

# Coal Creek Watershed Coalition Bylaws for Administration

## ARTICLE I: Name

### Section 1. Name

The name of the organization formed and adoption of these bylaws is the Coal Creek Watershed Coalition (“CCWC”).

### Section 2. Purpose

The CCWC is a Colorado non-profit corporation formed for the purpose of protecting and restoring Crested Butte’s local watersheds in Gunnison County, Colorado.

### Section 3. Mission

The mission of the Coal Creek Watershed Coalition is to maintain, restore and enhance the environmental integrity of Crested Butte’s local watersheds to ensure those local watersheds and habitats are of the highest possible quality necessary to support wildlife, aquatic life, and human life.

### Section 4. Goals

#### Goals:

- (1) Provide high quality data to facilitate cooperative assessments and the exchange of information in order to identify and address environmental concerns in a proactive manner.
- (2) Enhance the Coal Creek Watershed by reducing or eliminating existing and potential environmental problems and restoring degraded habitats to achieve water quality or other appropriate standards
- (3) Communicate water quality and watershed related information that increases public awareness of watershed issues.
- (4) Expand the public’s participation in protection of Crested Butte’s local watersheds and develop the internal capacity of the organization’s staff, board and other volunteers to accomplish the mission of the organization.
- (5) Develop a strong and diverse funding structure to ensure the long term stability needed for core programing.
- (6) Support watershed issues outside of the Coal Creek Watershed on a case-by-case basis while recognizing the existing limitations of staff and funding.

### Section 5. Offices

The principal office of the corporation in the state of Colorado shall be located in the town of **Crested Butte**, county of **Gunnison**. The CCWC may have other offices, either within or outside of the state of **Colorado**, as the board of directors may determine or as the affairs of the corporation may require.

The CCWC shall have and maintain in the state of **Colorado** a registered office, and a registered agent whose office is identical with the registered office, as required by the **Colorado** Nonprofit Corporation Act. The registered office may be, but need not be; identical with the principal office in the state of **Colorado**, and the address of the registered office may be changed from time to time by the board of directors.

## **ARTICLE II: Methods**

All methods employed by the CCWC will embody the spirit of cooperation and community involvement on which the group is founded. The CCWC will emphasize voluntary participation, education and outreach, and coordination with other organizations, entities, agencies, and stakeholders in the Coal Creek watershed.

## **ARTICLE III: Membership**

Subsequent to the date of these Bylaws, CCWC may have members upon such terms as shall be decided by the Board of Directors, provided, however, that membership in CCWC, if any, shall be available without regard to race, color, creed, national origin, gender or handicap. No member shall have any voting rights. All voting rights are vested solely in the directors.

## **Article IV. Organization**

### Section 1. Board of Directors

#### (a) General Powers

The affairs of the corporation shall be managed by its board of directors.

### Section 2. Number, Tenure and Election

The number of directors shall be a minimum of five (5) which shall include the officers, President, Vice President, Secretary/Treasurer and two others. The officers shall serve one-year terms while the other two will serve staggered initial terms of one and two years each. Subsequent to the initial term, the two members of the Board that are not also officers shall serve three-year terms. The directors shall be elected by the Board of Directors by ballot, oral or written, with the person receiving the majority vote cast for such office being declared elected. At all times, the Board of Directors shall consist of individuals who have either a demonstrated interest in Coal Creek issues such as residents or landowners within, permit holders within, land managers, or recreational users of, streams or reservoirs within the Coal Creek watershed, individuals served by drinking water derived from Coal Creek, or individuals having technical or scientific expertise that would be of assistance and value to the CCWC.

(c) *Resignations* Any Director desiring to resign from the Board shall submit written notice to the President at least ten (10) days prior to the next regularly scheduled Board Meeting.

(d) *Vacancies* Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

(e) *Compensation.* No compensation will be paid to any member of the Board of Directors for services as a member of the Board. By resolution of the Board, reasonable expenses may be allowed for attendance at regular and special meetings of the Board. Services rendered by Board members, outside of the scope of Board member duties listed above, may be compensated but only if approved by the Board prior to any services being provided .

(f) The Directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

(g) It shall be the duty of the Directors to:

- (1) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (2) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all directors, agents and employees of the corporation;
- (3) Supervise all officers, agents, contractors, and employees of the corporation to assure that their duties are performed properly;
- (4) Meet at such times and places as required by these Bylaws;
- (5) Register their addresses with the CCWC Director, and notices of meetings mailed or electronically conveyed to them at such addresses shall be valid notices thereof.

### Section 3. Officers

- (a) The officers of the corporation shall be a President, a Vice President, a Secretary/Treasurer. Other officers' provisions may be determined from time to time by the Board of Directors.
- (b) Any current Director may serve as an officer of this corporation.
- (c) The officers will be elected annually by the Board of Directors at the first meeting of the Board immediately following the annual election appointment of Board members. Each officer will serve a one year term.
- (d) Any officer may be removed, either with or without cause, by the Board of Directors, at any time by a vote of a majority of all the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and to the officer affected at least 14 days previously.

Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provision of this Section shall be superseded by any conflicting terms of contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

- (e) Any vacancies caused by the death, resignation, removal, disqualification, or otherwise, of an officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such times as the Board shall fill the vacancy.
- (f) No compensation will be paid to any Officers of the CCWC for services as an Officer.
- (g) Duties of the President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The president may delegate certain duties to an employee of the Corporation.

(h) Duties of the Vice President

The Vice President shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers in the absence of the President or at the request of the President.

(i) Duties of the Secretary/Treasurer

The Secretary shall:

- Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- Keep at the principal office of the corporation a membership list containing the name and addresses of Directors.
- Exhibit at all reasonable times to any Director of the corporation or to his or her agent or attorney, on request therefore, the Bylaws, the membership list, and the minutes of the proceedings of the Directors of the corporation.
- Oversee the issuance of notices and see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- Keep the minutes of the meetings of the Board, maintain the records of the Corporation; and perform other duties as may be assigned by the Board of Directors.
- The Secretary may delegate, certain duties to an employee or contractor of the corporation.
  
- Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such bank, trust companies, or other depositories as shall be selected by the Board of Directors.
- Receive and give receipts for, monies due and payable to the corporation from any source whatsoever.
- Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- Exhibit at all reasonable times the books of account and financial records to any Director, whenever requested, an account of any or all of his or her transaction and of the financial condition of the corporation.
- Prepare or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

- In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, of the corporation, of by these Bylaws, which may be assigned to his or her from time to time by the Board of Directors.
- The Treasurer may delegate certain duties to an employee or contractor of the corporation.

Section 4, CCWC General Manager

- A. The Board is responsible for appointing the General Manager (alternatively referred to as Director) reviewing his/her work, and recommending terminating his/her contract if necessary.
- B. The General Manager shall be responsible for conducting the day-to-day activities of the CCWC in accordance with such direction as provided by the Board.
- C. The General Manager shall assist in the facilitation of all Board meetings and other activities as directed by the Board; prepare agendas; keep meeting minutes; and distribute agendas, minutes, etc. for review; and assist in the writing, education and other initiatives. The Director shall provide progress reports to the Board as requested by the Board.
- D. The General Manager shall assist the Board in preparing an annual budget.
- E. The General Manager may publish newsletters and conduct correspondence.
- F. The General Manager may expend funds necessary for conducting day-to-day activities of the CCWC with approval of the Board for any expenditure exceeding established limits in accordance with policies of the Organization.

Section 5. The Board of Directors has the authority create committees with the majority vote of the board voting in favor. Currently the CCWC has two standing committees.

**(a) Steering Committee**

On March 11, 2009 the Board of Directors amended the bylaws to provide the details of a Steering Committee with the following purpose:

- To represent the diverse interests of the stakeholder groups active in the Coal Creek Watershed
- To provide dialogue between stakeholder groups on issues related to the mission of the Coal Creek Watershed Coalition
- To provide the organization with access to the expertise of each stakeholder
- To advise the Board of Directors on actions related to the organization

Potential Stakeholder Groups represented on the Steering Committee can include but are not limited to:

1. Federal Agencies – U.S. Forest Service, U.S. Bureau of Land Management, U.S. Environmental Protection Agency, U S Geological Survey
2. State Agencies - Division of Reclamation Mining and Safety, Division of Wildlife, Water Quality Control Division, Colorado River District, Upper Gunnison River Water Conservancy District
3. Local agencies municipalities or districts - Town of Crested Butte, Gunnison County,
4. User Groups- Drinking Water Users, Recreation Users, Developers

5. Private Landowners - Irwin, Trapper's Crossing landowners, Mt. Emmons Project, Residents of Crested Butte
6. Scientists- Rocky Mountain Biological Laboratory, Western State College, Colorado State Extension, University of Colorado (), Private Consultants and Scientists
7. Non-Governmental Organizations- Crested Butte Land Trust, High Country Citizens' Alliance, Community Foundation for the Gunnison Valley, Office for Resource Efficiency, Trout Unlimited, Ducks Unlimited

**(b) Technical Committee**

The purpose of the Technical Committee is as follows:

- (1) To ensure the organization releases studies, reports, and data summaries of the highest quality through the use of the diverse technical expertise available through steering committee members
- (2) To provide expertise in developing plans or studies being completed by the organization or other entities active in the watershed
- (3) To review local, state or federal proposals affecting criteria that could affect the mission of the organization

No specific stakeholder groups were identified to fill roles of the Technical Committee.

**ARTICLE V: Meetings**

Section 1. Regular meetings of the Board will be held at a time and place established by the Board.

Section 2. A simple majority of Board members shall constitute a quorum. A quorum shall be sufficient to conduct an official Board meeting.

Section 3. Special meetings may be announced by the General Manager at the request of a quorum of the Board. The purpose of a special meeting shall be stated in the announcement. Except in cases of emergency at least five (5) days notice shall be given before a special meeting is scheduled.

Section 4. All actions, recommendations and decisions made by the Board must be approved by a simple majority of the Board members present. Actions by the board can be approved at official board meetings or via electronic communications. Board members may participate in meetings over the phone or virtually.

Section 5. Meetings of the Board of Directors shall be presided over by the President of the Corporation, or in his or her absence, the Vice President or Secretary of the Corporation or by the General Manager as determined by the Board of Directors.

**ARTICLE VI: Execution of Deposits and Funds**

Section 1. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer or President.

Section 3. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the non-profit purpose of this corporation.

## **ARTICLE VII. Corporate Records and Reports**

Section 1. The corporation shall keep at its principal office or other designated location:

- a. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts, of its assets, liabilities, receipts, disbursements, gains and losses
- b. A record of its Board members
- c. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours.
- d. A copy of all policies and resolutions

Section 2. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind, and to inspect the physical properties of the corporation.

Section 3. The Board shall cause any annual or periodic reports required under law to be prepared and delivered to an office of this state within the time limits set by law.

## **ARTICLE VIII. IRS 501 (c) (3) Tax Exemption Provisions**

Section 1. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provide by Section 501 (h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue code.

Section 2. No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its participants, Directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Upon the dissolution of this corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provision of the laws of this state.

Section 4. In any taxable year in which this corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue code; 3) shall not retain any excess business holding as defined in Section 4943 (c) of the Internal Revenue code; under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

**ARTICLE IX. Personal Liability**

The Directors of the Board, officers, Director, or other participants in the corporation shall not be personally liable for any debt liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or making any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them for the corporation.

**ARTICLE X. Indemnification of Directors, Officers, Staff and Volunteers**

As outlined in the Articles of Incorporation, the corporation will have the power to indemnify and hold harmless any Director of the Board, officer, employee, or volunteer from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as Director, officer, employee or volunteer (except in cases involving willful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.

**ARTICLE XI. Amendment of Bylaws**

These bylaws may be amended by a majority vote of the Board at any duly called regular or special meeting of the Board, provided the amendment has been recommended and submitted in writing at the previous Board meeting and included in the minutes of that meeting, and the consideration of an amendment to the bylaws is included on the publicly posted agenda for the meeting in which it is to be considered.

**CERTIFICATION OF ADOPTION**

These bylaws were approved at a meeting of the Board on \_\_\_\_\_

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date