

# **BYLAWS OF THE COLORADO WASTEWATER UTILITY COUNCIL**

## **1. Establishment of Wastewater Utility Council.**

- 1.1. 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 to encourage better wastewater services 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.

## **2. Offices.**

- 2.1. The principal place of business of the corporation shall be located at 4 Mourning Dove Lane Littleton, CO 80127.
- 2.2. The name and address of the registered agent and office of the corporation is Paul Ferraro, 4 Mourning Dove Lane Littleton, CO 80127. The Board of Directors may change the registered office and the registered agent at any time.

## **3. Membership.**

- 3.1. The different levels of membership of Council shall be written into Policy 002. This policy describes each membership level and voting rights.
- 3.2. The membership of any member shall terminate automatically if such member ceases to qualify as an organization described in Policy 002. A member who fails to pay any dues or assessments within thirty (30) days after written notice of such failure to pay is delivered to such member shall be automatically suspended from membership until all such dues or assessments are fully paid, at which time such member shall be automatically reinstated. The membership of any member may be terminated at any time

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without cause by the Council's Board of Directors. The voting members, by the vote of two-thirds (2/3) of all members entitled to vote thereon, may suspend or expel any member for cause. Any member who is suspended by a vote of the members shall remain so until reinstated by a vote of two-thirds (2/3) of all members entitled to vote thereon. During any period of suspension, a member shall not be entitled to exercise the rights and privileges of membership, including without limitation the right to vote. A member who has been expelled or suspended shall be liable to the corporation for dues, assessments, or fees as a result of obligations incurred or commitments made prior to the expulsion of suspension. A member may only resign if the member has paid all dues and assessments.

## **4. Officers.**

- 4.1. The Council shall have a Board of Directors (Board) consisting of five (5) officers whom shall be elected from the membership at the annual meeting (Officers). The Officers of the Council shall be a Chair, Vice-Chair, Secretary, Treasurer, and a Director.
- 4.2. Officers must be part of a member organization and 18 years of age or older. Only one representative from any member organization may serve as an Officer during the same term to avoid conflicts of interest.
- 4.3. Duties of the Officers are written in Policy 001.
- 4.4. The Council may require any Officer or agent of the Council to execute to the Council a bond in such sums and with such sureties as shall be satisfactory to the Council, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money, and other property of whatever kind in such person's possession or under such person's control belonging to the Council.

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4.5. The compensation, if any, of each Officer shall be as determined from time to time by the Council, or by an officer or committee to which such authority has been delegated by the Council. To the extent reasonably feasible, the person or persons determining compensation shall obtain data on the compensation of officers holding similar positions of authority within comparable organizations, shall set the compensation based on such data and evaluation of the officer's performance and experience as related to the requirements of the position, and shall document the basis for the determination, including the comparison data used, the requirements of the position, and the evaluation of the Officer's performance and experience. However, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

## **5. Election/Duties/Terms/Vacancies of the Board/Executive Committee.**

### **5.1. Election of the Board**

5.1.1. At least thirty (30) days prior to the opening session of the Annual Meeting, the Board (or Chair) shall appoint a Nominating Committee that shall choose one (1) or more nominees for each Officer(s) 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.

5.1.2. The Chair or Vice-Chair at the scheduled Annual Meeting shall, after reading the report by the

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Nominating Committee, shall call for further nominations from the floor for each office. Election of members of the Board shall be by voice vote.

## 5.2. **Term of Office.**

5.2.1. The term of officer for each Officer shall be one (1) full year, beginning at the Annual Meeting at which he/she is elected and ending the day of the next Annual Meeting or when his or her successor takes office.

## 5.3. **Vacancies of the Board and Officers.**

5.3.1. Chair: the Vice-Chair will assume that duties of the Chair until the next Council meeting at which time a new Chair shall be elected to fill the unexpired term.

5.3.2. Secretary: The Vice-Chair shall assume the duties of the secretary until a new Secretary is appointed by the Chair to fulfill the remainder of the term.

5.3.3. Treasurer: The Secretary shall assume the duties of Treasure until a new Treasurer is appointed by the Chair to fulfill the remainder of the term.

5.3.4. Director: the Chair will appoint a Director to fulfill the duties of this position for the remainder of the term.

## 5.4. **Executive Committee.**

5.4.1. The Executive Committee is composed of the Board. The Executive Committee shall be empowered to act on behalf of the Council when issues need to be

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addressed that cannot wait until a normally scheduled meeting.

- 5.4.2. All actions taken by the Executive Committee shall be reported to the Council membership within thirty (30) days of action.

## **6. Voting.**

- 6.1. Voting members must be members of the Council in good standing and shall have one primary representative and one alternate representative designated by their organization. The alternate representative will vote on matters in the absence of the primary representative. For all votes submitted to the general membership at a Council meeting, a simple majority of votes cast shall constitute formal action of the members, unless a different majority is set forth in these bylaws. A quorum shall consist of 10% of the current members. A quorum must be physically present in order for the general membership to vote on an issue.

At the Chair's discretion for each matter to be voted on, votes may also be cast via telephone or e-mail. Voting instructions shall be clearly communicated to all members in advance of each matter to be voted on.

## **7. Meetings.**

- 7.1. The Colorado Wastewater Utility Council shall have at least one annual meeting. All meetings will be scheduled per Policy 004.

## **8. Committees.**

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- 8.1. The Chair shall be empowered to appoint Ad-hoc committees as may be required to properly conduct the business of the Council.
- 8.2. The committees either Ad-Hoc or Standing shall follow Policy 005.
- 8.3. In addition to individuals who are part of member organizations, persons who reside in Colorado and who are not involved with a wastewater utility may be eligible for appointment to committees.

## **9. Funds.**

- 9.1. Funds for operation of the Council shall be provided through dues assessed of the members. Policy 002 describes the various types of memberships and Policy 003 lists the dues associated for each membership level. If, in the opinion of the Project Advisory Committee, a project has arisen and meets the needs of the Council and the requirements, as described in Guidance Document 001 which require funds beyond what is available, the Council shall be authorized to solicit funds (a special assessment) from the membership specifically dedicated to the project in question. No part of the net funds available to the Council 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 approved 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 Council may 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 Council

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shall not carry on any other activities not permitted to be carried on by an organization exempt under the federal income tax code for 501(c)3.

## **10. Reports.**

10.1. The Treasurer and the Secretary will develop reports per Policy 001 Officer Responsibilities.

10.2. An outside firm will be hired to perform an audit of the financials of the Council at least every three (3) years.

## **11. Fiduciary Matters.**

11.1. The Council shall indemnify each director, officer, employee, and volunteer of the Council to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section. The Council shall have the right, but shall not be obligated, to indemnify any agent of the Council not otherwise covered by this section to the fullest extent permissible under the laws of the State of Colorado.

11.2. If any provision these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the Council shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of state or federal law or these bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the Council shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition

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of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

## **12. Records.**

- 12.1. The Council shall keep the following records:
  - 12.1.1. Appropriate accounting records reflecting the financial transactions of the Council.
  - 12.1.2. Membership list reflecting the active members of the Council.
- 12.2. All Council records shall be kept in written or electronic form and shall be maintained at the Council's principal office.
- 12.3. All members shall be entitled to review and copy the business records of the Council upon request, during regular business hours, provided that the member gives the Council a written demand to inspect specific records at least five (5) business days before the date on which the member wishes to inspect or copy such records.
- 12.4. The Council shall be entitled to impose a reasonable charge for covering the costs of labor and material in providing records to a member. The charge may not exceed the estimated cost of production and reproduction of the records.

## **13. Amending Bylaws.**

- 13.1. These bylaws may be amended from time to time by a two-thirds majority vote of the membership at the annual meeting.

## **14. Dissolution.**

- 14.1. 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.