

Bylaws of the Colorado Stormwater Council

Revised December 1, 2006

Table of Contents

1. STATEMENT OF PURPOSE.

2. MEMBERSHIP, VOTING AND MEETINGS

- 2.1--- Membership Criteria
- 2.2--- Voting Criteria
- 2.3--- Voting
- 2.4--- Regular Meetings
- 2.5--- Special Meetings
- 2.6--- Place of Meetings
- 2.7--- Notice of Meeting
- 2.8--- Quorum
- 2.9--- Proxies
- 2.10--- Informal Action by Membership

3. OFFICERS AND AGENTS

- 3.1--- General
 - 3.1.1---Executive Committee
 - 3.1.2---Chairperson
 - 3.1.3---Co-Chairperson
 - 3.1.4---Secretary
 - 3.1.5---Treasurer
- 3.2--- Election
- 3.3--- Term of Office
- 3.4 ---Removal
- 3.5 ---Vacancies

4. INDEMNIFICATION

- 4.1 ---Who May be Indemnified
- 4.2 ---Scope of Indemnification
 - 4.2.1 ---Legal Action Not Brought By or In the Right of the Council
 - 4.2.2 ---Legal Action Brought By or in the Right of the Council
 - 4.2.3 ---Right to Indemnify
- 4.3 ---Procedure for Authorizing Indemnification
- 4.4 ---Advances
- 4.5 ---Not Exclusive
- 4.6 ---Insurance

5. MISCELLANEOUS

- 5.1 ---Waivers of Notice
- 5.2 ---Fiscal Year
- 5.3 ---Amendments

5.4---Funds

6. DISSOLUTION OF THE COUNCIL

6.1 ---Upon Dissolution of the Council

1. STATEMENT OF PURPOSE.

The Colorado Stormwater Council (CSC) is an organization especially for municipalities and municipal permit holders (National Pollutant Discharge Elimination System (NPDES)). It acts as a forum for municipalities and municipal permit holders which: (a) Enables exchange of technical information regarding stormwater regulations and compliance with permits; (b) Serves as a voice for its members when representation at regulatory hearings or other meetings as necessary or desired; (c) Educates members; (d) Aids in the development and implementation of stormwater programs at local and regional levels.

The organization is organized exclusively for educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code.

2. MEMBERSHIP, VOTING AND MEETINGS

2.1 Membership Criteria.

Membership shall be open to all municipalities and municipal NPDES permit holders in the State of Colorado. All members are eligible to appoint one alternate by written notice to the Council. All members are eligible to attend regular meetings, workshops, receive newsletters and/or other council notices. Membership shall be determined by payment of annual dues and designation of a representative and an alternate.

2.2 Voting Criteria.

Only entities who are municipalities or municipal NPDES permit holders shall have member voting privileges. Each member entitled to vote shall be entitled to one vote upon each matter submitted for vote. Members or their designated alternates attending are entitled to one vote per membership. Voting can take place in any of the following forums: regular meeting, special meeting, mail or email.

2.3 Voting.

Election of Officers shall take place during the fourth quarter of each year for the officer vacancies scheduled to occur in the subsequent calendar year.

2.4 Regular Meetings.

The regular meeting of the CSC will be scheduled to occur at least semi-annually, with advance notification provided to the membership as established in Article 2.7. If the scheduled date for the regular meeting is changed for any reason, notification containing the newly scheduled date and time can be made by any of following forums: email, posted on the web site or U.S. Mail.

2.5 Special Meetings.

Special meetings for any purpose, unless otherwise prescribed by statute, may be called by any officer at the request of one-tenth of all the voting members of the Council. The executive committee (consisting of the officers) reserves the right to call special meetings of municipalities and municipal NPDES

permit holders only. The executive committee of the Council shall be composed of the officers.

2.6 Place of Meetings.

The executive committee may designate any place, either within or outside of Colorado, as the place for the regular meetings or for any special meetings called by the executive committee. A waiver of notice signed by a majority of the members entitled to vote at a meeting may designate any place, either within or outside of Colorado, as the place for such meeting, except the members may not waive notice of any meeting at which any action to amend the Council's bylaws is taken. If no designation is made, or if a special meeting is called the place and time of meeting shall be as specified by the chairperson.

2.7 Notice of Meeting.

Written or printed notices of meeting will include; the place, day, hour and purposes for which a meeting is called and shall be delivered not less than five (5) nor more than fifty (50) days before the date of the meeting, except if any amendment to the bylaws is proposed at least thirty (30) days notice shall be given. Notification of the meeting can be in any of following forums: personal, email, posted on the web site, newsletter or U.S. Mail. Meetings can be called at the direction of the chairperson, executive committee or majority of the members entitled to vote at such meeting. If mailed and if requested by the person or persons lawfully calling such meeting, the secretary shall give notice thereof at the Council's expense, such notice shall be deemed to be delivered when deposited in the U.S. Mail.

2.8 Quorum.

One-fourth of the members of the Council entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the Council. If less than one-fourth of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a quorum is present, the affirmative vote of a majority of the membership represented at the meeting and entitled to vote on the subject matter shall be the act of the membership, unless the vote of a greater number is required by law or the bylaws of the Council.

2.9 Proxies.

At all meetings of the membership, a member may vote by proxy executed in writing by the member or his duly authorized representative. Such proxy shall be filed with the secretary of the Council before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

2.10 Informal Action by Membership.

Any action required to be taken at a meeting of the membership, or any other action which may be taken at a meeting of the membership, may be taken

without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the membership.

3. OFFICERS

3.1 General

The officers of the Council shall be Chairperson, Co-Chairperson, Secretary, Treasurer, and two (2) committee chairpersons (Legislative Action and the Technical Review Committee). No person may simultaneously hold more than one office. In all cases where the duties of any officer are not prescribed by the bylaws, such officer shall follow the orders and instruction of the Chairperson.

3.1.1 Executive Committee

There shall be an Executive Committee of the Council composed of the Officers.

The Executive Committee shall be empowered to act on behalf of the Council as directed by the Council. In an emergency or when it is not possible to perform a fax, telephone or e-mail ballot, the Executive Committee (by a unanimous vote of the Executive Committee) shall be empowered to act for and on behalf of the Council. The Executive Committee shall strive to consider the position of all members, regardless of size and meeting attendance, in all emergency actions. All actions taken by the Executive Committee shall be reported to the Council membership within 30 days of the action.

3.1.2 Chairperson.

The chairperson shall, subject to the direction and supervision of the membership, be the chief executive officer of the Council and shall have general and active control of its affairs and business and general supervision of its officers. The chairperson shall, when present, preside over all meetings of the membership. The chairperson may sign, with the secretary or any other proper officer of the Council any deeds, mortgages, bonds, contracts, or other instruments which the executive committee has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the executive committee or by these bylaws to some other officer of the Council, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties associated to the office of the chairperson and such other duties as may be required by the executive committee from time to time.

In the event the chairperson is unable to complete the term of office, the co-chairperson shall act as the chairperson until the next Council meeting at which time a new chairperson shall be elected to fill the unexpired term. Vacancies occurring in other offices shall be filled by appointment of the chairperson for the unexpired term and all such appointees shall be eligible for election at the next scheduled election to a full term in office.

3.1.3 Co-Chairperson.

The co-chairperson shall assist the chairperson and shall perform such duties as may be assigned by the chairperson or executive committee. In the absence of the chairperson, the co-chairperson shall have the powers and perform the duties of the chairperson.

3.1.4 Secretary.

The secretary shall: (a) Keep the minutes of the proceedings of the membership, and the executive committee meetings. (b) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law. (c) Perform all duties associated to the office of secretary and such other duties as may be assigned by the chairperson or the executive committee. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

3.1.5 Treasurer.

The treasurer shall be the principal financial officer of the Council and shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the Council and shall deposit the same in accordance with the instructions of the executive committee. The treasurer shall maintain complete books, records of accounts, prepare and file all required local, state and federal tax returns, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the chairperson statements of accounts showing the financial position of the Council and the results of its operations. The treasurer shall keep a record containing the names and addresses of all members, unless the executive committee assigns the duty of maintaining membership records to another officer. The treasurer shall receive and give receipts for moneys paid in an account of the Council, and shall pay, out of the funds on hand, all bills and other just debts of the Council, of whatever nature, upon maturity. The treasurer shall perform all duties associated to the office and, upon request from the executive committee the treasurer shall make all documents available for review. The treasurer shall, if required by the executive committee, give the Council a bond in such sums and with such sureties as shall be satisfactory to the executive committee conditioned upon the faithful performance of his or her duties and for the restoration to the Council of all books, papers, vouchers, money and other property in his or her possession or control belonging to the Council. The treasurer shall have such other powers or duties as may be prescribed by the chairperson or the executive committee. The assistant treasurers, if any, shall have the same powers and duties, subject to the supervision of the treasurer.

3.2 Election.

The officers of the Council shall be elected (By the members entitled to vote) annually during a general meeting of the Council conducted in the last quarter of the calendar year. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer

shall hold office until any one of the following occurs: (a) A successor shall have been duly elected. (b) The officer's death. (c) The officer resigns. (d) The officer has been removed in the manner provided in Article 3.4 of these bylaws.

3.3 Term of Office.

The co-chairperson shall be elected annually to serve one year as co-chairperson and the following year as chairperson. All other officers shall hold office for two years. The officers may be elected to successive terms.

3.4 Removal.

Any officer may be removed by the executive committee whenever in its judgment the best interests of the Council will be served, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of any officer shall not in itself create contract rights.

3.5 Vacancies.

A vacancy in any office, however occurring, may be filled by the executive committee for the unexpired portion of the term.

4. INDEMNIFICATION

4.1 Who May be Indemnified.

Subject to the other provisions in this article, the Council may indemnify any person who was or is a party or is threatened to be made a party of any legal action because: (a) The person was or is an officer of CSC. (b) The person was or is serving at the request of the Council as an officer of another corporation, council or enterprise.

The term "legal action" means any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative. The indemnification provided for in this Article shall inure to the benefit of the heirs and personal representatives of the person.

4.2 Scope of Indemnification.

4.2.1 Legal Action Not Brought By or In the Right of the Council.

If the legal action is not brought by or in the right of the Council, the Council may indemnify the person against expenses incurred in the defense of the legal action, attorney fees, judgments, fines and the amounts paid in a settlement. The termination of a legal action by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in the best interest of the Council and, with respect to any criminal action or proceeding, and reasonable cause to believe that his or her conduct was lawful.

4.2.2 Legal Action Brought By or in the Right of the Council.

If the legal action is brought by or in the right of the Council, the Council may indemnify the person against expenses actually and reasonably incurred in the defense of the legal action and attorney fees. However, the Council shall not indemnify the person with respect to any claim, issue or matter in which the person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Council unless the court in which the legal action was brought permits the indemnification, and the Council shall only indemnify the person to the extent permitted by the court.

4.2.3 Right to Indemnify.

A person who is an officer of the Council and who is made a defendant in any legal action referred to in Article 4.1, shall be indemnified against his or her expenses and attorney fees actually and reasonably incurred to the extent that he or she has been successful on the merits in his or her defense of the legal action or in defense of any claim, issue or matter within the legal action.

4.3 Procedure for Authorizing Indemnification.

Unless the person has a right to indemnify under Article 4.2.3 or unless a court has ordered indemnification, the Council shall not indemnify a person unless authorized to do so by the executive committee. In order to authorize indemnification of a person, a determination must be made that the person: (a) Acted in good faith. (b) Acted in a manner he or she reasonably believed to be in the best interests of the Council. (c) Acted with respect to any criminal action or proceeding and had no reasonable cause to believe his or her conduct was unlawful. This determination shall be made by the executive committee by a majority vote of a quorum consisting of officers who were not parties to the action is not obtainable or even if it is and a quorum of disinterested officers so directs, the determination shall be made by the independent legal counsel in a written opinion or by the Council members.

4.4 Advances

The corporation may pay the person's expenses including attorney fees before the final disposition of the legal action or before determining whether the person is entitled to indemnification upon receipt of an undertaking by or on the behalf of the person to repay the amount unless it is ultimately determined that he or she is entitled to indemnification under the Article.

4.5 Not Exclusive.

The indemnification provided for in this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under Section 7-3-101 Colorado Revised Statutes 1973 as it presently exists or may be amended and any other applicable law of Colorado, any bylaw, agreement, vote of members or disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer and shall inure to the benefit of heirs, executors, and administrators of such a person.

4.6 Insurance.

A corporation may purchase and maintain insurance on behalf of any person who is or was an officer of the Council or who is or was serving at the request of the Council as an officer of another enterprise. The insurance may provide coverage of the person against any liability asserted against him or her or incurred by him or her in his official capacity or arising out of his or her status whether or not the Council would have the power to indemnify him or her under the provision of the Article.

5. MISCELLANEOUS

5.1 Waivers of Notice.

Whenever notice is required by law, or by these bylaws, a waiver thereof in writing signed by the chairperson member or other person entitled to said notice, whether before, or after the time stated therein, or his appearance at such meeting in person or (in case of a membership meeting) by proxy, shall be equivalent to such notice.

5.2 Fiscal Year.

The fiscal year of the Council shall begin on January 1 and end on December 31 of each year.

5.3 Amendments.

The executive committee shall have the power to make, amend and repeal the bylaws of the Council at any regular meeting of the executive committee or special meeting called for that purpose.

5.4 Funds.

Funds for operation of the Council shall be provided through dues assessed of the members. Dues shall be determined by vote at the annual meeting or a special meeting.

If, in the opinion of the Council, legislative or regulatory matters arise, which require expenditures beyond funds available to the Council, the Council shall be authorized to solicit funds from its membership specifically to respond to the matters in question or obtain funds from the Council for this purpose.

No part of the net earnings of the organization 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 reasonable 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 or propaganda, or otherwise attempting to influence legislation, and the organization shall 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 organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section

501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

6. DISSOLUTION OF THE COUNCIL

6.1 Upon Dissolution of the Council.

Upon 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.