

# BYLAWS FOR THE ARKANSAS BASIN ROUNDTABLE

Originally Adopted March 8, 2006

## Preamble

In Colorado, water is among the state's most important issues. The ability to successfully address the challenges and opportunities related to water requires a basin-driven, collaborative approach. To facilitate continued discussions within and between basins on water management issues, and to encourage locally driven shared solutions to water supply challenges, the Colorado Water for the 21<sup>st</sup> Century Act ("Act") created nine permanent basin roundtables including the Arkansas Basin Roundtable.

## Article I Name And Mission

**Section 1.1 Name.** The name of the organization will be the Arkansas Basin Roundtable, (the "Roundtable").

**Section 1.2 Mission.** The mission of the Roundtable is to facilitate continued discussions within and between basins on water management issues, and to encourage locally driven shared solutions to these issues. The Roundtable will promote project funding and support, public education and participation, and be a conveyor of support and funding to organizations that foster the objectives of the state's water supply initiative.

**Section 1.3 Diversity.** Through legislative action (HB05-1177) Roundtables are created to support diverse stakeholders in membership. These stakeholders perpetuate the Roundtable's responsibilities to ensure transparent process, equitable application, and public involvement in developing basin wide-water needs assessment. The Roundtable will work collaboratively in recognizing basin water needs and devise recommendations for future water management in an atmosphere of population growth and future water demands.

**Section 1.4 Basin-Wide Water Needs Assessment.** The Roundtable will continue with Needs Assessment fulfilling the requirements outlined in the Colorado Water for the 21<sup>st</sup> Century Act (§37-75-104 (II)(c) C.R.S.).

**Section 1.5 Public Education and Outreach.** The Roundtable will serve as a forum for public involvement on water matters in the Arkansas River Basin. The Roundtable will serve as a forum for education and debate regarding: the goals, objectives and operation of the Roundtable; the development of the basin-wide water needs assessment, and proposed projects or methods for meeting water supply needs.

## **Article II Roundtable Membership**

**Section 2.1 Statutory Members.** Statutory roundtable members are those appointed by and representing counties, municipalities, and water conservancy districts, as required by §37-75-104(4)(a)(I)-(III) C.R.S. and a member appointed by state legislative committees as described in §37-75-104(4)(a)(IV) C.R.S. Nothing in these by-laws is intended to modify or discard that statutory rule.

**Section 2.2 At Large Members.** Will be appointed as required by §37-75-104(4)(a)(V) C.R.S. in a process to be determined by the Roundtable.

**Section 2.3 Non-voting Members.** Will be elected pursuant to statute §37-75-104(4)(a)(VI) (A) C.R.S. and will not count towards the quorum.

**Section 2.4 Liaison Members.** The Roundtable may establish procedures to appoint individuals who are not members of the Roundtable as liaisons in order to satisfy local needs.

**Section 2.5 Term of Office.** The term of office for members shall be five (5) years pursuant to statute §37-75-104(4)(b) C.R.S. There is no limit on the number of terms served by any member. Members' terms will automatically renew until a member no longer qualifies for or vacates his or her respective seat, or a new appointment is made pursuant to the same criteria as the original appointment.

**Section 2.6 Work Agreement.** The Roundtable Leadership is empowered to enable work agreements with individuals to perform designated tasks.

## **Article III Executive Committee**

**Section 3.1 General Powers.** The Roundtable Executive Committee has the power, consistent with these Bylaws, to manage as necessary the business and affairs of the Roundtable. In addition to the powers and authorities expressly conferred upon it, the Executive Committee may perform all lawful acts which are not directed to be done by statute or by these Bylaws exclusively by the Roundtable as a whole.

**Section 3.2 Number, Election and Qualifications.** The Roundtable Leadership consists of one (1) chairperson, two (2) vice chairpersons and one (1) recorder. The Executive Committee consists of the Roundtable Leadership together with two (2) IBCC members, one (1) member who is the liaison to the Colorado Water Conservation Board

("CWCB"), one (1) Public Education, Participation and Outreach ("PEPO") representative member, (1) chairperson of the Needs Assessment Committee ("NAC"), and the most recent past chairperson of the Roundtable. The chairperson, vice chairpersons, recorder, IBCC members, PEPO representative and the chairperson of the NAC are voting members elected to office by a two-thirds (67%) of the members present at the annual meeting. The chairperson may appoint ex-officio members to assist the Executive Committee in matters pertinent to their expertise.

**Section 3.3 Term of Office and Term Limits.** The term of office shall be one (1) year. There is no limit on the number of terms served in any office.

**Section 3.4 Removal.** Any member of the Executive Committee may be removed from his or her leadership position whenever, in the Roundtable's judgment as expressed by secret ballot, the best interest of the Roundtable would be served thereby. Such removal will be by a two thirds (67%) vote of the members present at a regular meeting of the Roundtable.

**Section 3.5 Vacancies.** A vacancy in any Executive Committee position because of death, resignation, removal, disqualification or otherwise may be filled by a two-thirds (67%) vote of the Roundtable members present at a regular meeting for the unexpired portion of the term.

**Section 3.6 Salaries.** No member of the Roundtable will receive a salary or other monetary compensation for their work on behalf of the Roundtable.

**Section 3.7 Resignation.** Any member of the Executive Committee may resign from their office at any time by submitting a resignation in writing. Such resignation takes effect at the time of its receipt by the chairperson of the Roundtable unless a date or time is fixed in the resignation, in which case it will take effect at that time. Acceptance of the resignation will not be required to make it effective.

**Section 3.8 Secretary.** A secretary may be engaged by the CWCB to perform administrative duties as directed by the Roundtable Chair.

## **Article IV Decision Making**

**Section 4.1 Policy Decisions.** A concerted effort will be made by the Roundtable to reach policy decisions by consensus.

- A. **Consensus.** The goal of consensus is to respect and protect minority opinions on all issues.
- B. **Dissent.** In the event of a consensus not reached, the chairperson will allow the dissenting member(s) to provide a written summary of their views.

## **Article V Meetings and Governance**

**Section 5.1 Annual Meeting.** An annual meeting of the Roundtable will be held in October of each year to include at a minimum selection of Roundtable Leadership, annual reports, other business pertinent to the Roundtable, and for purposes of the Colorado Open Meetings Law, decide which place or places will be deemed the public location(s) for the posting of notice of Roundtable meeting times and locations.

**Section 5.2 Regular Meetings.** A regular meeting of the Roundtable will be held at least once a quarter. The Roundtable may provide, by resolution, for additional regular meetings, including setting a meeting schedule for a calendar year that specifies monthly meetings on the same day of the month for each month of that calendar year. The notice of the meeting must be posted and distributed in such a manner so as to comply with the Colorado Open Meetings Law.

**Section 5.3 Special Meetings.** Special meetings of the Roundtable may be called by or at the request of the chairperson or vice chairpersons or any five (5) members of the Roundtable upon not less than ten (10) days' notice to the remaining members. The person or persons authorized to call special meetings of the Roundtable may fix any place, which must be within the State of Colorado and the Arkansas Basin, as the place for holding any special meeting of the Roundtable called by them. The notice of the meeting must be posted and distributed in such a manner so as to comply with the Colorado Open Meetings Law.

**Section 5.4 Meeting Attendance.** Members of the Roundtable may participate in any meeting of the Roundtable and be deemed present by being present in person, by telephonic means or by audio and video means by which all persons participating in the meeting can hear each other at the same time. Physical presence of members is the preferred manner of attendance at the annual and regular meetings of the Roundtable.

**Section 5.5 Open Meetings Law.** The Roundtable will be deemed to be a local public body for purposes of the Open Meetings Law. The Roundtable must have at least 24-hour notice of any meeting, which is posted in a public place or places to be

determined by the Roundtable. A meeting agenda will be published and posted with the notice.

**Section 5.6 Minutes.** The Recorder will be responsible for keeping accurate minutes of all Roundtable meetings. All minutes will be subject to approval by the members present at the subsequent Roundtable meeting. Only a member may ask to edit the minutes regarding that member's comments or actions as reflected in the minutes submitted for approval by the Roundtable. These minutes will be stored at the Roundtable's principal office and made available to the public upon request.

**Section 5.7 Quorum.** A quorum will be based on a simple majority of the active members as defined in Article V, Section 5.10.

**Section 5.8 Action by Consent of All Members.** Any action required to be taken at a meeting of the Roundtable may be taken without a meeting, if consent in writing, setting forth the action so taken, will be signed by all of the members entitled to vote with respect to the subject matter thereof. Such written consent or consents will be filed with the minutes of the Roundtable. Such action by written consent of all members entitled to vote will have the same force and effect as a unanimous vote of such members at a meeting at which a quorum is present. As an alternative to physical delivery of written consent, any signed document may be delivered in electronic form by facsimile or electronic mail.

**Section 5.9 Committees, Subcommittees or Other Mechanisms.** The Roundtable will have the ability to establish committees, sub-committees, or other mechanisms to facilitate dialogue and resolution of issues and conflicts within the basin. These mechanisms may be permanent or temporary, and may be established to negotiate compacts, examine negotiated compacts, develop projects, represent geographically different areas within the Roundtable area, or any other reason the Roundtable sees fit. Membership on committees will not be restricted, any member may participate, and therefore the Roundtable should respect the work of a committee. Unless otherwise expressly provided by the Roundtable, all such mechanisms will be considered sub-committees of the Executive Committee.

**Section 5.10 Attendance at Meetings.** Each voting member is considered an "active member" of the Roundtable when first appointed. However, if a voting member of the Roundtable has two (2) consecutive unexcused absences (as determined by the chairperson) from regular meetings of the Roundtable or three (3) unexcused absences from regular meetings within any twelve (12) month period that member will become an "inactive member" and will be placed on an inactive member list. If an inactive member

is a member appointed by an appointing entity, the chairperson of the Roundtable may send written notice of the inactive member's absences to the appointing entity requesting that action be taken by the appointing entity to assure attendance by its appointee. If the inactive member is an at-large member, after written notice to the inactive member and an opportunity for the at-large member to be heard, the members of the Roundtable may vote on removal of such member. Assent by a majority of a quorum of the voting members will be required for removal. In the event of removal, the vacancy will not be filled until the next regular meeting of the Roundtable, to allow public notice of the vacancy so that interested persons may apply to fill the vacancy. A list of both the "active members" and the "inactive members" will be maintained by the Roundtable recorder, secretary, or other designee. If an "inactive member" attends a meeting of the Roundtable, the member will be considered active for that meeting and allowed to vote. However, an "inactive member" who does not attend a meeting will not be counted for purposes of determining a quorum, as set forth in Article V, Section 5.7. The status of an "inactive member" will become "active" when the circumstances causing their inactive status no longer apply.

**Section 5.11 Vacancies.** Any vacancy occurring in the Roundtable will be filled according to the statutory procedures described in the Act.

**Section 5.12 Compensation.** The members will receive no compensation for their service as a Member of the Roundtable. However, nothing will preclude a member from receiving reimbursement from CWCB for actual expenses incurred and incident to the performance of the Roundtable duties as may be authorized by CWCB.

**Section 5.13 Resignation by Member.** Any Member may resign from the Roundtable at any time by notifying both the chairperson of the Roundtable and, if so appointed, the appointing body described in Article IV, Section 2. Such resignation takes effect from the time of its receipt by the chairperson of the Roundtable unless a specific date or time is set by the notification, in which case it will take effect at that time. Acceptance of the resignation will not be required to make it effective.

**Section 5.14 Participation by Non-Members.** Public participation in the Roundtable process is encouraged by expressing views and opinions to Members. Members may consider these views and opinions when deciding how the Roundtable business will proceed. The chairperson, when conducting a meeting in furtherance of Roundtable business, may limit public comment, pursuant to the Open Meetings Act, to a reasonable time. The chairperson may limit the discussion of any topic or issue of Roundtable business to Roundtable members, liaisons, and non-voting members only.

**Section 5.15 Rule of Conduct.** The Roundtable will conduct its business in accordance with the Act, these Bylaws, and any applicable guidance from CWCB.

## **Article VI Roundtable Powers**

**Section 6.1 Interbasin Compacts.** Since the General Assembly has approved the Interstate Compact Committee Charter, the Roundtable has the powers defined within the Charter established under the Act. In order for it to become valid and binding, the Roundtable will, by consensus, agree to any compact that is negotiated.

**Section 6.2 Interbasin Compact Committee (“IBCC”).** The Roundtable membership will elect two (2) members to represent the Roundtable on the IBCC in accordance with the provisions of CRS § 37-75-105(1)(a) and one alternate representative, and more specifically:

- A. Representatives will serve a two (2) year term and will be elected or re-elected at the annual meetings at or immediately following the end of their respective terms.
- B. At least one Representative must own an adjudicated water right (including mutual ditch company shares) within the Arkansas Basin.
- C. Each Representative must be a Roundtable member and reside within the Arkansas Basin.
- D. Only Roundtable members present at the annual meeting may vote for the election of a Representative.

**Section 6.3 Basin-Wide Water Needs Assessment.** The Roundtable will develop a basin-wide water needs assessment (also commonly referred to as the “Basin Implementation Plan” or “BIP”) and periodic updates of this assessment to fulfill the provisions of the Colorado Water for the 21<sup>st</sup> Century Act §37-75-104(2)(c). This assessment will look at the consumptive and non-consumptive needs of the basin and propose projects or methods (both structural and nonstructural) for meeting any identified needs.

**Section 6.4 Public Education, Participation and Outreach (“PEPO”).** The Roundtable will have the authority to implement a workgroup committee to nurture public interest in Colorado’s Water Plan and any additional basin implementation plans. This workgroup may be independent or function under any organizations deemed appropriate by the Roundtable Executive Committee. The Roundtable will select a PEPO representative from its membership at its annual meetings, who will serve on the Executive Committee.

## **Article VII IBCC Representatives - Attendance, Reporting, Authority**

**Section 7.1 Attendance.** The IBCC representatives will attend each meeting of the Roundtable, the Executive Committee, and the IBCC. The attendance standards for members set forth in Article V, Section 10 will apply to IBCC representatives' attendance at Roundtable and IBCC meetings.

**Section 7.2 Reporting.** The IBCC representatives will make regular reports to the Roundtable of the proceedings of the IBCC.

**Section 7.3 Authority.** The IBCC representatives will:

- A. Represent the views and interest of the Roundtable on the IBCC and will strive in all events to conserve, protect and defend the waters of Colorado for the use, benefit and enjoyment of the people of Colorado;
- B. Have the power to negotiate, approve and amend the IBCC bylaws;
- C. Have the power to negotiate approve and amend the IBCC Charter, and;
- D. Participate in the development of the IBCC's public education, participation and outreach process.

**Section 7.4 Limitation of Authority.** The IBCC representatives will not provide affirmative support for any compact without formal approval by the Roundtable.

## **Article VIII Contracts, Loans, Checks and Deposits**

**Section 8.1 Contracts.** The Roundtable may authorize the chairperson or vice chairpersons, agent or agents, to enter into any contract on behalf of the Roundtable and such authority may be general or confined to specific instances.

**Section 8.2 Checks, Drafts, etc.** The Roundtable will neither issue nor accept checks, drafts, or other forms of payment from private parties.

## **Article XIV Fiscal Year**

The fiscal year of the Roundtable will begin on the first day of July and end on the last day of June in each year.

## **Article X Indemnification**

The Roundtable will have the power to indemnify any chairpersons, vice chairpersons, recorder, member, employee, or agent of the Roundtable to the fullest extent permitted under Colorado Law.

## **Article XI Uniformity of Interpretation and Severability**

These Bylaws will be so interpreted and construed to conform to the statutes of the State of Colorado, and where conflict between these Bylaws and a statute has arisen or will arise, the Bylaws will be considered to be modified to the extent, but only to the extent, conformity will require. If any Bylaw provision or its application is deemed invalid by reason of the said nonconformity, the remainder of the Bylaws will remain operable in that the provisions set forth in the Bylaws are severable.

## **Article XII Amendments**

The Roundtable's Bylaws will be reviewed as needed. These Bylaws may be altered, amended, repealed, or replaced by new bylaws by the Roundtable at any annual, regular or special meeting of the Roundtable.

## **Article XIII Ratification of Bylaws**

These Bylaws will become valid and binding after ratification by a 67% vote of the members present any meeting of the Roundtable, provided that notice of the proposed amendment was given two weeks prior to the meeting along with the meeting notice.

## **Arkansas Basin Roundtable Bylaws Signature Page**

These amended Bylaws are hereby ratified by a vote of the members of the Roundtable on March 13, 2024. The Roundtable's original bylaws were adopted effective March 8, 2006, and previously amended August 9, 2006, January 10, 2007, and February 10, 2016.

By: \_\_\_\_\_  
Chairperson, Arkansas Basin Roundtable

Attest: \_\_\_\_\_  
Recorder