

BYLAWS
EAST GRAND WATER QUALITY BOARD
A COLORADO NONPROFIT CORPORATION

Article I

Name and Location

Section 1. Name: The name of this nonprofit corporation is East Grand Water Quality Board (EGWQB).

Section 2. Location: The principal office of the EGWQB at which the general business of the organization will be transacted and where the records will be kept, shall be determined by the Board of Directors. Unless otherwise determined, it shall be: Post Office Box 159, Fraser, CO 80442. The Board of Directors may change the principle place of business at any time. The corporation may have offices in other places within the State of Colorado as the Board of Directors may approve from time to time.

Article II

Scope and Mission

Section 1. Geographical Boundary: The geographical boundary of the EGWQB is the entire Fraser River Basin, including the Fraser River and all of its tributaries.

Section 2. Mission and Purpose: The Mission of the EGWQB is to protect, restore and monitor the headwaters of the Colorado River in the Fraser River Watershed. The Board is organized exclusively for charitable, scientific and educational purposes.

Section 3. Objectives: The objectives of the EGWQB are the following:

- a. Function as a water quality management agency as designated by the North West Colorado Council of Governments Water Quality Plan under Section 208 of the Clean Water Act.
- b. Participate in hydrology studies of the Fraser River Basin and water storage possibilities therein.
- c. Address and monitor Minimum Stream Flow concerns and objectives.
- d. Develop and maintain a relationship with The Denver Water Department in the area of land use and water supply.

- e. Select and establish relationships with legal and engineering consultants to assist with water right matters, water quality and infrastructure planning.
- f. Develop and confirm acceptable water quality standards with the Colorado Department of Public Health and Environment.
- g. Administer cooperative water quality monitoring and testing and voluntary exchange of information to identify and address water quality concerns in a proactive manner.
- h. Establish open communications among regional water and sewer districts regarding future planning efforts.
- i. Investigate acquisition of area water rights to meet the Fraser River Basin needs.
- j. Monitor development of surface and ground water resources in the Fraser River Basin.
- k. Develop a non-point source pollution control plan for the region and administer an effective erosion control program.
- l. Participate in outreach and educational opportunities that increase the awareness of water quality issues.

Section 4. Other Purposes and Authority: The EGWQB shall 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.

Section 5. Methods: The EGWQB is a non-regulatory organization and shall accomplish its objectives through education and voluntary measures. All methods employed by the Board shall exemplify the spirit of cooperation and community involvement on which the organization is founded.

Article III

Membership

Section 1. Voting Members: All municipalities and other water/wastewater providers in good standing shall be voting members of the EGWQB. Each voting member shall appoint one representative to sit on the Board. These members may also designate an alternate representative to attend the meetings in the absence of their regular appointed representative.

Section 2. Other Members: Membership is open to other organizations which include private individuals known as members-at-large. Members at large may participate in activities of the organization; however they may not vote or serve on the Board of Directors.

Section 3. Dues: The Board of Directors shall set membership dues annually.

Article IV

Board of Directors

Section 1. Directors: All voting members, as defined in Article III, Section 1, shall be entitled to one seat on the EGWQ Board of Directors.

Section 2. Board Role: The Board is responsible for overall policy and direction of the organization. Board members shall receive no compensation.

Section 3. Meetings and Notice: The Board shall meet at least quarterly, with additional meetings scheduled as necessary. All regular board meetings require that each Board member have at least 7 days advance notice. Notice may be given by mail, electronic mail, facsimile or telephone and shall include the agenda. A special meeting may be called upon at the request of the Chairperson or by one-third of the Board. Notice of at least 3 days in advance shall be required for a special meeting.

Section 4. Annual Meeting and Elections: The annual meeting of the organization shall be the first meeting of the calendar year. At the annual meeting, directors shall elect officers to serve beginning immediately and for the remainder of the calendar year. At the annual meeting, the Treasurer shall submit an annual report showing income, expenditures and pending income. The fiscal year is the same as the calendar year.

Section 5. Quorum and Voting: At any meeting, attendance by at least one-third of the voting membership of the organization shall be required for a quorum. A quorum shall be required to transact any business at a meeting. A vote of the majority of the members present at any meeting shall be required to pass motions.

Section 6. Officers and Duties: There shall be four officers of the EGWQB: a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer. Their duties are as follows:

The Chairperson shall convene regularly scheduled meetings and shall preside over, or arrange for in their absence, another Board member to preside over said meetings.

The Vic-Chairperson shall chair committees on special subject matters as designated by the Board.

The Secretary shall be responsible for keeping written records of board actions, including overseeing the taking of meeting minutes, the distribution of upcoming Board meeting packets and agendas and assuring that corporate records are maintained.

The Treasurer shall provide an updated financial report at each Board meeting. The Treasurer shall assist in preparation of the annual budget, assist with fundraising plans and make financial information available to Board members and the public as requested.

Section 7. Committees: The EGWQB may create committees as needed.

Article V

Other Activities

Notwithstanding any other provision of these articles, the corporation shall not carry out any other activities not permitted to be carried out (a) by a corporation exempt from federal income tax under section 501(c)(3) of the internal revenue code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law.) or (b) by a corporation whose contributions are deductible under section 170(c)(2) of the internal revenue code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Article VI

Dissolution

Upon dissolution of this corporation, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and / or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article VII

Amendments

Amendments to these bylaws may be made when necessary by a two-thirds majority vote of the EGWQ Board of Directors. Proposed amendments shall be submitted to the Secretary which shall be included with the regular Board agenda announcements.

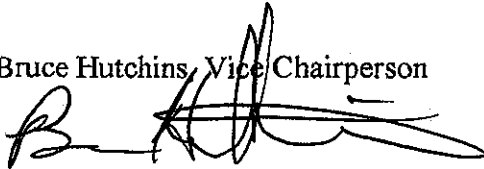
Certification

These bylaws were approved at a special meeting of the East Grand Water Quality Board of Directors by a two-thirds majority vote on May 26th, 2010.

Michael R. Wageck, Chairperson



Bruce Hutchins, Vice Chairperson



Allen Nordin, Secretary



Kenneth Coatney, Treasurer

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