

Bear Creek Watershed Association

Adopted March 14, 2018

Revised April 11, 2018

Revised August 8, 2018

Revised January 8, 2020



PGO33 - BCWA 2020 By-laws

Article I. Definitions

As used in these bylaws, the following terms shall have the meaning hereinafter presented:

- a. Association. The *Bear Creek Watershed Association* consists of 25 membership entities and a maximum of 12 designated participants (BCWA Policy 16). The Association Board shall review and approve a list of membership entities and designated participants in January of each year or as approved by the Board. The Association has three types of membership –Membership Entities, Participants, and Mailing List Status. BCWA Policy 35 establishes the process for a membership entity with a discharge permit (National Permit Discharge Elimination System, NPDES) to terminate participation in the Association Shared Cost Program.
- b. Association Shared Cost Program (BCWA Policy 33). Membership entities are responsible for financially supporting the Bear Creek Watershed management program and water quality monitoring program. Participants provide financial contributions and/or in-kind services as deemed appropriate by the Association. BCWA Policy 30 outlines the Association financial plan. *MSD20 Cost Share Structure* defines the cost share structure and estimated annual membership cost share, subject to annual Board approval.
- c. Association Manager. The Association will annually contract for an Association Manager. The Association Manager roles and responsibilities will be defined in an annual Scope of Services. The Scope of Services will be approved by majority vote of the Association. The Association Manager serves at the discretion of the Association Board. The Association Manager provides necessary administration of the Association to meet requirements of the Bear Creek Reservoir Control Regulation. The Manager will administer all meetings for the Association. The manager will coordinate the Association water quality monitoring programs, at the direction of the Association. The Manager will administer the annual water quality-monitoring reporting program for water quality analysis. The manager will be responsible for the Association water quality data-base.
- d. Association Officers. The Association will have two co-chairs and four financial officers. Generally, co-chairs serve a two-year term, while financial officers serve until replaced. The Association will review the list of officers in January of each year. For purposes of a quorum, any Association Officer can chair a meeting.
- e. Bear Creek Watershed Control Regulation. The Association is guided by the *Bear Creek Control Regulation #74* as adopted by the Colorado Water Quality Control Commission.
- f. Bear Creek Watershed. The watershed boundary is designated in the *Bear Creek Control Regulation*. The watershed includes all tributary drainage to Bear Creek Reservoir from Clear Creek, Jefferson and Park counties. Boundary definitions to the watershed are approved by the Association Board. BCWA Policy 13 defines the watershed boundary.
- g. Bear Creek Watershed Plan. The electronic watershed plan is established in BCWA Policy 28. The watershed plan is a set of program documents, policies and strategies used to implement monitoring, regulatory control and maintenance, and associated water quality and environmental programs/ work elements within the defined Bear Creek Watershed. The watershed plan is flexible, dynamic and adaptive. A working version of the Watershed Plan is maintained on www.bearcreekwatershed.org web site.

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- h. Bear Creek Watershed Foundation. The Foundation is a support organization for the Bear Creek Watershed Association. The Foundation is being established as a 501(c3) non-profit organization with separate Board of Directors. The Foundation's primary purpose is to secure funding for the Association by a combination of grants and donations from industry, government and private citizens.
- i. Mailing List Status (See BCWA Policy 16 and BCWA Policy 5). The mailing list is an e-distribution list containing interested parties as approved by the Association Board, but these people, organizations, agencies are not counted as either membership or participant entities.
- j. Membership Entities (See BCWA Policy 16). All designated representatives and/or alternatives from a general-purpose government, special district and all other National Permit Discharge Elimination System (NPDES) permittees (Operational Agencies) as designated by the Colorado Department of Public Health and Environment in the Bear Creek Watershed. Active Membership Entities must pay annual shared cost contributions and attend a minimum of 25% of annual Board meetings. Membership Entities with paid contributions will be listed as *Contributing Members*. For a Membership Entity to have a designation of *good standing* to meet the requirements of BCWA Policy 19 (Nutrient Trade Program Eligibility), BCWA Policy 6 (Weighted Votes), or BCWA Policy 26 (Point to Point Administration), they must attend at least 2 meetings per year over a 3-year period.
- k. Membership Cost Share and Annual Notifications. Membership Entities (BCWA Policy 16) are requested to provide an annual cost share to support the BCWA program (BCWA Policy 30 Financial Plan). Annually, all Membership Entities are assigned a cost share amount that is subject to the BCWA Board approval with an annual review and adjustment as deemed necessary and consistent with adopted policies (BCWA Policy 30 Financial Plan, BCWA Policy 33 Cost Share Program, and BCWA Policy 35 Membership Entity Termination and Permit Closure). If a cost share member entity wants to participate in the BCWA program for the following year at a hardship cost reduction, they need to notify the Association Board by August 1 with a statement of why they need a reduced cost share. Applications for hardship reduction will be acted on by the Board at the August meeting. If the Board rejects a reduced cost share amount, the membership entity must notify the Board by September 1 if they intend to participate in the following year cost share program.
- l. Participants (See BCWA Policy 16 and BCWA Policy 5). Entities, other than membership entities, that demonstrate vested interest and/or financial support for the Bear Creek Watershed management program are designated as participants by the Association Board. A participant representative can represent each of the six major sub-watershed areas within the Bear Creek Watershed. Participants must demonstrate an ongoing vested interest to remain on the Association Board.
- m. Operational Agency Responsibilities. Implement federal and state requirements, as appropriate, including discharge limitations, operation and maintenance procedures, user charges, industrial cost recovery, industrial pretreatment, within its permitted wastewater service area. Operate and manage wastewater treatment works and related facilities within its service area. Design and construct new wastewater treatment facilities within its service area. Accept and utilize financial assistance for wastewater treatment works within its service area. Raise revenues and incur indebtedness as provided by statute. Provide information affecting its service area relative to the extension of water and wastewater transmission lines and the addition of new areas within the boundary of the operating agency. Maintain a wastewater management plan.
- n. Quorum. A quorum at Association meeting is thirty-three percent of the Association with 50 percent of those representatives' present being membership entities. The Association maintains a list of members and participants (BCWA Policy 16). BCWA Policy 16 is reviewed, updated and approved each January, or as appropriate by the Board. The *not active membership* shall not establish a quorum.

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- o. Technical Review Sessions. The Association has designated a monthly technical review session (TRS) for Membership Entities, Participants and other interested agencies or groups to review program elements, water quality monitoring program, and make recommendations to the Association Board. The TRS can only take action if previously approved for action by majority vote of the Association Board. The TRS is chaired by the Association Manager.
- p. Membership Voting. Generally, voting at Association meetings is by majority vote of the membership entities *in good standing*. One vote per membership entity (representatives or alternates from the list approved by the Board in January of each year or as modified by subsequent Board action).
 - i. Majority Vote - A majority vote is based on greater than 50% of the membership entities present at a meeting once a quorum is established by an Association officer.
 - ii. Weighted Vote - Prior to a vote of a listed agenda matter any member can call for a weighted vote on any matters specifically related to program management or administration, management agency, operating agency or general-purpose government responsibilities (As defined in the *Statewide Water Quality Management Plan (WQCD Version 1.0- June 13, 2011)* and *BCWA Policy 28 Watershed Plan*).
 - a. The weighted vote is based on the total annual percentage membership cost share. Annually, the Association will review and accept the weighted vote as maintained in *BCWA Policy 6 Weighted Vote*. A membership entity not *in good standing* maybe disallowed from a weighted vote, at the Co-Chair discretion.
 - b. A matter for weighted vote can be voted on by the membership present with an established quorum or it can be tabled by the Co-Chair until the next Board meeting. Passage of a weighted vote that is not tabled is based on a greater than 50% of the tallied weighted vote percentages.
 - c. For a table vote, membership entities will be counted, including absentee or proxy voting as accepted by the chairing Co-chair, using the accepted weighted vote formula. One weighted vote per membership entity (representatives or alternates). Passage of a tabled matter is based on a greater than 66% of the tallied weighted vote percentages.
 - d. Absentee or Proxy Vote – A member *in good standing* may vote by absentee or assign a proxy vote to another member on a tabled matter slated for action at the next Board meeting. An absentee vote or assignment of a proxy vote requires an email stating the members position be provided to both Co-Chairs and Association Manager prior to the Board meeting where the vote is expected.

Article II Amended Articles of Incorporation Bear Creek Watershed Association

The amended articles of incorporation filed pursuant to C.R.S. 7-90-301 *et seq.* and 7-122-101, and amends the Articles of Incorporation filed with the Colorado Secretary of State on February 11, 2010 in the following manner:

The provision entitled “Dissolution of Assets of bear Creek Watershed Association” shall be amended to read as follows: Dissolution of Bear Creek Watershed Association, Inc. Upon dissolution of the corporation, after the liabilities of the corporation have been discharged or provided for the corporation’s remaining assets shall

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be distributed to such qualified governmental unit or units described in Section 170(c) (1) (or the corresponding provision of any future United States Internal Revenue law), as is determined by the then-acting Board of Directors to be consistent with the purposes of the corporation.

Article III Water Quality Management Agency.

The Colorado Water Quality Control Commission recognizes the Association as a designated Water Quality Management Agency under provisions of the Federal Clean Water Act and the *Statewide Water Quality Management Plan* (WQCD Version 1.0- June 13, 2011). The *SWQMP* is considered a *living document* with links to other policies and regulations and provides a framework for water quality protection and management. The management agency expectations for the BCWA are outlined in *A Guide to Colorado Programs for Water Quality Management and Safe Drinking Water* (Commission Policy #98-2, updated August 2013). The WQCD expects the BCWA as a management agency to gather and maintain planning elements consistent with 208 planning. The BCWA has generated multiple documents to help replace the *Clean Water Plan (BCWA Policy 28 Watershed Plan)*.

Article IV. The Bear Creek Watershed Association

The Association as a governor designated water quality management agency has the power under Colorado law to develop, recommend and adopt provisions for water quality management within the Bear Creek Watershed. The Association provides an integrated, holistic water quality management and implementation program to protect or attain established beneficial uses of waters within the Bear Creek Watershed.

The Association maintains a watershed map that is also incorporated into the *Bear Creek Control Regulation#74 (BCWA Policy 13)*.

The Association maintains BCWA Policy 12 that defines the Association vision, mission and watershed management strategies.

- i. The vision of the Association is stated as follows: *The Bear Creek Watershed Association protects and restores water and environmental quality within the Bear Creek Watershed from the effects of land use.*
- ii. The mission is defined as: *The Bear Creek Watershed Association identifies, defines, collectively develops, maintains and implements a local environmental and water quality monitoring, management plan and watershed-based program for the Bear Creek Watershed that meets reservoir and watershed applicable water quality standards and beneficial use classifications as adopted by the Colorado Water Quality Control Commission.*

The Association will maintain a watershed plan with a set of topic specific policies to assist with the watershed program (*BCWA Policy 28 Watershed Plan*). These policies are a working component of the Association watershed plan. Association policies can be adopted anytime by a majority vote of the Association Board. All policies will be reviewed annually by the Association Manager and referred to the Association Board for action as appropriate. Membership Entities in *good standing* may request development of new policies or review and update of existing policies.

The BCWA Policy 21 supports the ACM DSS or online management process as a long-term, necessary and permanent watershed best management practice. As such, the online management system is deemed a dynamic component of the Bear Creek Watershed Management Plan.

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Article V. Association Authorities and Program Direction

The Association has, but not limited to, the following authorities:

- a. Amend all watershed plan documents and other program documents including but not limited to the Association bylaws, policies, program guidelines and operations, fact sheets, map series, technical memorandum, information series, standard review papers, rulemaking hearing documents, annual reports, and data reports, by a majority vote of the Association Board.
- b. Adopt or revise an annual dues, budget, policies, administrative management and environmental monitoring programs, including all watershed plan documents as listed in the BCWA PGO1 and PGO2 documents for the Association by majority vote.
- c. Contract for administrative and monitoring services to maintain the Association program consistent with required provisions in the Control Regulation, other state regulatory programs, and the Statewide Water Quality Management Plan.
- d. Appoint or confirm Association officers by majority vote at the first meeting of each year to serve for a minimum term of two-years or as determined by the Association Board.
- e. Recognize one vote on each issue from a designated representative or alternates from each membership entity and participant, except when a weighted voted is necessary (See BCWA Policy 6).
- f. Maintain an Association bank account and financial plan (BCWA Policy 30). Place all funds under the care of a designated representative or to create separate accounts at financial institutions selected by the Association. All funds shall be subject to annual audit by either the Association or dually designated representative. Develop and maintain a financial plan necessary for the Association Shared Cost Program.
- g. Raise revenues and incur indebtedness. Expend funds in accordance with the annual budget as adopted by the Association or amended by the Association and the Association financial plan (BCWA Policy 30). The Association prior to payment shall approve such expenditures. The Association Board shall adopt an annual cost share contribution structure for membership Entities and Participants.
- h. Prepare and maintain a file of minutes and meeting summaries, and all other Association required documents for Association meetings.
- i. Enter and execute contracts, accept and utilize financial assistance, raise revenues and incur indebtedness by majority vote of the Association.
- J. Implement as required components of the *Bear Creek Control Regulation #74*, other appropriate state regulations and the Statewide Water Quality Management Plan.
- k. Develop and maintain an electronic watershed plan and all associated and necessary documents required for watershed planning. The Association will adopt necessary policies and program documents to meet the intent of a management agency as defined in the Statewide Water Quality Management Plan.
- l. The Association will maintain a website for accessing information about the program as approved by the Association. The website will provide information presented at Association meetings. The website shall summarize the water quality program and contain the elements of the watershed plan.

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- m. The Association will produce a quarterly Newsletter for general distribution to members, participants and interested citizens. The manager will maintain a separate e-distribution list for the newsletter. The content of the newsletter is at the Board's discretion.

Article VI. Association Meetings

- a. Association Board and TRS meetings held monthly, but no less than at least once quarterly.
- b. An agenda and all appropriate attachments shall be distributed electronically (e-mail) by a designated Association Manager in advance of all meetings. Special meeting notification made by e-mail with approval of an Association Officer. The Association manager maintains e-distribution lists for all Association information distributions.
- c. An Association Officer shall preside at the Association meetings. The Association officer shall declare a quorum to hold an official meeting of the Association. The Association manager is responsible for advising the Association officer if a quorum is met.
- d. Absentee or proxy voting allowed, provided it is not used to establish a quorum. Absentee or proxy vote must be declared by an Association Officer prior to discussion of an agenda topic.
- e. Public comments allowed at each meeting with a time limit of five minutes per speaker on topics of concern that are not included on the agenda.
- f. Association Manager maintains a list of membership entities and participants.