CONSTITUTION OF THE COLORADO WATER CONGRESS

PREAMBLE

We who join together in this water congress come from every watershed in Colorado, and represent every classification of water user in the State. We recognize the necessity for unity of purpose and objective in supporting the formation and execution of a stable water policy for a unified State of Colorado. We join together in dedicating ourselves to the task of securing full development of all of our available water resources, grounding our actions upon the fundamental proposition that equity must be done to and among all areas in the State.

In recognition of the fact that full utilization of Colorado's limited and precious water resources will fix the limits of greatness which the State can attain in the future, we dedicate ourselves to the complete abandonment of our State's past leisurely attention to and consideration of its water problems, and in lieu thereof, the adoption of the strongest possible program, to the end that the fullest development of our water resources shall become the first order of business of the entire State and of all its people.

ARTICLE I

NAME

The name of this organization shall be COLORADO WATER CONGRESS, sometimes hereinafter referred to as the CONGRESS.

ARTICLE II

OBJECTS AND PURPOSES

Section 1. The objects of this organization shall be to bring about institution and advancement of programs for the conservation, development, and protection of the water resources of the State of Colorado.

Section 2. In furtherance of these objects, the Congress shall cooperate with and support organizations working for the same general objectives, or any part thereof, on either a local area, state-wide, regional or national basis. Subject to the limitations hereinafter contained, it shall provide its membership with a forum for the discussion of water questions to the end that, where possible, conflicts among water users may be resolved through the medium of mutual discussion of the facts and proposed solutions. It shall provide, to the greatest extent possible, information for the consumption of the membership and for the enlightenment of the people of the State of Colorado, to the end that the people will, through the democratic process, insist upon and support a strong state water program.

Based on development of facts, dissemination of information and resolution of apparent conflicts, it shall make its influence felt to the greatest extent possible in each area of public authority over water matters.
Section 3. This Congress shall consider and function with respect to all aspects of the development, administration, conservation, protection and efficient utilization of water resources, including surface and ground waters.

ARTICLE III

MEMBERSHIP

Section 1. Individual memberships shall be open to anyone who shall have an interest in the objects of the Colorado Water Congress and who shall support and subscribe to its constitution and by-laws, subject to disapproval of any individual membership by a majority of the Executive Committee of the Congress. The fiscal year of the Congress, the amount of dues and periods of membership, initiation fees, if any, and sanctions for non-payment of dues, shall be fixed by the By-Laws of the Congress.

Each individual member who is a resident of Colorado shall be entitled to one vote, which must be cast in person, in any meeting at which a vote of the membership is taken; and no other person or entity shall be entitled to a vote.

Section 2. Sustaining memberships shall be made available to any organization, irrigation district, water users association, ditch company, partnership, corporation, municipal corporation, or any other governmental sub-division, quasi-municipal corporation, or other entity interested in the well-being and development of a water program of the State of Colorado. Fees for such memberships shall be fixed by the By-Laws. No sustaining member shall be entitled to a vote in the Colorado Water Congress, but the duly authorized representative of any sustaining member shall be entitled to all other privileges of membership, including the right to be heard on any matter, subject to the rules of the meeting at which such right is to be exercised.

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1. There is hereby created an Executive Committee of the Colorado Water Congress, consisting of one member resident in, and to be elected from each of the following areas:

A. Colorado River Watershed;
B. North Platte and Laramie River Watersheds;
C. Gunnison River Watershed;
D. San Juan, Dolores and San Miguel River Watersheds;
E. Rio Grande Watershed, including the closed basin of the San Luis Valley;
F. Arkansas River Watershed;
G. South Platte Watershed; and
H. City and County of Denver.
Section 2. The members of the Executive Committee from each of the above areas shall be selected at caucuses held for that purpose at the Annual Convention of the Colorado Water Congress, and each individual member resident within such area and in attendance at such convention shall be entitled to one vote in the selection of the Executive Committee member from his area.

Section 3. The Colorado Director of the National Reclamation Association, and the Chairman, Vice-Chairman, Secretary-Treasurer, and Executive Director of the Colorado Water Congress shall be ex-officio members and officers of the Executive Committee without vote, except that the Chairman may vote to break a tie.

Section 4. At any meeting of the Executive Committee, a majority of the members thereof, not inclusive of the ex-officio members, shall constitute a quorum. At any meeting, any number less than a quorum shall have the power to recess the meeting until a later time.

Section 5. At any meeting of the Executive Committee, a member unable to attend may be represented by a person, resident in his area, designated in writing as his proxy.

Section 6. The Executive Committee may appoint such sub-committees as may be desirable for the carrying on of the business of the Congress, including, but not exclusively, sub-committees on finance, membership and organization. Such sub-committees may include persons not members of the Executive Committee.

ARTICLE V
RULES COMMITTEE

Section 1. In any meeting of the Executive Committee which is open to others than its own members, and in any meeting of the membership of the Congress, matters for discussion or action, other than routine business affairs and implementation of policies theretofore adopted, must be limited to matters on which there is substantial agreement among all areas of the State, ascertained as hereinafter provided. No good purpose is served by public controversy over matters which have not been given sufficient preliminary investigation to assure constructive approaches in public expressions of view. In order that such a policy may be effectuated, there is hereby established as an integral part of the Colorado Water Congress, a Rules Committee, the membership of which shall consist of one representative from each of the following districts:

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<thead>
<tr>
<th>District</th>
<th>Includes: (Numbers refer to Water Districts)</th>
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<td>64, 65, 1</td>
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<td>2</td>
<td>3, 4, 5, 6</td>
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<td>3</td>
<td>2,7,8,9, 23 (except Denver)</td>
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<td>4</td>
<td>City and County of Denver</td>
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<td>66, 67, 49, 17, 19, 16, 18</td>
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<td>60, 61, 63, 69</td>
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<td>12</td>
<td>40, 41, 68</td>
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Section 2. A quorum of the Rules Committee shall consist of 12 members appearing either in person or by written proxy at any meeting of the Rules Committee. Each proxy shall contain a limit on its own duration, and if no such limitation is contained, it shall be valid only during the meeting at which it is presented. Meeting shall be held at the call of the Chairman or any three members of the Rules Committee. No meeting at which less than a quorum is present shall have any power other than to recess the meeting until a later time.

Section 3. The powers and functions of the Rules Committee are as follows:

A. To adopt an agenda for the proceedings of each meeting of the membership of the Congress, prior to such meeting.

B. To adopt rules for the conduct of meetings of the membership of the Congress.

C. To meet with the Executive Committee at any meeting of the Executive Committee which may be called or held for the purpose of considering any matter other than routine business of the Congress or the implementation of policy theretofore adopted, to consider the proposed action of the Executive Committee.

Section 4.

A. No subject shall be brought before any meeting of the membership of the Congress for action or discussion until it shall have been approved for action or discussion by the Rules Committee, nor shall any subject not so approved be brought before any meeting of the Executive Committee at which other than its own members are in attendance, except as hereinafter provided.

B. Nothing shall become the official action of the Rules Committee which shall have been disapproved by three or more members of the Rules Committee voting in person or by written proxy.

C. No action may be taken by the Executive Committee on any matter other than routine business of the Congress or implementation of policy theretofore adopted unless such action shall have been given approval by official action of the Rules Committee, given in accordance with Sections A and B above.

D. The Rules Committee and Executive Committee may meet together, but each shall vote separately and within the limitations on quorum and vote otherwise herein specified.

E. Meetings of the Rules Committee and joint meetings of the Rules and Executive Committees shall be open only to the members thereof and such persons as are approved for attendance by unanimous consent.

Section 5. No meeting of the Rules Committee shall adjourn until the adjournment of the meeting of the membership of the Congress for which
it shall have been called, but shall only recess from time to time. Prior to adjournment of the said membership meeting, such recessed meeting may reconvene at any time on the call of the Chairman.

ARTICLE VI

OFFICERS

Section 1. The officers of this Congress shall be elected at the Annual Convention and shall consist of a Chairman, a Vice-Chairman, and a Secretary-Treasurer. Such officers shall serve a term of one year, and until their successors shall have been elected and qualified.

Section 2. In addition to the officers enumerated in Section 1, there shall be an Executive Director of the Colorado Water Congress, whose duties shall be as prescribed by the By-Laws and shall include generally the conduct of the affairs and implementation of the program of the Congress. Such Executive Director shall be selected by the Executive Committee and shall serve at its pleasure, and shall be paid such compensation as the Executive Committee shall, from time to time, establish. The Executive Director shall be in charge of the office of the Congress, and shall, with the consent of the Executive Committee, have the power to employ such assistants and other personnel as may be necessary for the proper conduct of the affairs of the Congress.

Section 3. The duties of the officers enumerated in Section 1 shall be those usually performed by corresponding officers of corporations and other associations, as limited or expanded specifically by the by-laws of the Congress.

Section 4. Funds of the Congress shall be disbursed as provided by the By-Laws. Any person authorized to disburse funds of the Congress shall be bonded in such amount as may be fixed by By-Law, the expense of such bond or bonds to be borne by the Congress.

Section 5. The Chairman shall preside at all meetings of the Executive Committee, the Rules Committee, and any meeting of the membership. In the event of the absence of the Chairman, the Vice-Chairman shall act in his place.

Section 6. In case of the death, resignation or inability to act of any officer or member of the Executive Committee, the Executive Committee shall designate a successor to such officer or member of the Executive Committee from the area for which such vacancy exists. In the event of such vacancy in the office of Chairman, the Vice-Chairman shall act in his place pending the filling of such vacancy as herein provided. Any vacancy caused by the death, resignation, or inability to act of any member of the Rules Committee, and any vacancy caused by reason of any other circumstance, shall be filled at a special meeting of the members of the Congress resident within the district for which such member shall have been selected. Such special meeting of the district shall be held at the call of the Chairman, or at the call of any three members of the Congress resident within the District if the Chairman shall not have acted within ten days after notification of the existence of such vacancy. Such special meeting shall be held within the geographic boundaries of the district involved. During any vacancy on the Rules Committee, the Chairman or Vice-Chairman of the District affected shall act for it.
ARTICLE VII

MEETINGS

Section 1. There shall be one regular annual meeting of the membership of the Colorado Water Congress, to be called the Annual Convention, each year at such time and place as shall be fixed by the preceding Annual Convention. In the event the Convention shall fail to designate a time or place, or either, such time or place, or both, of the Annual Convention shall be fixed by the Executive Committee. Notice shall be given of the time and place of the Annual Convention by mail, addressed to the last known address of each member, at least thirty (30) days prior to the convening thereof. In case of emergency or change of circumstances, found and declared to exist by a two-thirds vote of all the voting members of the Executive Committee, the time or place, or both, of the Annual Convention may be changed by the Executive Committee, regardless of the identity of the body fixing such time and place.

Section 2. In the event of an emergency, found and declared to exist by two-thirds vote of all the voting members of the Executive Committee, a special meeting of the membership may be called at any time. Such meeting shall be held at such time and place as may be directed by the Executive Committee. Notice of such meeting shall be mailed to the last known address of each member, and shall be deposited in the mails not less than seven (7) days before the date of any such special membership meeting.

Section 3. Special meetings of the Executive Committee shall be held at such time and place as may be designated in the call for such meeting, at any time on call of the Chairman, the Executive Director, or any three members of the Executive Committee. Notice of such meeting shall be given in time to be received at least 48 hours prior to the time of such meeting by mail, telegram, or other means of communication. Regular meetings of the Executive Committee shall be held bi-monthly at a time and place to be fixed by the By-Laws. No notice need be given of any regular meeting of the Executive Committee.

Section 4. Notice of every meeting of the Rules Committee shall be given by mail, deposited in the mails to every member thereof at least seven (7) days before such meeting.

Section 5. The certificate of the Executive Director that notice as required in this Article has been given shall be prima-facie evidence that such notice was received by the person to whom notice was required to be given, and such certificate shall be inserted in the minutes of each meeting for which notice is required. Attendance at any meeting shall constitute a waiver of the required notice of such meeting.

Section 6. A quorum of any meeting of the membership shall consist of those actually in attendance at such meeting.

ARTICLE VIII

POWERS AND DUTIES

Section 1. Plenary power over the affairs of the Congress shall be vested in any meeting of the membership of the Congress, except as
limited by this Constitution.

Section 2. Except as otherwise herein limited, all the powers of meetings of the membership between meetings thereof, shall be vested in the Executive Committee; provided, however, that the Executive Committee shall have no power to alter, amend or repeal any policy or action taken at a meeting of the membership, nor shall the Executive Committee have the power to adopt any policy or take any action which shall have been theretofore submitted to a meeting of the membership, and by such meeting tabled, rejected or on which action shall have been deferred.

ARTICLE IX

BY-LAWS

By-laws shall be adopted, and may thereafter be amended or repealed in the same manner as any other action of the Congress, and subject to the same limitations; provided, however, that any action taken in respect to by-laws by any meeting having the power to do so may only be taken upon the concurrence of two-thirds of the membership of such body that are present at such meeting, in the presence of the quorum.

ARTICLE X

AMENDMENTS

These articles may be amended at any meeting of the membership upon the concurrence of two-thirds of the voting membership present at such meeting; provided, however, that Articles V and XII, and Section 4, Article VII, hereof shall not be amended except upon the unanimous concurrence of all membership present at such meeting of the membership; provided further that no amendment of these articles shall become effective over the objection of any member unless the substance of such amendment shall have been submitted in writing to every member of the Congress at least ten days before the meeting at which such amendment is to be considered.

ARTICLE XI

DISTRICT ORGANIZATION

Section 1. There are hereby created nineteen (19) district organizations, to be known by the style of: "District____, Colorado Water Congress." The areas within each District shall be as set forth in Section 1 of Article V of this Constitution.

Section 2. Each member of the Colorado Water Congress shall be a member of the District Organization for the district in which he shall reside. Any member of the Colorado Water Congress who is not a resident of the State of Colorado shall be a member at large, and shall not be a member of any district organization.

Section 3. Each district is authorized to adopt its own Constitution, within the limits of this Constitution. In every district, however, provision shall be made for a Chairman of the district organization and a member of the Rules Committee, to be selected as the Constitution of the district organization shall provide, but, in every case, the
member of the Rules Committee shall be selected by vote of the individual members of the district organization at a meeting held at least once each year within the geographical boundaries of the district.

Section 4. The purpose of the district organization shall be the implementation of the program of the Colorado Water Congress, and the establishment and implementation of such programs of local interest as may be adopted by the district organization; PROVIDED, HOWEVER, that no program or policy of the district organization shall be in conflict with any duly adopted program or policy of the Colorado Water Congress.

Section 5. The officers of the Colorado Water Congress shall give full support and assistance to each district in the formation of the district organization, and thereafter, to the extent requested by the members within the district and the physical and financial limitations of the Colorado Water Congress.

ARTICLE XII

INCORPORATION

The Executive Committee is empowered to cause the Colorado Water Congress to be incorporated under the general laws of the State of Colorado pertaining to corporations not for profit. The articles of incorporation may be signed by any officer or member of the Executive Committee of the Congress and shall be so framed as to include within the powers of the corporation, all of the powers and objects herein contained; provided, however, that regardless of the existence of any power in the Articles of Incorporation of the Colorado Water Congress, no power shall exist in excess of the limitations imposed by this Constitution, nor shall any actions be taken by such corporation contrary to any restrictions contained in this Constitution. The membership of the corporation shall consist of all the individual members of the Colorado Water Congress, and the Board of Directors and officers of such corporation shall consist of the Officers and Executive Committee provided for by this Constitution.

ARTICLE XIII

COMPLETION OF ORGANIZATION

Section 1. The elected area representatives of the Organization Committee, constituted as a result of the meeting held in Denver, Colorado June 4th, 1958 shall constitute the Rules Committee of the Congress, and the Executive Committee and officers selected by the Organization Committee shall act as Officers and Executive Committee respectively of the Congress, pending the convening of the First Annual Convention of the Colorado Water Congress, and shall have and exercise all the powers and duties provided for in this Constitution.

Section 2. The First Annual Convention of the Colorado Water Congress shall be held not later than January 17th, 1959.

Section 3. District Organizations shall be formed as quickly as possible after the First Annual Convention of the Colorado Water Congress.