

**RESTATED AND AMENDED BYLAWS
(REVISED APRIL 15, 2010 AND JULY 21, 2011)
OF THE
CHERRY CREEK BASIN WATER QUALITY AUTHORITY**

**ARTICLE I.
STATEMENT OF PURPOSE**

The statutory purpose and focus of the Cherry Creek Basin Water Quality Authority (“Authority”) is to improve, protect and preserve the water quality of Cherry Creek and the Cherry Creek Reservoir, and as enumerated in Section 25-8.5-101 et seq., C.R.S., as amended, to:

1. Exist for the public benefit and advantage of the people of the State of Colorado;
2. Benefit the inhabitants and landowners within the boundaries of the Authority by preserving water quality in Cherry Creek and Cherry Creek Reservoir;
3. Benefit the people of the State of Colorado by preserving waters for recreation, fisheries, water supplies, and other beneficial uses;
4. Promote the health, safety and welfare of the people of the State of Colorado;
5. Provide for effective efforts by the various counties, municipalities, special districts, and landowners within the boundary of the Authority in the protection of water quality; and
6. Provide that new development and construction pay its equitable proportion of the cost for water quality preservation and facilities.

**ARTICLE II.
MEMBERSHIP OF AUTHORITY**

The Members of the Authority shall consist of the following entities and individuals:

A. Entity Members.

1. **County Members.** Each county that has property within the Authority’s boundaries; and
2. **Municipal Members.** Each municipality that has property within the Authority’s boundaries; and

3. **Special District Member.** There shall be one special district Member which shall be designated by all of the special districts organized pursuant to Article I of Title 32 C.R.S. which include in their service areas property within the Cherry Creek Basin and that own and operate wastewater treatment service facilities in the Cherry Creek Basin. For purposes of this Article II, wastewater treatment facilities shall mean a wastewater treatment facility with a design capacity to receive and treat more than two thousand gallons of sewage per day.

B. Individual Members. The Authority shall have seven Individual Members who shall be appointed by the Governor to represent sportspersons' or recreational organizations that have members that use the reservoir. A minimum of two of these appointees shall be from bona fide citizen or environmental organizations interested in preserving water quality with members who use the reservoir or live within the Cherry Creek Basin, as provided in Section 25-8.5-105(1)(d), C.R.S., as amended.

C. Ex-Officio Members. Every soil conservation district of which more than two thirds of its territory is included within the Authority's boundaries shall be an ex-officio member of the Authority. The Authority reserves the right to designate or to remove, from time to time, as an ex-officio member of the Authority any nonprofit public interest group or association having an interest in the Cherry Creek Basin and any governmental or quasi-governmental agency, as provided in Section 25-8.5-108(1)(b) C.R.S. Ex-officio members shall be non-voting members of the Authority and shall not be entitled to designate a representative to sit on the Authority's Board of Directors. Ex-officio members shall be provided notice of Authority meetings and may appoint a liaison to the Authority. All such appointments or changes thereto shall be in writing and shall include the full name and mailing address of the liaison and shall be delivered to the Administrator of the Authority.

ARTICLE III. **OFFICES**

A. Principal Office. The Principal Office of the Authority shall be located within the State of Colorado at such location as designated by the Board of Directors from time to time. Notice of any change in the location of the Authority's Principal Office shall be provided in advance to all Members of the Authority.

B. Other Offices. The Authority may have such other offices and places of business within the State of Colorado as the Board of Directors may designate from time to time.

ARTICLE IV.
BOARD OF DIRECTORS

A. **Governing Body and Powers.** The governing body of the Authority shall be a Board of Directors (hereinafter sometimes referred to as the “Board”) which shall exercise and perform all powers, rights, privileges, and duties invested or imposed by Section 24.8-5-110, C.R.S., or as necessary, incidental to or implied there from.

B. **Number, Tenure and Qualifications of Directors.**

1. **Number of Directors.** The Authority’s Board shall consist of 17 members or such other number as may be required from time to time to comply with the provisions of Sections 25-8.5-105 and 106 C.R.S. as amended.

2. **Directors Representing County and Municipal Members.** Each county and municipal Member of the Authority shall be entitled to appoint one primary representative and two alternate representatives to serve on the Board. Each primary representative shall be an elected official of the appointing Member. Alternate representatives shall be entitled to serve on the Board in the order of preference specified by the appointing Member and then only in the absence of the primary representative. Nothing herein contained shall prevent a county or municipal Member’s primary representative from also serving as the alternative representative of another county or municipal Member; provided, however, that under no circumstances shall any member of the Board act as the representative for more than two Entity Members at any one time.

3. **Director Representing Special District Member.** The special district Member of the Authority shall be entitled to appoint one primary representative and two alternate representatives to serve on the Board; provided, however, such representatives shall be chosen by the unanimous consent of the special districts with service areas located within the Cherry Creek Basin as more particularly described in Sections 25-8.5-105(1)(c) as amended and 25-8.5-119 C.R.S. Alternate representatives shall be entitled to serve on the Board in the order of preference specified in the appointment and then only in the absence of the primary representative.

4. **Individual Members Appointed by the Governor.** Each Individual Member of the Authority appointed by the Governor shall also be a member of the Authority’s Board of Directors.

5. **Tenure of Directors.**

a. **Individual Authority Members.** The Individual Members of the Authority who are appointed by the Governor shall serve a term, both as a Member of the Authority and as a member of the Board, of four years or until a successor is duly appointed; provided, however, that of the seven Individual Members initially appointed

by the Governor in July of 2001, four shall serve an initial term of four years and three shall serve an initial term of two years.

b. **Directors Designated by Entity Members.** Each Entity Member's designated representative on the Board shall serve a term of two years or until a successor is duly appointed. Each Entity Member of the Authority shall provide written notice of its designated primary and alternate representatives to the recording secretary of the Authority. An Entity Member may in its discretion, remove its primary representative from the Board (and any alternate) at any time and designate a successor thereto by providing written notice to the Authority's recording secretary.

C. **Removal of a Director Following Unexcused Absences.** If any Entity Member of the Authority is unrepresented at two consecutive regular meetings of the Board, without the Board having entered upon its minutes an approval of such absences, the Board may submit a written request to such Member that either the Member's primary or one of its designated alternate representatives attend the next regular meeting of the Board. If following such request, no representative of the Entity Member attends the next regular meeting of the Board, the Board after consultation with the Entity Member may appoint an interim representative for that Entity Member from said Entity's jurisdiction. Said appointee shall serve until the Entity Member appoints a new primary and one or more new alternative representatives to serve on the Board as provided in Section 25-8.5-106(1), C.R.S. as amended.

D. **Officers.** At the first Board meeting of each calendar year, the Board shall elect from its members, a Chair, a Chair Pro Tempore, a Secretary/Treasurer and one or more Assistant Secretaries. Said officers shall serve until their successors are duly elected.

E. **Recording Secretary.** The Board may appoint and/or remove from time to time a recording secretary, who may, but does not have to be a member of the Board.

1. **Chair.**

a. **Duties.** The Chair shall be the chief executive officer of the Authority and shall have general supervision of the business and activities of the Authority. The Chair shall preside at meetings of the Board and shall discharge the duties of a presiding officer.

b. **Term Limitation.** The term of the office of Chair of the Authority shall be one year. A Board member may serve a maximum of three consecutive terms as Chair. After serving three consecutive one year terms as Chair, a Board member shall not be eligible to serve as Chair for a period of one calendar year. (Amended by Resolution 2008-12-1)

2. **Chair Pro Tempore.** The Chair Pro Tempore shall have such powers and perform such duties as the Board may from time to time prescribe or as the Chair may from time to time delegate. At the request of the Chair, or in the event of the Chair's absence or inability to act, the Chair Pro Tempore may serve as acting Chair.

3. **Secretary/Treasurer.** The Secretary/Treasurer shall keep or cause to be kept accurate books and records of accounts including disbursement of all funds for Board approved payments. The Secretary/Treasurer shall be the custodian of the Authority's records, the Authority's seal, and shall perform all duties incident to the office of Secretary/Treasurer as may from time to time be assigned by the Board.

4. **Assistant Secretary/Treasurer.** In the absence or inability to act of the Secretary/Treasurer, an Assistant Secretary shall act with the same powers and shall be subject to the same restrictions as are applicable to the Secretary/Treasurer.

F. Resignation. Any officer may resign at any time by giving notice to the Chair and to the Secretary/Treasurer of the Authority. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

G. Vacancies. Any vacancy occurring in an office for any reason, including but not limited to, an officer's resignation, may be filled at any regular or special meeting of the Board of Directors by a majority of the quorum present.

H. Removal. At any meeting of the Board of Directors at which a majority of the Board of Directors are present and for which the agenda specifically lists officer removal as an agenda item, any one or more Authority officers may be removed, with or without cause, by a vote of the majority of the Board of Directors.

ARTICLE V. **BOARD MEETINGS**

A. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly or at such other regular intervals and at such time and place as the Board shall determine.

B. Special Meetings. Special meetings of the Board may be called at any time by the Chair, by resolution of the Board of Directors, or upon request of any two Board members.

C. Notices and Agendas.

1. **Statutory Notice.** Notice to the public of regular and special meetings of the Board of Directors or any meeting of any advisory, policy-making, rulemaking, or formally constituted body of the Authority to which the Authority has

delegated a governmental decision-making function shall be posted as required in Section 25-8.5-109 C.R.S. and/or Section 24-6-402(2)(c) C.R.S., as amended.

2. **Mailings.**

a. In addition to the posting of notice of regular and special meetings as required by statute, a meeting notice with appropriate enclosures, including an agenda, shall be mailed in advance of each meeting to each Board member at his or her address as shown on the records of the Authority.

b. All ex-officio members shall receive copies of all notices, agendas and appropriate enclosures at the address of their designated representative.

c. The Administrator of the Authority shall maintain a list of persons who, within the previous two years, have requested notification of all meetings or of meetings when certain specified policies or subjects will be discussed and shall provide reasonable advance notification by mail of such meetings, provided, however, that any unintentional failure to provide such advance notice will not nullify actions taken at an otherwise properly noticed meeting.

D. Informal Meetings - Notices. Informal meetings of members of the Board, at which no final decisions or formal action can be taken, may be held from time to time. Such meetings include study sessions, subcommittee meetings, or any meeting of three or more Board members at which Authority business is to be discussed. Notice of any such meeting shall be given to all members of the Board at least 72 hours in advance of such meeting, unless such informal meeting was set and authorized by the Board at a regular or special Board meeting. Public notice of the meeting shall be posted in the one designated public posting place for the Authority at least 24 hours prior, in accordance with Section 24-6-402(2)(c) C.R.S.

ARTICLE VI.
VOTING/QUORUM

A. Members Entitled to Vote.

1. **In General.** Except for any vote regarding the levy and collection of taxes pursuant to Sections 25-8.5-107(5) and 25-8.5-111(1)(p)(I) C.R.S., each Entity Member of the Authority acting through its designated representative and each Individual Member of the Authority shall be entitled to one vote on any matter coming before the Board. Any vote by the designated representative of the special district Member of the Authority shall reflect the majority of the represented special districts.

2. **Vote Regarding the Levy and Collection of Taxes.**

Notwithstanding any other provision contained in these Bylaws to the contrary, any vote regarding the levy and collection of taxes pursuant to Sections 25-8.5-107(5) and 25-8.5-

111(1)(p)(I) C.R.S. shall be limited solely to those Board members who represent municipal and county Members of the Authority.

B. Quorum. Fifty percent (50%) of all members of the Board must be present to constitute a quorum for the transaction of business at any meeting of the Board.

C. Majority Vote Required for Action. Except for any vote regarding the levy and collection of taxes pursuant to Sections 25-8.5-107(5) and 25-8.5-111(1)(p)(I) C.R.S., or to take any Board action where a special majority vote is required as provided in Section 25-8.5-107(2) C.R.S. as amended, all actions of the Board for which a vote is required shall be made and decided by a majority vote of the quorum present.

D. Special Majority Vote Required. An affirmative vote of a majority of the members of the Board shall be required for the Board to take action with regard to any of the following matters as enumerated in Section 25-8.5-107(2) C.R.S.:

1. Proposed wasteload allocations;
2. Site location or site plans selected pursuant to Section 25-8-702 C.R.S.;
3. Discharge permits secured pursuant to Section 25-8-501 C.R.S. or the Clean Water Act;
4. Amendments to the Authority's Wastewater Management Plan;
5. Authority budget and funding decisions.

E. Attendance by Electronic Media. With the approval of the Chair, a Board member who is unable to be physically present for a Board meeting may attend by telephone or other electronic media as long as the Board member so attending can hear what is occurring in the meeting and can be heard by the other Board members who are present at the meeting or otherwise attending by telephone.

F. Disclosures and Abstentions. Each Board member shall provide such disclosures, including potential conflict of interest disclosures, as may be required by state and federal law, including but not limited to, Section 25-8.5-107(4), C.R.S., Section 24-18-101, et seq., C.R.S. (standards of conduct for public officials), and Section 18-8-308, C.R.S. Unless otherwise permitted by law, any Board member who has a personal or private interest in any matter proposed or pending before the Board after disclosure thereof, shall recuse himself or herself from the meeting, shall step to the back of the boardroom, and shall refrain from attempting to in any way influence the decision of the other members of the Board on the matter.

G. Voting. No Board member shall abstain from voting unless abstention is required by law or because the Board member believes he or she has a potential conflict of interest. Unless a roll call vote is requested by a Board member, any matter that can be decided by a majority of the quorum present shall be by a voice vote, except all special matters as enumerated in Article VI, Section D above shall be decided by a roll call vote.

ARTICLE VII.
ADVISORY COMMITTEES

A. Technical Advisory Committee.

1. Appointment of Members.

a. **Entity Member Representatives.** Subject to the eligibility requirements set forth in subparagraph (b) below, each Entity Member of the Authority, including ex-officio entity members, may appoint one representative to serve on the Technical Advisory Committee. Each Entity Member of the Authority that appoints a representative to the Committee shall promptly notify the Administrator of the Authority in writing of its appointed representative and the representative's mailing address and any changes thereto.

b. **Eligibility for Membership.**

(1) **Representatives of Entity Members.** Each Entity Member may, from its staff, appoint one representative and one alternate to serve on the Technical Advisory Committee.

(2) **Board Members May Not Serve.** Members of the Board shall not be eligible to serve on the Technical Advisory Committee.

(3) **Public Interest Group Representatives.** The Board may from time to time appoint to the Technical Advisory Committee individuals who represent educational or public interest groups having an interest in storm water drainage and water quality in the Cherry Creek Basin.

(4) **Local Government Representatives.** The Board may from time to time appoint to the Technical Advisory Committee individuals who represent local governments that are not members of the Authority, but who nonetheless have an interest in storm water drainage and water quality in the Cherry Creek Basin, such as, but not limited to, the Urban Drainage and Flood Control District, the South-East Metropolitan Storm Water Drainage Authority, and the Tri-County Health Department.

2. **Chair.**

a. **Selection.** The Technical Advisory Committee shall by a majority vote select one of its members to serve as Chair and one of its members to serve as Vice Chair of the Technical Advisory Committee.

b. **Duties of the Chair.** The Chair of the Technical Advisory Committee shall preside at meetings of the Technical Advisory Committee and shall discharge the duties of presiding officer.

c. **Duties of Vice Chair.** The Vice Chair shall have such powers and perform such duties as the members of the Technical Advisory Committee may from time to time prescribe or as the Chair may from time to time delegate. At the request of the Chair, or in the event of the Chair's absence or inability to act, the Vice Chair shall serve as acting Chair.

3. **Meetings.** The Technical Advisory Committee may hold meetings monthly at a time and place to be determined by the Technical Advisory Committee. All meetings of the Technical Advisory Committee shall be open to the public.

4. **Duties of the Committee.** The Technical Advisory Committee shall report to the Board and shall perform such duties and tasks as the Board shall from time to time direct, which may include but shall not be limited to, the following:

a. **Technical Matters.** To the extent requested by the Board, the Technical Advisory Committee shall consider and report to the Board on all Authority matters of a scientific or technical nature. Technical Advisory Committee recommendations on these matters shall be forwarded to the Board for a final decision.

b. **Referral Comments.** To the extent authorized and only as directed by the Board, the Technical Advisory Committee shall have the authority to develop and submit referral comments on behalf of the Authority on various matters including but not limited to the following:

(1) **401 and 404 Permits.** As requested by the Board, the Technical Advisory Committee shall review all applications for 401 and 404 permits in the Cherry Creek Basin, and may submit comments and recommendations to assure compliance with water quality standards, water quality plans, Authority requirements and best management practices.

(2) **Local Government Decisions.** As requested by the Board, the Technical Advisory Committee shall have the authority to review and submit comments and recommendations on behalf of the Authority, as a referral agency, to local government agencies, including comments on applications for rezonings, subdivisions, special projects, new rules and regulations, etc.

B. Other Advisory Committees.

1. **Establishment of Committees.** The Board may establish, in addition to the Technical Advisory Committee, such other advisory committees as the Board shall from time to time determine.

2. **Duties.** Except as provided in Article VII(a)(4) for the Technical Advisory Committee, the Board shall establish and enumerate the duties of all advisory committees.

C. Provisions Applicable to all Advisory Committees.

1. **Resignation.** A member of any advisory committee may resign at any time by giving written notice to the Chair of the committee and to the Secretary/Treasurer of the Authority. Such resignation shall take effect at the time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

2. **Vacancies.** Except as provided in Article VII(A)(1)(b), for the Technical Advisory Committee, any vacancy occurring on an advisory committee by reason of resignation or otherwise may be filled by an affirmative vote of a majority of the Board.

3. **Removal.** At any meeting of the Board duly called expressly for that purpose, any one or more members of an advisory committee may be removed with or without cause by a vote of the majority of the Board.

ARTICLE VIII.
RECORDS RETENTION AND DESTRUCTION

A. Records Management. The Authority shall comply with, and adopt and maintain policies as necessary for compliance with, applicable records retention, destruction and disclosure requirements, including the Colorado Open Records Act, State Archives and Public Records Law, and various consumer privacy legislation, if applicable. The Authority's manager or his or her designee is hereby designated as the Official Custodian of Records pursuant to the Open Records Act. In the event there is any question as to whether the Authority is permitted to comply with an Open Records Act request, the Custodian of Records shall forward such request to the Authority's legal counsel. Copies of records shall be furnished at a cost of \$0.25 per standard page. Where a request requires more than one hour of staff time for retrieval and/or review, the Authority may charge a nominal fee.

B. Records Retention. Because the State Archivist has not adopted a records retention schedule that applies specifically to the Authority, the Authority may adopt the 2008 Colorado Special District's Record Retention Schedule and any subsequent

revisions as promulgated by the State Archivist's office. The Authority's manager may then request in writing permission from the Colorado State Archivist to follow and retain and/or destroy Authority records in accordance with said adopted schedule. Upon receipt of approval from the State Archivist's office the Authority may destroy or otherwise dispose records in accordance with said adopted schedule except as set forth in subparagraph C below.

C. Exception. Notwithstanding any provision contained in such adopted record retention schedule, the Authority shall not destroy any scientific records, data or reports without the prior approval of the Authority's Board of Directors after considering advice from the Technical Advisory Committee.

D. Records Destruction Procedure. At least thirty (30) days prior to the destruction of any Authority records permitted by the 2008 Colorado Special District's Record Retention Schedule, the manager shall submit a complete list of all records so scheduled for destruction. The Board at that time may remove from the list any record that the Board for any reason does not want destroyed.

ARTICLE IX. **ADMINISTRATOR OF THE AUTHORITY**

A. Generally. The Authority shall retain an Administrator selected by the Board of Directors. The Administrator of the Authority shall report to the Board.

B. Duties. The Administrator shall perform the following duties:

1. As directed by the Board, provide management services to Authority, including to the Board and advisory committees;
2. As directed by the Board, coordinate and oversee the activities of Authority consultants; and
3. As directed by the Board, coordinate the activities of the Authority's Attorney who shall nonetheless report directly to the Board.

ARTICLE X. **AMENDMENTS**

Except as otherwise required by law, these Bylaws may be amended at any regular meeting of the Board or any special meeting called for that purpose provided that written notice of the proposed amendment shall have been given at least fourteen (14) days prior to the meeting. Any such amendment shall require an affirmative vote of a majority of the members of the Board present at any duly constituted meeting.

ARTICLE XI.
MISCELLANEOUS PROVISIONS

A. **Headings.** The headings throughout these Bylaws are for convenience and reference only and shall in no way be deemed to define, limit, or add to the meaning of any provision hereof.

B. **Conduct of Meetings.** The conduct of all meetings of the members of the Board of Directors or any committee shall be according to such rules as the Board or appropriate committee may establish from time to time.

I, Timothy J. Flynn, as General Counsel for the Cherry Creek Basin Water Quality Authority, hereby certify that the foregoing Restated and Amended Bylaws became effective on July 21, 2011.



Timothy J. Flynn, General Counsel