

Bylaws

Of

Coalition for the Upper South Platte

Article 1

Offices

Section 1. Principal Office

The principal address of the corporation is located in Park County, State of Colorado.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment to the Bylaws.

The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment to these Bylaws.

Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time designate.

Article 2

Nonprofit Purposes

Section 1. IRS Section 501(c)3 Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(C)3 of the Internal Revenue Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be:

To protect the ecological health and water quality of the Upper South Platte Watershed through the cooperative efforts of watershed stakeholders, with emphasis on community values and economic sustainability.

The members of the corporation are watershed stakeholders who have identified the following preliminary list of goals:

- a. Protect water quality in the Upper South Platte River and its tributaries to support beneficial uses, including, but not limited to, drinking water supply and cold water fisheries.
- b. Sustain the productivity and diversity of the ecological systems within the watershed.

- c. Address water quality impacts related to water quantity management.
- d. Identify and recommend management practices for nonpoint pollution sources that may include, but are not limited to, grazing, forestry, transportation corridors, mining, erosion, development, and septic systems.
- e. Minimize the impacts from catastrophic events through preventive planning and activities.
- f. Provide a vehicle for citizens, other nonprofit entities, and local government entities to address local concerns with local solutions.

Section 3. Boundaries

The boundaries of the Upper South Platte Watershed are defined as the areas draining to the South Platte River and its tributaries above Strontia Springs Reservoir to the headwaters. CUSP may under work outside the watershed boundaries when that work when said works is deemed by the Executive Director and the Executive Committee or full Board to help CUSP fulfill its mission.

Article 3 Organization

Section 1. Member Entities

The Coalition for the Upper South Platte (CUSP) is made up of stakeholders that support the mission and the specific objectives and purposes as outlined in Article 2, Section 2. It is the goal of the CUSP Board of Directors to encourage wide participation and membership in CUSP. All stakeholders, including members of the public, are welcome to join. New members may be invited to join the Board in the future on an affirmative vote of the Board of Directors, pursuant to Section 9, below.

A list of current Board members are posted on CUSP's website.

Section 2. Board of Directors

The Board of Directors shall consist of at least eleven members, and no more than twenty-five members. The Board consists of members from the following classes of stakeholders:

1. **The Counties** within the watershed (up to four seats).
2. **Other local governments** within the watershed (up to two seats).
3. **Front Range water providers** (up to four seats).
4. **Conservation districts** (up to two seats).
5. **Conservancy districts** (up to two seats).
6. **State agencies** (up to two seats).
7. **Business community** (up to three seats).
8. **Environmental community** (up to three seats).
9. **Recreation community** (up to three seats).
10. **Interested individuals** (up to seven seats).

The Board will take reasonable steps to assure that there is at least one member representing each class of membership. The Executive Committee (or a committee appointed by them) and Executive Director will serve as the search committee to identify potential directors.

Federal agencies may have up to two seats on the Board of Directors in an ex-officio advisory capacity, but federal agency personnel may not hold full voting privileges.

Members of the Board of Directors (or their Board-recognized alternates) who are unable to attend a meeting in person, may vote by telephone, fax, or e-mail. Members must contact the secretary, or such person as the Secretary designates (designee), at least two days prior to a scheduled meeting, to make arrangements to use alternate voting privileges. The Secretary, or designee, will provide forms, as necessary, to enable members to vote through alternative means.

The Board of Directors votes to approve new Board members.

Section 3. Officers of the Board of Directors

The Board of Directors will elect officers from among themselves. Officers of the Board will include Chair, Vice-Chair, and Secretary/Treasurer. The Board may, at its discretion, opt to elect separate individuals to fill the positions of Secretary and Treasurer.

Officers will serve for a term of two years. Officer terms will be staggered so that the entire slate of officers does not turn over in any given year. To help provide continuity, the Vice-Chair will serve one term as Vice-Chair, and then become Chair for the next term. Officers will be nominated through a nominating committee, which will be appointed during the last official business meeting of each even year, and confirmed by a majority vote of the Board of Directors. Elections will then take place during the first official meeting of each calendar year.

The officers of the Board will constitute the Executive Committee. The Board of Directors may, at its option, delegate any or all of its powers and duties to the Executive Committee by majority vote.

Each officer of the Board shall serve until his or her successor is elected and qualifies. Officers may resign before completion of their term, or by providing sixty (60) days written notice to the Secretary or designee.

Section 4. Termination of Board Participation

Any Board member, or entity with a representative on the Board of Directors, may terminate participation at any time, by giving sixty (60) days written notice of termination to the Board of Directors. Written notice expressing intent to terminate participation should be accompanied with a written explanation of why the member or entity is terminating its participation in the Board of Directors.

The Board may take action against any Board member who regularly fails to attend meetings and has three unexcused absences in a year, or who fail to participate in necessary activities of the Board, up to and including forced termination from the Board.

In the case of an entity representative resigning, or being terminated for failure to participate, the entity may immediately assign a replacement to the Board.

Section 7. Membership Fee

Each member of the Board of Directors, or the entities they represent, shall contribute an annual membership fee in such amount as may be determined by the Board of Directors. The Board of Directors may, at their discretion, establish sliding fees for different classes of membership. CUSP will accept general memberships and donations from members of the public and other supporters.

Section 8. Committees

Committees and subcommittees may be formed as needed to perform tasks identified by the Board of Directors. Each committee shall serve at the pleasure of the Board, and may be longstanding, or short-term. Meetings and actions of all committees shall be governed by all provisions of these Bylaws concerning meetings of the Board of Directors, with such changes as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution by the Board of Directors or by the committee.

Section 9. Decision Making

It is the intent of the Board of Directors to achieve consensus on all action items. In the event that consensus is not achieved, and in a quorum vote (see Section 16, below), if 27% or more members vote negatively on an issue, the item under consideration will be tabled until consensus can be achieved.

As some issues that come before the Board of Directors may have a time sensitive nature, and as members may need to clearly understand the intent of the Board with regard to said issues, a vote may be called for to establish if consensus has been reached. Any member wishing to call for a vote on an issue shall notify the Secretary or designee at least seven (7) days prior to said vote.

Section 10. Compensation

No compensation will be authorized or paid to the Board of Directors. Reimbursement for certain expenses (such as travel to a meeting deemed to be for the benefit of CUSP) may be made, if authorization for said expense is approved by the Executive Committee. Members wishing to be reimbursed should request authorization prior to incurring expenditures.

Section 11. Conflict of Interest

CUSP has a formal Conflict of Interest Policy. All members of the Board of Directors, staff, and key volunteers or consultants shall review this policy annually and shall always conform with this policy.

Section 12. Powers

Subject to the provisions of the laws of this state, and any limitations in the Articles of Incorporation or these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 13. Duties

The Board of Directors will have primary oversight for setting the strategic course of CUSP, and for the review and approval of major programs and plans. The Board of Directors will review and approve other policies developed by the Executive Director or the Executive Committee (including but not limited to financial, conflict of interest, personnel, safety, and/or operational policies). Other duties include, but are not limited to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- b. Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix compensation, if any, of all officers, agents, and the Executive Director of this corporation.
- c. The Executive Director, with direction from the Executive Committee, has oversight to hire or fire additional employees as deemed necessary to meet the corporation's obligations under grants, agreements, and other funding sources, and to fulfill its mission.
- d. Supervise all officers, agents and the Executive Director of the corporation to assure that their duties are performed properly.

Officers of the Board of Directors are expected to perform additional duties, as outlined below:

The Chair will convene regularly scheduled board meetings, preside or arrange for other members of the executive committee to preside at each meeting in the following order: vice-chair, secretary and treasurer. Additional duties of the Chair include:

- a) Oversee board and executive committee meetings.
- b) Serve as ex-officio member of all committees.
- c) Work in partnership with the chief executive to make sure board resolutions are carried out.
- d) Call special meetings as necessary.
- e) Appoint all committee chairs, and with the chief executive, recommend who will serve on committees.
- f) Assist chief executive in preparing agenda for board meetings.
- g) Assist chief executive in conducting new board member orientation.
- h) Oversee the search for a new chief executive.
- i) Coordinate chief executive's annual performance evaluation.
- j) Work with the nominating committee to recruit new board members.
- k) Act as an alternate spokesperson for the organization.
- l) Consult with board members on their roles and help them assess their performance, individually and through an annual Board Self Assessment.

Vice Chair: The vice chair shall chair committees on special subjects as designated by the board. Other duties are as follows.

- a) Attend all board meetings.
- b) Serve on the executive committee.

- c) Carry out special assignments as requested by the board chair.
- d) Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence.
- e) Participate as a vital part of the board leadership.

Secretary: The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. Other duties performed by the secretary include the following:

- a) Attend all board meetings.
- b) Serve on the executive committee.
- c) Maintain all board records and ensure their accuracy and safety.
- d) Review board minutes.
- e) Assume responsibilities of the chair in the absence of the board chair, chair-elect, and vice chair.
- f) Provide notice of meetings of the board and/or of a committee when such notice is required.

Treasurer: The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public. Additional duties are as follows.

- a) Maintain knowledge of the organization and personal commitment to its goals and objectives.
- b) Understand financial accounting for nonprofit organizations.
- c) Serve as chairperson of the finance committee.
- d) Manage, with the finance committee, the board's review and action related to the board's financial responsibilities.
- e) Work with the chief executive and the chief financial officer to ensure that appropriate financial reports are made available to the board on a timely basis.
- f) Assist the chief executive or the chief financial officer in preparing the annual budget and presenting the budget to the board for approval.
- g) Review the annual audit with the auditor, as required by law, and answer board members' questions about the audit.

Section 14: Meet at such times and places as required by these Bylaws and to adequately fulfill the responsibilities as defined below:

- a. Provide leadership to guide and implement the Mission Statement and identified goals of CUSP.
- b. Help to integrate stakeholders' interests in the watershed around programs and projects.
- c. Oversee business affairs of CUSP.

- d. Help develop funding.
- e. Other responsibilities as identified by the Board of Directors.

Section 15. Place of Meetings

Regular meetings shall be held at rotating places of business throughout the watershed and the Front Range in order to accommodate the large geographical area covered by the interests of the members, or at such other places as may be designated from time to time by resolution of the Board of Directors. The Board may opt to schedule special meetings via telephone conference call or web-based electronic meeting systems.

Section 16. Meetings

- a. Meetings of the Board of Directors will be held at least quarterly, and monthly meetings may be held, as business requires.
- b. Written notice of meetings shall be given to each member, and others as appropriate, at least fourteen days before all regular scheduled meetings.
- c. All meetings are open to the public, and notice shall be given on the CUSP website.
- d. Special meetings may be called by any member upon receipt of written request submitted to the Secretary or designee, at least three days before said meeting is scheduled to be held.
- e. At 51% of the members must be present to constitute a quorum. No vote may be taken in the absence of a quorum.
- f. Special meetings held via telephone conference call must address a specific issue, or issues, which cannot wait until a regular meeting.

Section 17. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chair. If no such person has been designated, or in his or her absence, than the Vice-Chair shall preside. In the absence of both the Chair and the Vice-Chair, than a temporary Chair shall be chosen by a majority of those present at the meeting.

The Treasurer must be a member of the Board of Directors.

The Board shall elect a Secretary. The Secretary shall oversee the taking and preservation of the minutes of all meetings of the Board, shall assure that the records of the corporation are responsibly maintained and safeguarded, shall attest to all certified copies of official records, shall assure that documents of the corporation as may be required by law are appropriately filed, and shall perform such other duties as prescribed by the Board of Directors or by law. The Secretary may designate the Executive Director to perform any or all secretarial functions as described by these Bylaws.

If the Secretary is temporarily unavailable to fulfill his or her duties, the Board may appoint another qualified person to perform secretarial functions until the Secretary becomes available once again. Each committee shall appoint a person to perform secretarial functions for their committee, and said person shall file a copy of all documentation regarding committee work with the Secretary.

Section 18. Vacancies

Vacancies on the Board of Directors shall exist 1.) on the death, resignation, or removal of any director, and 2.) whenever the number of authorized directors is increased.

Any director may resign by providing written notice to the Chair, the Secretary, or the Board of Directors. No director may resign if the Board would then be left without sufficient directors to carry out its affairs, except upon notice to the Office of the Attorney General or other appropriate agency.

Directors may be removed from office, with or without cause, as permitted by these Bylaws and laws of this State.

Section 19. Nonliability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation, except as provided for by the laws of this State.

Section 20. Indemnification

The Directors of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this State.

Section 21. Insurance of Corporate Officers

Except as otherwise noted under the provision of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent) against liability asserted against, and incurred by the agent in such capacity and arising out of the agents status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or the provision of law.

Article 4

Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

The Board of Directors authorize the Executive Director and the Operations Director to enter into contracts, and execute and deliver instruments in the name of the corporation, and on behalf of the corporation.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the Chair. The Treasurer and Chair may designate other signatories, as they deem necessary for specific purposes.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts

The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Section 5. Financial Policies

The Board may adopt by resolution written Financial Policies that supersede any or all sections of this Article, without having to revise these Bylaws.

Article 5 Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records

CUSP shall keep at its principal office or at such place as the Secretary designates:

- a. Minutes of all meetings of the Board of Directors, of committees, and of all members, indicating the time and place such meeting was held, whether a regular meeting or special meeting, how called, notice given, and names of those present and the proceedings thereof.
- b. Adequate and correct books and record of accounts, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts disbursements, gains and losses.
- c. A record of its members, if any, indicating their names, addresses, and if applicable, class of membership.
- d. A copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section 2. Corporate Seal

The Board may adopt, use, and at will, alter a corporate seal. Such seal shall be kept by the Secretary. Failure to affix the seal to corporate instruments, however, shall not affect the validity of such instrument.

Section 3. Inspection Rights

Every Director shall have the absolute right, at any reasonable time, to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the corporation.

Each and every member, including special classes, and members of the general public, shall have the following rights, for a purpose reasonably related to such person's interests:

- a. To inspect and obtain copies of records of all voting Director's names and addresses, and voting rights, at such reasonable times upon written demand to the Secretary.

- b. To inspect and obtain copies of, at any reasonable time, records of minutes, upon written demand to the Secretary.

The Board may establish reasonable fees to charge for copying requested records. Any inspection under these provisions may be made by the person, an agent or attorney, for the person making the request.

Section 4. Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this State or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

Article 6

IRS 501(c)3 Tax Exempt Provisions

Section 1. Limitation on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided for by Section 501 (h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on a.) by a corporation exempt from Federal income tax under Section 501 (c) 3 of the Internal Revenue Code, or b.) by a corporation, contributions to which are deductible under Section 170 (c) 2 of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered by employees and agents, and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

No part of the net earnings of this corporation, all assets remaining after payment of all its debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or shall be distributed to the Federal government, or a state or local government for public purposes. Such distribution shall be made in accordance with all applicable provisions of the laws of this State.

Article 7

Amendment of Bylaws

Section 1. Amendment

These Bylaws may be amended by a vote of the Board of Directors at any regular meeting, or any special meeting of the Board, provided that the amendment has been submitted in writing to the Board at the previous meeting and included in the minutes of that meeting.

Article 8

Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of the Bylaws shall be unaffected by such holding.

All references in the Bylaws to the Articles of Incorporation shall by to the Articles of Incorporation and Articles of Amendments to the Articles of Incorporation of this corporation, as filed with the Secretary of State and used to establish the legal existence of the corporation.

All references in these Bylaws to a section, or sections, of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of future Federal tax codes.

Adoption of Bylaws

Adopted by a vote of the Board of Directors on this 7th day of December, 2014.