

BYLAWS OF THE COLORADO WASTEWATER UTILITY COUNCIL

January 2003

Section I - Establishment of Wastewater Utility Council.

There is hereby established a Colorado Wastewater Utility Council (Council), the purpose of which shall be to develop programs to evaluate, respond to, educate, and comment on regulatory, and other matters which directly affect wastewater utilities and to encourage provision of better wastewater service to the public.

The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)3 of the Internal Revenue Code.

Section II - Membership.

A representative of any municipal or quasi-municipal agency in Colorado engaged in the operation of any collection, treatment, or disposal of wastewater may be a member of the Council. Municipal agencies in Colorado who are members of Water Environmental Association are encouraged to become members of the Council. An officer/trustee of the Rocky Mountain Section of the W.E.A. residing in the State of Colorado, may be an ex-officio member of the Council and may serve as the liaison representative to the RMWEA.

Membership shall be determined by payment of annual dues and designation of a representative and an alternate.

Section III - Officers.

The officers of the Council shall be a Chair, Vice Chair, Secretary, Treasurer and one (1) Director, each of whom shall be elected from the membership of the Council. Elections shall be held at the annual meeting.

Section IV - Terms of Office and Vacancies.

The term of office for all Officers shall be one (1) year.

The officers may be elected to successive terms.

The terms of newly elected Officers and Directors shall begin and those of their predecessors shall end at the annual election.

In the event a Chair is unable to complete the term of office, the Vice Chair shall act as Chair until the next Council meeting at which time a new Chair shall be elected to fill the unexpired term. Vacancies occurring in other offices shall be filled by appointment of the Chair for the unexpired term and all such appointees shall be eligible for election at the next scheduled election to a full term in office.

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Section V - **Executive Committee.**

There shall be an Executive Committee of the Council composed of the Officers.

The Executive Committee shall be empowered to act on behalf of the Council as directed by the Council. In an emergency or when it is not possible to perform a fax, telephone or e-mail ballot, the Executive Committee (by a unanimous vote of the Executive Committee) shall be empowered to act for and on behalf of the Council. The Executive Committee shall strive to consider the position of all utility members, regardless of utility size and meeting attendance, in all emergency actions. All actions taken by the Executive Committee shall be reported to the Council membership within 30 days of the action.

Section VI - **Voting.**

Each member shall have one vote. Twenty-five percent (25%) of the membership shall constitute a quorum present at a regularly scheduled meeting. An affirmative vote of a majority of the members present at a regularly scheduled meeting shall be required to authorize action on any matter, except the Bylaws. When members disagree with a Council position, it is their responsibility to ask the Council to specifically mention that they are not in agreement or to present the vote tally on that issue.

Section VII - **Fax, Telephone or E-mail Ballots.**

When regulatory matters arise without sufficient notice and a member of the Executive Committee of the Council feels that it is in the best interests of the Council to take immediate action, the Chair may poll the members by fax, telephone, or e-mail for their vote. If the membership is polled, an affirmative vote of a simple majority of the members shall be required to authorize action on any matter. The fax, telephone or e-mail ballots shall be confirmed at the next regular meeting of the Council and so recorded in the minutes of that meeting.

Section VIII - **Meetings.**

The Council shall hold at least one meeting each year (the annual meeting). The annual meeting shall normally be held at the RMSAWWA/RMWEA conference. In the event the conference is not held, the Chair shall schedule an annual meeting. Other meetings may be held upon call of the Chair at such times and places as may be specified.

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Section IX - **Committees.**

The Chair shall be empowered to appoint such standing and ad hoc committees as may be required to properly conduct the business of the Council. Persons who reside in Colorado and who are not involved with a wastewater utility may be eligible for appointment to committees.

Section X - **Funds.**

Funds for operation of the Council shall be provided through dues assessed of the members. Dues shall be determined by vote at the annual meeting.

If, in the opinion of the Council, legislative or regulatory matters arise, which require expenditures beyond funds available to the Council, the Council shall be authorized to solicit funds from its membership specifically to respond to the matters in question or obtain funds from the Association for this purpose.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section XI - **Reports.**

The Chair shall present a report on Council activities to the membership at the annual meeting. The Treasurer shall present a financial report to the membership at the annual meeting.

Section XII - **Audit.**

The financial activities of the Council shall be audited at least once every three years or more often by a vote of the Council.

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Section XIII - **Bylaws.**

These bylaws may be amended from time to time by a two-thirds majority vote of the membership. Fax, telephone, or e-mail votes shall be accepted.

Section XIV - **Dissolution.**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.