

- 9.1 The Annual Meeting of WaterReuse 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 Board elections will be conducted.

10 Local Chapters

- 10.1 WaterReuse 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.

11 Adoption and Amendments

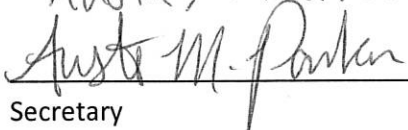
- 11.1 Procedures: Amendments to these Bylaws may be proposed by any WaterReuse Colorado member, or by the Board. All amendments proposed for action at any meeting shall be circulated to the WaterReuse Colorado membership at least thirty (30) days prior to that meeting. An affirmative vote, as per Section 5.7 of this Article, shall be required for adoption of each amendment.

12 Dissolution

- 12.1 Dissolution: Upon the dissolution of WaterReuse Colorado, after paying or adequately providing for the debts and obligations of WaterReuse Colorado, the Association 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 WaterReuse Colorado, and the above Bylaws, consisting of six (6) pages, were adopted by the Members of this Section, in accordance with Section 5 of these Bylaws, on May 2nd, 2019.

Austa M. Parker

Secretary

June 29, 2019
Date