



**BYLAWS
OF
BIG THOMPSON WATERSHED FORUM
A COLORADO NONPROFIT CORPORATION**

Effective June 16, 2009

**Article 1
Name and Location**

The name of this nonprofit corporation is Big Thompson Watershed Forum, hereinafter referred to as the “Forum.” The Board of Directors will fix the principal office of the Forum, at which the general business of the organization will be transacted and where the records will be kept. Unless otherwise fixed, it will be at 800 South Taft Avenue in Loveland, Colorado. The Board of Directors may change the principal place of business at any time. The Forum may also have offices at other places within or outside of Colorado as the Board of Directors may from time to time approve.

**Article 2
Scope and Purposes**

Section 1. The Forum is organized exclusively for charitable and educational purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2. Geographical Boundary. The Big Thompson Watershed is comprised of the entire natural, topographical Big Thompson River Basin as described by Hydrologic Unit Code 10190006. The Big Thompson River, the Little Thompson River, and all tributaries are included. The watershed boundary also includes the natural basin immediately surrounding and adjacent to Horsetooth Reservoir. A map of this area is included as Attachment A to these bylaws. Where water is diverted into this area from other watersheds, the Forum will cooperate with water quality assessment and protection efforts led by the Colorado Water Quality Control Division and/or local initiatives from the other watersheds.

Section 3. Mission. The mission of the Forum is to protect and improve water quality in the Big Thompson Watershed through collaborative monitoring, assessment, education, and restoration projects. Goals, Objectives, and Methods are described in the Forum’s Strategic Plan and Annual Operating Plan.

Section 4. Other Purposes and Authority. The Forum may have such additional purposes as determined by the Board of Directors from time to time, may carry out any lawful purposes permitted by applicable law, and shall do any and all lawful things necessary, convenient, or incidental to these purposes.

Article 3 Members

Section 1. Members. The Forum shall have one class of members, who may be organizations or individual persons. Organizations and individuals may become Members of the Forum (Members) by:

- A. Completing the registration process; and
- B. Paying annual dues, if any, in an amount established by the Board of Directors.

Each Member shall be entitled to all the rights of Forum membership including the right to be elected to the Board of Directors and the right to vote for members of the Board of Directors as set forth herein.

Section 2. Committees. The Forum shall have the following Committees made up of Members, and non-Member advisors, as permitted herein, subject to approval of the Board of Directors:

Governance Committee: This committee will consider and act on areas of business delegated to it by the Board of Directors. The actions of this committee will be in accordance with the 'Roles and Responsibilities of the Governance Committee' as established by the Board of Directors.

Ad Hoc Committees: The Board of Directors may create one or more ad hoc committees to address Forum business on an as-needed, temporary basis. The studies, findings, and recommendations of all ad hoc committees will be disseminated according to the Forum's 'Information Dissemination Policy.'

Committees of the Forum shall consist of one chairperson and at least two additional Members. Committee chairpersons must be Members of the Forum and shall be appointed by the Board of Directors. All Committee chairpersons will attend Board meetings and will represent the collective views of their respective Committees. Committee participation will be limited to Members of the Forum and any non-Member advisors serving at the invitation of the committee. Committee chairpersons will be responsible for coordinating committee activities, conducting committee meetings as needed, and reporting committee activities to the Board of Directors.

A Committee chair will be deemed vacant following the third consecutive, unexcused absence of a chairperson from meetings duly called. The Board of Directors may remove, with or without cause, any committee chairperson by a simple majority vote of all the members of the Board of Directors. The matter of removal may be acted upon at any duly called meeting of the

Board of Directors, provided that notice of intention to consider said removal has been given to each member of the Board of Directors and the affected chairperson at least ten (10) days prior to the meeting in which such removal is considered.

Article 4 Meetings of Members

Meetings of the general membership shall be called as deemed necessary by the Board of Directors. Announcement of these meetings shall be at least thirty (30) days prior to the meeting, except in cases of emergency; shall specify the time, place and purpose of the meeting; and shall be delivered, personally, by electronic and/or postal mail, or by some other means of general notification, to all Members. No regular annual meeting of the Members is required.

Article 5 Board of Directors

The Board of Directors of the Big Thompson Watershed Forum (the Board) shall direct the activities of the Forum. The Board shall have control and management of all of the affairs, property and business of the Forum and, subject to these bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Directors may deem proper. The powers shall include, but not be limited to, the appointment and removal of the officers of the Forum specified in these bylaws. The Board shall provide general supervision of the affairs of the Forum; assist in the development of an annual budget; approve and oversee the annual operating budget; and perform other duties as specified in these bylaws.

The Board shall consist of no less than nine (9) Directors, at least five (5) of whom shall be Major Contributors or representatives of Major Contributors; provided, however, that if insufficient numbers of Major Contributors or representatives of Major Contributors seek to be elected to the Board, the Board may include additional At-Large Members, as defined herein. A Major Contributor shall be defined as an individual or organization contributing annually to the Forum as established by the Board. No major contributing organization may have more than one (1) representative on the Board at a time. Directors who are not Major Contributors or representatives of Major Contributors shall be referred to as At-Large Board Members. Directors serving as representatives of Major Contributors shall be allowed to have a designated alternate who shall be the voting member in their absence.

Directors shall be elected by the Members of the Forum prior to the end of each calendar year. Except as set forth hereafter, Directors shall serve a term of two (2) calendar years or until their successors are elected and qualify. There is no limit on the number of terms a Director may serve. The number of Directors will be determined by the Board of Directors from time to time with due consideration for the desire to provide for staggered terms for Directors. Nominations for Directors shall be solicited by the Board up to one month prior to the meeting at which the elections will take place. In soliciting nominations and in electing Directors, the membership shall take into consideration a balance of geographic representation and water quality interests.

The Board shall have a Chairperson and Vice-Chairperson selected by the Board from among its Directors at the annual meeting of the Board of Directors. Each Chairperson and Vice-Chairperson shall serve a one-year term with no limit on the number of terms served.

Any Member desiring to resign from the Board shall submit written notice to the Chairperson at least ten (10) days prior to the next regularly scheduled Board meeting. A majority of the Board of Directors may remove a Director, with or without cause, and appoint a successor to fill said Director's remaining term of office.

Vacancies on the Board of Directors may be filled with a Forum Member or representative of a Forum Member for the unexpired term of the predecessor in office, by a majority vote of the remaining Directors of the Board of Directors. A vacancy created by an increase in the number of Directors may be filled for a term of office continuing only until the next election of Directors.

Article 6

Meetings of Directors

Section 1. Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held at such time as the Board of Directors may determine. The meeting will be held for the purpose of selecting the Chairperson and Vice-Chairperson and for the transaction of any other business as may properly come before the Board of Directors. The Board may also establish a time and place for regular, periodic meetings and such Board meetings shall be open to the public.

Section 2. Special Meetings. Special meetings may be announced by the Chairperson at the request of a quorum of the Board. The purpose of a special meeting shall be stated in the announcement.

Section 3. Notice of Meetings. Except in case of urgent business as determined by the Chairperson, notice of the time and place of any meeting of the Board of Directors shall be given, either written or orally, not later than five (5) days prior to the meeting. Except as set forth above, neither the business to be transacted at, nor the purpose of, any regular, monthly, or special meeting need be specified in the notice of the meeting.

Section 4. Quorum, Board Approval; Voting. At all meetings of the Board of Directors, a majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present when there is a quorum shall be the act of the Directors. No proxy voting shall be allowed in meetings of the Board or Directors.

Section 5. Action Without Meeting. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if a unanimous consent in writing, setting forth the action taken, is signed by all of the Directors entitled to vote.

Article 7

Officers and Duties

Section 1. Officers. The officers of the Forum shall consist of a Monitoring and Assessment Program Director, Chairperson, Vice-Chairperson and Secretary, as well as other offices as may be established from time to time with such duties and powers as the Board of Directors shall see fit. Any two or more offices may be held by the same person, except the offices of Monitoring and Assessment Program Director and Secretary. As of May 20, 2008, as required under the Colorado Department of Labor, Unemployment Insurance Operations, Shaw and Associates, CPA, PC, is noted on record as having 'Power of Attorney' for the Forum in lieu of the Executive Director.

Section 2. Monitoring and Assessment Program Director. The Monitoring and Assessment Program Director shall be responsible for managing the operations and affairs of the Forum and performing all duties incident to the office in accordance with such direction as provided by the Board. The Monitoring and Assessment Program Director may expend funds necessary for conducting day-to-day activities of the Forum within budget limits up to an amount determined by the Board. The Monitoring and Assessment Program Director shall submit Special Expenditure Requests (SERs) to the Board for advance approval by the Board before committing funds in excess of the budget limits determined by the Board. The Monitoring and Assessment Program Director serves at the will of the Board.

Section 3. Chairperson. The Chairperson serves as the presiding officer over all meetings. It is the responsibility of the chairperson to conduct meetings, keep the discussion on track, encourage the input of ideas and facilitate the overall decision process. The Chairperson should clarify ideas as they are discussed and should repeat motions to ensure that all members fully understand the working of the item upon which they are voting. It is also the Chairpersons' responsibility to sign all documents on behalf of the board, see that all of the decisions of the board are carried out properly, and perform any other duties and functions requested by the board. The Chairperson, working with the Secretary, is responsible for preparing an agenda for each meeting, and assuring its circulation in advance to all members of the board and other persons who have requested notification. The Chairperson will be appointed by the Board on an annual basis.

Section 4. Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson. The Vice-Chairperson shall also perform any other duties assigned to the office by the Board. The Vice-Chairperson may request the assistance of other members of the Board in carrying out the duties of the office. The Vice-Chairperson will be appointed by the Board on an annual basis.

Section 5. Secretary. The Secretary shall be responsible for performing all duties incident to the office in accordance with such direction as provided by the Board and the Monitoring and Assessment Program Director. The Secretary shall also keep minutes and all other records and information required to be kept by applicable law, and authenticate as required all records of the Forum. The Secretary will be appointed by the Board on an annual basis.

Article 8

Negotiable Instruments

All checks, drafts, bills of exchange, notes or other obligations or orders for the payment of money shall be signed in the name of the Forum by the officers or by other persons that the Board of Directors of the Forum may from time to time designate by resolution.

Article 9

Parliamentary Authority

The Board and Committees of the Forum may adopt such rules for the conduct of business as are appropriate and which are consistent with these bylaws and state law.

Article 10

Amendments

The Board of Directors shall have the power to alter, amend or repeal the bylaws of the Forum by resolution at any regular meeting of the Board of Directors or at any special meeting called for that purpose, provided the amendment has been recommended and submitted in writing at the previous Board meeting and included in the minutes of that meeting, and provided further that such amendment has been approved by a majority of all of the members of the Board of Directors then serving, and not simply a majority of a quorum of the members of the Board of Directors at that meeting.

RATIFIED as of this 16th day of June 2009, by the undersigned members of the Board of Directors of the Forum.

Ed Young, Chairperson

Judy Billica

Greg Dewey, Vice-Chairperson

John Bartholow

Gabrielle (Gabri) Vergara, Secretary

Rosemarie (Rosie) Pindilli

Tom Blaue

Charles Olmsted

John Fraser

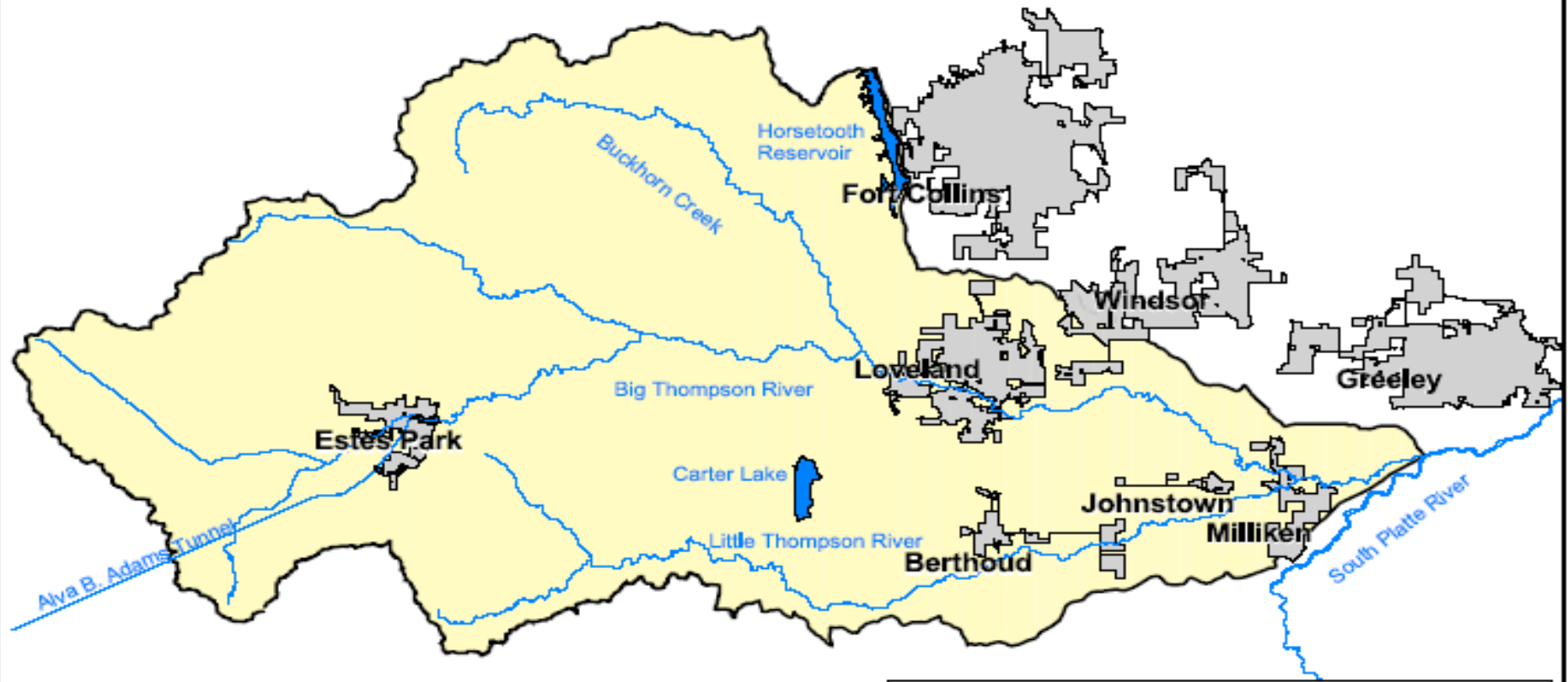
John Matis

Esther Vincent

Attachment A

Big Thompson Watershed Forum

Geographical Boundary



Legend

- Major Flowing Waters
- Horsetooth Reservoir
- Major Cities
- Forum's Geographical Boundary

N

1 inch = 9 miles.