



Organizational Handbook

Updated 1/13/2011

*"To promote and
facilitate the efficient use
of Colorado's water"*

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ORGANIZATIONAL STRUCTURE

Colorado WaterWise Board

Alyssa Quinn
Kim Frick
Cindy Moe
Laurie d'Audney
Drew Beckwith
Esther Vincent
Frank Kinder
Sarah Fleury

Stu Feinglas
Lyle Whitney
Laura Wing
Linda Firth
Jeff Woodward
Ruth Quade
Dave Merritt

Management Team

Esther Vincent, Co-Chair
Laurie D'Audney, Co-Chair
Ruth Quade, Co-Secretary
Drew Beckwith, Co-Secretary
Frank Kinder, Co-Treasurer
Cindy Moe, Co-Treasurer

Administrative Support

Casey Davenhill

Graphic Designer

Nicole Theerasatiankul

Project Manager

Brenda O'Brien

Membership Committee

Jeff Woodward
Esther Vincent
Laurie D'Audney

Newsletter Committee

Ruth Quade (Editor)
Kim Frick (Editor)
Leslie Martien (Editor)
Laurie D'Audney
Liz Gardener

Value of Water Committee

Alyssa Quinn
Laura Wing
Jean Van Pelt
Peter Mayer
Brenda O'Brien
Lyle Whitney

Development Committee

Esther Vincent
Laurie D'Audney
Beorn Courtney

BP Phase II & III Committee

Brenda O'Brien
Peter Mayer
Lyle Whitney

Annual Event Committee

Brenda O'Brien
Ruth Quade
Laurie D'Audney
Alyssa Quinn
Leslie Martien
Esther Vincent
Linda Firth

ICI Committee

Stu Feinglas
Cindy Moe
Frank Kinder
Russ Sands

Website Committee

Laura Wing
Drew Beckwith
Project Manager

CHAIR OR CO-CHAIRS

1. General Responsibilities

The Chair is responsible for ensuring that the Board of Directors and its members: are aware of and fulfill their governance responsibilities; comply with applicable laws and bylaws; conduct board business effectively and efficiently; are accountable for their performance.¹

In order to fulfill these responsibilities, and subject to the organization's bylaws, the Chair presides over meetings, proposes policies and practices, sits on various committees, monitors the performance of Directors and Officers, submits various reports to the board, to funders, and to other "stakeholders"; proposes the creation of committees; appoints members to such committees; and performs other duties as the need arises and/or as defined in the bylaws.

2. Accountability

The Chair is accountable to the Board of Directors or Members as specified in the bylaws. The Chair may delegate specific duties to the Project Manager, Board members and/or committees as appropriate; however, the accountability for them remains with the Chair.

3. Specific Duties

a. Meetings

The Chair ensures that an agenda is planned for board meetings. This may involve periodic meetings with committee chairpersons and the Project Manager to draft annual and meeting agendas and reporting schedules.

The Chair presides over meetings of the Board of Directors. In this capacity, the Chair:

- i. Chairs meetings according to accepted rules of order for the purposes of
- ii. Encouraging all members to participate in discussion;
- iii. Arriving at decisions in an orderly, timely and democratic manner;
- iv. Votes as prescribed in the bylaws. The Chair performs the above duties for the management team

b. Board Committees

The Chair serves as an ex-officio member of board committees specified in the bylaws. In this capacity, the Chair's role is:

- i. To serve as a voting member of the committee (if specified in the bylaws);
- ii. To negotiate reporting schedules;
- iii. To identify problems and assist the committee chairperson to resolve them, and if necessary, to bring them to the attention of the Board of Directors.

c. Board-Staff Relations

The Chair is the primary liaison between the Board and the executive director. In this capacity, the Chair:

- i. Meets periodically with the Project Manager;
- ii. Ensures that periodic performance reviews of the executive director are conducted;
- iii. Participates in the hiring and evaluation of the executive director.

d. Community Relations

The Chair ensures that the organization maintains positive and productive relationships with media, funders, donors, and other organizations. In this capacity, the Chair serves as primary spokesperson for the organization
Duties may include:

- i. Representing the organization to the media;
- ii. Representing the organization on governmental or nongovernmental organizations and committees;
- iii. Timely and appropriate reporting of Board decisions and actions to members and/or funders and/or donors.

e. Signing Officer

The Chair is normally designated by the Board of Directors as one of the signing officers for certain documents. In this capacity, the Chair may be authorized or required to sign or countersign cheques, correspondence, applications, reports, contracts or other documents on behalf of organization.

f. Board Development

The Chair ensures that structures and procedures are in place for effective recruitment, training, and evaluation of board members.

g. Fund Raising

The Chair ensures that structures and procedures are in place for securing the resources required by the organization. Depending upon the organization, this may require the Chair to play a leadership role in fundraising campaigns through personal contributions of services and money.

h. Delegation

Based upon need, the Chair may establish or propose the establishment of committees of the Board, and may assign tasks and delegate responsibilities to board committees and/or directors.

¹ *This document uses the word "ensure" to convey the intent that accountability for the specified responsibilities lies with the Chair but it is not necessarily the Chair who carries out the activity. Indeed, we expect that many of these responsibilities will be delegated to board committees, staff, or others including experts retained for a specific purpose. The word "ensure" is not intended to imply any additional source of legal duties beyond those that are required by law.*

SECRETARY OR CO-SECRETARIES

1. General Responsibilities

Organizations are required by law and by custom to maintain certain records for several purposes, including:

1. Accurate recollection of decisions;
2. Determination of eligibility to vote;
3. Continuity of policies and practices; and
4. Accountability of directors and officers.

The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board's business was conducted. In order to fulfill these responsibilities, and subject to the organization's bylaws, the Secretary records minutes of meetings, ensures their accuracy, and availability, proposes policies and practices, submits various reports to the board, maintains membership records, fulfills any other requirements of a Director and Officer, and performs other duties as the need arises and/or as defined in the bylaws.¹

2. Accountability

The Secretary is accountable to the Board of Directors (if elected or appointed by them) or Members. (If elected by the membership at a members meeting) as specified in the bylaws. Through the Board of Directors, certain duties of the Secretary may be delegated to the Project Manager, Board members and/or committees as appropriate; however, the accountability for them remains with the Secretary.

3. Specific Duties

1. Minutes

The secretary is responsible for ensuring that accurate minutes of meetings are taken and approved. Requirements of minutes may vary with the jurisdiction but should include at a minimum:

- i. date, time, location of meeting;
- ii. list of those present and absent;
- iii. list of items discussed;
- iv. list of reports presented;
- v. text of motions presented and description of their disposition.²

The Secretary signs a copy of the final, approved minutes and ensures that this copy is maintained in the corporate records.

2. Custodian of records

The secretary ensures that the records of the organization are maintained as required by law and made available when required by authorized persons. These records may include founding documents, (eg. letters patent, articles of incorporation), lists of directors, board and committee meeting minutes financial reports, and other official records.

3. Membership Records

The Secretary ensures that official records are maintained of members of the organization and Board. He/She ensures that these records are available when required for reports, elections, referenda, other votes, etc.

4. Bylaws

The Secretary ensures that an up-to-date copy of the bylaws is available at all meetings.

5. Communication

The Secretary ensures that proper notification is given of directors' and members' meetings as specified in the bylaws. The Secretary manages the general correspondence of the Board of Directors except for such correspondence assigned to others.

6. Meetings

The Secretary participates in Board meetings as a voting member. The Secretary provides items for the agenda as appropriate. In the absence of the Chair or Co-Chairs the Secretary calls the meeting to order, presiding until a temporary chairperson is elected.

7. Filing of Documents

The Secretary may be the registered agent with respect to the laws of the jurisdiction; the person upon whom legal notice to the corporation is served, and responsible for ensuring that documents necessary to maintain the corporation are filed.

¹ *This document uses the word "ensure" to convey the intent that accountability for the specified responsibilities lies with the Secretary but it is not necessarily the Secretary who carries out the activity. Indeed, we expect that many of these responsibilities will be delegated to board committees, staff, or others including experts retained for a specific purpose. The word "ensure" is not intended to imply any additional source of legal duties beyond those that are required by law.*

² *Minutes should have enough information to help absent directors and members understand what issues were discussed and what decisions were made. Some lawyers advise that in certain circumstances, minutes should include summary of discussion, rationale for decision, names of those participating in the discussion, and the roll call, noting any declared conflicts of interest. These circumstances: are if the matter is contentious, if board members dissent, if there is any concern about exposure to liability, or if a board member has a conflict of interest.*

TREASURER OR CO-TREASURERS

The Co-treasurers manage Colorado WaterWise financial records and serves as a liaison with other Colorado WaterWise committees. With input from other committees, the Finance Committee produces an annual budget projection which it uses to track the finances throughout the year. The Finance Committee is also responsible for monitoring investments and providing recommendations for ways to improve Colorado WaterWise's financial position. Tax responsibilities are also coordinated through this Committee, with assistance from a Certified Public Accountant for actual tax filings. The financial health of Colorado WaterWise is critical to its sustainability and we could use your help! Previous experience managing finances for non-profit organizations would be ideal but is not necessary. A general interest in finances is the only requirement.

1. General Responsibilities

- a. Attend all board meetings
- b. Maintain knowledge of the organization and personal commitment to its goals and objectives
- c. Understand financial accounting for nonprofit organizations
- d. Serve as the chair of the finance committee
- e. Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities
- f. Work with the chief executive and the chief financial officer to ensure that appropriate financial reports are made available to the board on a timely basis
- g. Present the annual and multi-year budgets to the board for approval
- h. Review the annual audit and answer board members' questions about the audit

2. Specific Duties

- a. Bank account maintenance – Selecting a bank, signing checks, and investing excess funds wisely
- b. Financial transaction oversight – Being knowledgeable about who has access to the organization's funds, and any outstanding bills or debts owed, as well as developing systems for keeping cash flow manageable
- c. Budgets – Developing annual and multi-year budgets as well as comparing the actual revenues and expenses incurred against the budget
- d. Financial Policies – Overseeing the development and observation of the organization's financial policies
- e. Reports – Keeping the board regularly informed of key financial events, trends, concerns, and assessment of fiscal health in addition to completing required financial reporting forms in a timely fashion and making these forms available to the board
- f. Tax Coordinator – helping track various tax reporting obligations; this is more of an inventory monitor as we utilize services from a CPA for tax filings
- g. Finance Committee (if applicable) – Serving as Chair of the Finance Committee

The Treasurer is largely influential in proper financial management and thus, also greatly affects the public's perception, trust, and assurance in the organization management. Therefore, organizations should seek desirable qualifications in a Treasurer such as financial literacy, attention to detail, timeliness in completing tasks, neat and accurate record keeping, and a willingness to ask questions.

3. Accountability

While financial management is the primary focus of the Treasurer, the entire board shares accountability. As highlighted by the Minnesota Nonprofit Alliance Fund, "the treasurer shouldn't feel, or be made to feel, that they have sole responsibility for the financial health of the organization. Their role is to make sure that the information is accurate, timely and provided to the board."

BOARD MEMBERS

1. General Responsibilities

- a. Regularly attends board meetings and important related meetings.
- b. Makes serious commitment to participate actively in committee work.
- c. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.

- d. Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
- e. Gets to know other committee members and builds a collegial working relationship that contributes to consensus.
- f. Is an active participant in the committee's annual evaluation and planning efforts.
- g. Participates in fund raising for the organization (*nonprofit only*).

2. Expectations

- a. Each Board member must make a minimum 3-year commitment to serve unless he/she is replacing a Board member who has resigned "in-term". In this case, the member must commit to serve no less than the entirety of the term filled.
- b. Each Board member must serve on and actively participate in at least one committee and/or as an officer. Any Board member may be removed from the Board by a majority vote of the remaining members for failing to do so.
- c. Each Board member must join at an 'Individual' or higher level within 6 months of being elected.
- d. Each Board member must attend at least 8 Board meetings by phone or in person per year.
- e. Each Board member residing along the Front Range or within reasonable¹ driving distance to the Denver metro area must attend at least 6 Board meetings per year in person.
- f. Each Board member residing on the West Slope or beyond a reasonable¹ driving distance from the Denver metro area must attend at least 2 Board meetings in person per year.
- g. Any Board member may be removed from the Board by a majority vote of the remaining members for missing 3 or more consecutive meetings either in person or by phone without justifiable² cause.

¹ Reasonable is considered to be 120 miles

² Justifiable is considered subjective and may include inclement weather, technical limitations, etc.

COMMITTEES

MEMBERSHIP COMMITTEE

The Membership Committee works to ensure that Colorado WaterWise's membership provides a basic level of financial support for the organization. The committee defines membership benefits and values, sets membership levels, maintains a membership database, supports members, ensures that renewal information goes out in a timely manner, and works with the management team recruit new members.

2011 Tasks:

- Revise membership structure and benefits to bring in membership funds of \$25,000 in 2011.
- Develop a plan to grow the membership support for Colorado WaterWise to a sustainable level.
- Develop a membership management guide for the organization.

NEWSLETTER COMMITTEE

The Newsletter Committee is charged with producing the quarterly WaterWise newsletter. Each issue has a focused topic and supporting articles and is published on the first of March, June, September, and December. WaterWise is an important communication tool, with current research, events and happenings within the Colorado water conservation community and beyond.

2011 Goal:

- Link articles in newsletter to specific BP measures to promote the Guidebook and align with strategic plan.

VALUE OF WATER COMMITTEE

The Value of Water Committee aims to create water awareness among all Coloradoans through implementation of a statewide water awareness campaign that can be adapted regionally. Listed below are goals of the committee:

- Survey – survey project partners and analyze existing citizen knowledge assessment tools. Conduct initial statewide survey. Beginning 2011.
- Campaign Components – Develop campaign implementation strategy. Develop a logo and slogan to serve as the identity for the campaign, develop a website to serve as porthole for the campaign and create a media kit. All 2011.
- Campaign Implementation – Implement campaign components for print, radio and TV media with regional application. – Beginning of 2012.
- Evaluation and Analysis – Develop and implement campaign evaluation and analysis tools including surveys that are used before, during and after the project. – End of 2012 to beginning of 2013.

DEVELOPMENT COMMITTEE

Mission: the committee is responsible for defining a strategy for board development/expansion that will support the organization's strategic goals. Committee members will also act as ambassadors for the organization.

Goals:

- Succession planning
- Expand the reach of Colorado WaterWise beyond the water conservation community
- Outreach for board recruitment in support of Colorado WaterWise board election cycles
- Develop an outreach plan and targets

BP PHASE II & III COMMITTEE

Best Practices Phase II is the development of a webinar training platform for the Guidebook of Best Practices for Municipal Water Conservation. The development and delivery of a web based training platform will allow for widespread best practices training, thus meeting the needs of our constituents.

2011 Tasks:

- Develop a scope of work to identify cost and funding source(s)
- Organize Webinars and Select Webinar Service
- Prepare Webinar Program and Materials
- Conduct webinars

Best Practices Phase III is to develop an interactive tool that interfaces with best practice tools such as the AWE and ICI tools.

2011 Tasks:

- Develop a scope of work for BP Phase III

WEBSITE COMMITTEE

The Colorado WaterWise website communicates the organizational goals and objectives to members and visitors. The website hosts information about the organization, the Board of Directors, projects, technical resources, newsletter, and events. It also provides a platform for essential organizational functions including member and

contact database management, membership registration and renewal, e-mail marketing, document storage, event registration, and online credit card payments.

The Website committee's role is to optimize the website for the display of timely information. Website committee members learn through web-based tutorials how to manage website structure and functions and train Board members, committee members, and staff how to post information.

- Posting of Information: Because Colorado WaterWise does not contract with a website administrator, posting of website content is a responsibility shared by all committees and Board members. Each committee or workgroup should designate a member who is responsible for posting information about their projects. Management Team information should be posted by the Secretary or Project Manager in the Board Business Section. The website is equipped with a text editor that allows information to be easily copied from Microsoft Word documents to a web page. The Website committee is responsible for adding pages and modifying formats as necessary to accommodate new information. If interested in posting information, any Board member may request administrative access to the website and training from the Website committee.
- E-mail Distribution: The Project Manager is responsible for e-mail distribution to mailing lists. If a committee needs to send out information to a mailing list, the information should be first approved by the Management Team and then sent to the Project Manager. Contacts can be sorted and grouped by category to create custom distribution lists.
- Member/Contact Database: The Membership committee is responsible for maintaining the member/contact database.
- Posting Events: Events and meetings can be posted by the Project Manager or Board members with administrative access to the website. Any water conservation or water resources related event can be posted. Events and meetings can be set up so that attendees can register on the website. Attendees are automatically recorded in the contact database and the number of attendees registered for each event is tracked.
- Respond to Member Inquiries:

ANNUAL EVENT COMMITTEE

The Annual Event Committee is responsible for organizing and executing Colorado WaterWise's annual event.

Colorado WaterWise hosts a 1-day event each year to engage and educate the community to help promote urban water conservation to professionals throughout Colorado.

The Annual Event Committee will deliver a successful annual event each year through implementation of the events project plan. The project plan includes task such as (including but not limited to): identify a theme, select a venue, audio and visual equipment, identify topics and speakers, develop a pricing strategy, develop registration platform, identify sponsors and sponsor benefits, marketing materials, and public relations, document financials, award program and door prizes, and other key event deliverables.

The Annual Event Committee will need to designate:

- Facility Coordinator: secure room-reservation, arrange for necessary amenities required for the meeting. Act as a liaison between the committee and the facility managers. Determine needs for additional duties such as room set-up, cleaning and membership sign-ins/seating assignments. Organize food/refreshments. Sub-tasker assistance required.
- Program Manager: Develop a list of discussion topics and provide a time frame/agenda. Assign "speakers search" responsibilities. Assign handouts and notebooks preparation responsibilities. Sub-tasker assistance required.
- Event Host: manage the progression of activities in a timely fashion. Provide opening comments and introductions.

- Publicist: Get the word out, prepare event's brochure, post information on the website, contact membership, solicit involvement, track and coordinate registrations, assist in agenda development and printed materials. Sub-tasker assistance required.
- Sponsor Agent: Contact and secure sponsors for the event. Will coordinate with the Publicist.
- Treasurer: Monitor expenses, collect receipts, expense approval/justification.
- Fundraiser: Develop fundraising program for the cocktail hour. Sub-tasker assistance required.
- Webmaster: Develop registration platform, post all Annual Event materials.
- Surveys: Develop a survey, coordinate completion, gather and communicate survey results.
- Admin tasks: Print materials, host registration table, arrange signage, etc.
- Registration: Monitor and reconcile registration with money collected and coordinate with treasurer. Prepare name tags, registration list for the day of, staff and monitor registration table.

ICI COMMITTEE

The ICI Committee acts as a steering committee for ICI water conservation projects. The focus of the ICI (Industrial, Commercial, and Institutional) Committee is to promote water conservation within the business community. Recent projects include the development of an ICI self audit tool to identify conservation potential and tools for implementation. The first phase of a benchmarking project developed average water use for four sectors, using actual billing and building data from six Front Range cities. The sectors include:

- Restaurants
- Schools
- Hotel/motels
- Nursing home/assisted living facilities

Future projects include expanding the benchmarking to additional sectors, coordinating workshops and trainings to promote use of the self audit tool, and providing up-to-date resources about commercial technologies. Members of the committee help to direct the focus of the above projects, develop new committee projects, assist in gathering water use benchmark data, and seek grant funding to further the goals of the committee.

OPERATIONAL CALENDAR

Date	Meeting	Location	Address	Host	Contact	Call-in Info	Agenda Theme	Afternoon Session (1-3PM)
January 6, 2011	MT mtg	Conf Call				(218) 862-6420 / 312 5582#		
January 13, 2011	BOD mtg	Conf Call				(218) 862-6420 / 312 5582#		
February 3, 2011	MT mtg	Conf Call				(218) 862-6420 / 312 5582#		
February 10, 2011	BOD mtg	Westminster	13070 N. Huron, Westmins	Stu Feinglas	(303) 430-2400 x2386	(218) 862-6420 / 312 5582#		Larry Roesner & Sybil Sharvelle (CSU): Greywater update
March 3, 2011	MT mtg	Conf Call				(218) 862-6420 / 312 5582#		
March 10, 2011	BOD mtg	Aurora Water	15151 E. Alameda Pkwy, Au	Lyle Whitney	(720) 859-4372	(218) 862-6420 / 312 5582#	Call for nominations	
April 7, 2011	MT mtg	Conf Call				(218) 862-6420 / 312 5582#		
April 14, 2011	BOD mtg	Denver Water	1600 12th Ave., Denver	Cindy Moe	(303) 628-6009	(218) 862-6420 / 312 5582#		
May 5, 2011	MT mtg	Conf Call				(218) 862-6420 / 312 5582#		
May 12, 2011	BOD mtg	Colorado Spgs	2855 Mesa Rd., CSpgs	Frank Kinder	(719) 668-4590	(218) 862-6420 / 312 5582#	Board Elections	
June 2, 2011	MT mtg	Conf Call				(218) 862-6420 / 312 5582#		
June 9, 2011	BOD mtg	West Slope	846 Forest Rd., Vail	Sarah Fleury	(970) 477-5426	(218) 862-6420 / 312 5582#		
July 7, 2011	MT mtg	Conf Call	option to cancel			(218) 862-6420 / 312 5582#		
July 14, 2011	BOD mtg	Conf Call	option to cancel			(218) 862-6420 / 312 5582#		
August 4, 2011	MT mtg	Conf Call				(218) 862-6420 / 312 5582#		
August 11, 2011	BOD mtg	Center for Resource Conservation	2639 Spruce St., Boulder	Jeff Woodward	(303) 999-3820 x221	(218) 862-6420 / 312 5582#		
September 1, 2011	MT mtg	Conf Call				(218) 862-6420 / 312 5582#		
September 8, 2011	BOD mtg	Greeley	1100 10th Street, Greeley	Ruth Quade	(970) 350-9874	(218) 862-6420 / 312 5582#	Call for nominations	Strategic Planning session
October 6, 2011	MT mtg	Conf Call				(218) 862-6420 / 312 5582#	Draft 2012 Budget, 2012 Meeting Schedule	
October 12, 2011	BOD mtg	Conf Call				(218) 862-6420 / 312 5582#		
October 13, 2010	Annual Event	PPA Event Center	2105 Decatur St., Denver	Brenda O'Brien	(303) 973-4026			
November 3, 2011	MT mtg	Conf Call				(218) 862-6420 / 312 5582#		
November 10, 2011	BOD mtg	Platte Canyon WSD	8739 W. Coal Mine Ave. Littleton	Alyssa Quinn	(303) 979-2333	(218) 862-6420 / 312 5582#	BOD Elections, Officer Nominations, Draft Budget	
December 1, 2011	MT mtg	Conf Call				(218) 862-6420 / 312 5582#	Final 2012 Budget, Officers Nominations	
December 8, 2011	BOD mtg	Thornton	12450 Washington St., Thornton	Laura Wing	(720) 977-6514	(218) 862-6420 / 312 5582#	Final 2012 Budget, Officer elections	

STRATEGIC PLAN

COLORADO WATERWISE 2010 Strategic Plan



GOALS	OBJECTIVES	STRATEGY	KEY MEASURE	LEAD	TIME
I. Serve as the primary urban water conservation technical resource for professionals in Colorado	1. Develop technical tools and resources to respond to needs 2. Provide on-going technical support	1.a. Enhance and implement Colorado BMPs	1. a.i) Phase II – develop a scope of work for developing BP training webinars	Brenda/ Peter	June-Sept 2011
		1.b. Assess technical resource needs	1.a.ii) Develop and conduct training webinars	Brenda/ Peter	July – Oct 2011
		1.c. Participate in the development of standardized water use data collection and reporting	1.a.iii/1.c/1.d) Develop a scope of work for BP Phase III (to develop an interactive tool that will interface with the AWE tool and BP tool(s) to make projections on what programs to implement. Design as a decisions support tool.	Stu	
		1.d. Participate in the development of tools to evaluate water conservation measures			
		1.e. Compile relevant water conservation information			
		1.f. Develop and maintain web-based technical resources	1.b/1.d) Evaluate ICI tool for updates	Drew	
			1.c) Monitor WCTAG / CWCB (HB-1051)	Laura	
	1.f) Complete web transfer				

<p>II. Promote urban water conservation to professionals throughout Colorado</p>	<ol style="list-style-type: none"> 1. Centralize and disseminate water conservation information 2. Engage and educate the professional community 3. Support the development of consistent and unified water conservation messages 	<ol style="list-style-type: none"> 1.a. Release high quality technical manuals for Colorado WaterWise publications 1.b. Effective outreach community program 1.c. Develop partnerships with other organizations 1.d. Promote the adoption of a unified message for water conservation in Colorado 2.a. Conduct Annual Event 	<ol style="list-style-type: none"> 1.a.i) Publish BP manual 1.b.i) Continue development of robust website 1.b.ii) Release newsletter 1.c.i) Attend events (make list of events to attend) 1.c.ii) Coordinate partnerships with AWWA 1.d.i) Coordinate statewide conservation campaign 1.d.ii) Obtain funding for campaign <ul style="list-style-type: none"> - Survey partners - Develop PR strategy - Develop logo and slogan - Develop website support campaign - Campaign components - Campaign implementation - Campaign evaluation and analysis 1.b.) Update brochure 2.a.) Host annual event 	<p>Ruth/Brenda</p> <p>Laura</p> <p>Ruth /Kim/Leslie</p> <p>??</p> <p>Laurie/Ruth</p> <p>Brenda / Peter / Jean</p>	<p>Grant due Dec 2010</p>
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<p>III. Ensure CWW's organizational sustainability and growth</p>	<ol style="list-style-type: none"> 1. Enhance membership value 2. Expand membership and increase retention 3. Recruit major contributors 4. Diversify funding sources 5. Develop short and long-term financial plans 6. Raise the visibility and standing of the organization 7. Maintain a diverse and engaged board of directors 8. Maintain quality staff 9. Foster a high level of professionalism 	<ol style="list-style-type: none"> 1.a. Develop partnerships with other organizations (List organizations) to expand membership benefits 2.a. Develop and maintain a fully functional and user-friendly website 2.b. Actively recruit new members 3.a./ 4.c. Develop a fundraising plan 4.a Obtain project specific grant funding 5.a. Create annual and multi-year budget 5.b. Keep accurate and detailed financial books 6.a. Develop branding 6.b. Develop an outreach plan 7.a. Assess board make up and representation of various sectors 8.a. Perform annual evaluations employees and or consultants 8.b. Set realistic, clear and attainable goals for employees and or consultants 9.a. Develop and maintain organizational policies and procedures 	<ol style="list-style-type: none"> 1.a.i) Develop valuable partnerships List organizations here 2.b) Form Board Recruitment Committee Add member benefits: <ul style="list-style-type: none"> - Redefine member benefits - Redefine membership fee structure - Prospect / outreach major funders 3.a./ 4.c) Develop fundraising goals and strategy (mgmt team) 7.a) Diversify representation on BOD and recruit members with policy and fundraising background 4.a) Identify future projects and funding needs / develop 3-year financial plan 9.a) Update organizational handbook 	<p>Development Committee</p> <p>TBD</p> <p>Management Team</p> <p>All Board members and</p> <p>Development Committee/Co-treasurers/Board members</p> <p>Mgmt team and Treasurers</p> <p>Drew</p>	<p>2011</p>
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<p>IV. Participate in the development of urban water conservation policies and integrated resources planning</p>	<ol style="list-style-type: none"> 1. Promote adoption of consistent conservation policies and water resources planning throughout the state 2. Provide technical expertise to support policy development and planning 3. Promote the integration of water conservation into water supply planning 	<ol style="list-style-type: none"> 1.a. Explore regulatory and voluntary frameworks to facilitate consistent water conservation efforts throughout the state 1.b./3.a. Provide a forum for discussion on integrated resources planning 1.c. /3.b. Monitor legislation and planning activities 1.d./2.a. Assess water conservation programs, policies and procedures 2.b. Seek opportunities to participate in high level planning efforts 	<ol style="list-style-type: none"> 1.a) Monitor WCTAG / CWCB progress 1.c) Continue legislative updates on monthly agenda 2.b) Maintain CWW relationship with WCTAG / CWCB 		<p>2011</p>
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PROTOCOLS & POLICIES

COLORADO WATERWISE EXPENSES AND INVOICING POLICY

This policy provides general guidelines for handling expenses and invoicing. Budgeted Expenses refer to items included in the annual Colorado WaterWise Board-approved budget projection. The Co-Signature refers to name(s), in addition to the Treasurer, authorized to access Colorado WaterWise banking accounts.

Expenses Policy

Budgeted Expenses

- Expenses within the annual Board-approved budget can be processed directly by the Treasurer, Co-Signature, or Executive Director.

Non-Budgeted Expenses

- Non-budgeted expenses under \$200 can be processed directly by the Treasurer, Co-Signature, or Executive Director as needed, with information provided to the Management Team as soon as possible. However, any cumulative expenses over \$500 per month must receive authorization from the Colorado WaterWise Board of Directors.
- Non-budgeted expenses over \$200 and up to \$500 require approval by the Management Team. However, any cumulative expenses over \$500 per month must receive authorization from the Colorado WaterWise Board of Directors.
- Non-budgeted expenses over \$500 require approval by the Colorado WaterWise Board of Directors.

Invoicing Policy

Only the Treasurer and Co-Signatory have access to the Colorado WaterWise bank accounts (checkbook). Expenses over \$500 will generally be paid directly by the Treasurer.

The Executive Director will generally pay for expenses out-of-pocket and submit an end-of-month invoice for reimbursement. If the Executive Director's cumulative monthly expenses exceed \$800, he or she may request a mid-month reimbursement.

COLORADO WATERWISE FUNDING FOR OUTSIDE ENTITIES AND PROJECTS

Guidelines for Use

2011

Overview

Colorado WaterWise would like to support outside groups and projects that fall within its mission to promote the efficient use of water in Colorado. In the past, funds for special projects came in the form of conference sponsorships, membership and project-specific funding. A variety of projects are regularly presented to Colorado WaterWise to request funding. Colorado WaterWise allocates funds for this purpose in its annual budget but needs guidelines in order to select the projects that will be funded. This money is to be distributed according to the following guidelines.

1. **Geographic Area:** funds can be used to support activities and groups within Colorado. Activities outside Colorado are also eligible provided that a demonstrated benefit to the Colorado WaterWise's mission can be shown.
2. **Projects funded:** Colorado WaterWise will fund a wide array of projects, including but not limited to: conference sponsorship, public education and outreach materials, on-line content creation, water conservation planning and implementation, and water conservation research/studies. Funding will be limited to \$1,000 per applicant unless otherwise determined.
3. **Proposal:** to be eligible for funding, the entity must submit a proposal to the Colorado WaterWise Board for consideration. The proposal must include:
 - Name of group requesting funds
 - Copy of group bylaws and mission statement
 - Tax status of group if applicable (i.e. 501(c)3, etc.)
 - Amount of funds requested
 - Description of project on which funds are to be spent
 - Statement of how the project fits within Colorado WaterWise's mission
 - Project timeline

A copy of the proposal form is attached.

4. **Evaluation:** The Colorado WaterWise Board will evaluate the proposal and approve or deny funding within 30 days of the request. Selection criteria include:
 - Relevance to current Colorado WaterWise mission and projects
 - Benefit of project to Colorado WaterWise and its members
 - Thoroughness of proposal
 - Levels of past and current funding
 - Project Score based on Colorado WaterWise Project Funding Evaluation Form
5. **Reporting Requirements:** Funds disbursed must be spent according to the original project proposal. Within an agreed upon timeframe, the grantee must submit an overview of how Colorado WaterWise funds were spent, the progress of the project, and a copy of materials developed as part of the project (i.e. final reports, outreach materials, etc.)

2011 Colorado WaterWise Funding Request

Project Proposal

Submit Proposal Materials to:

The Colorado Waterwise
PO Box 40202
Denver, CO 80204-0202
303.893.2992
Email: info@coloradowaterwise.org

Project Title _____

Project Director Name and Title _____

Applicant Institution _____

Address _____

Phone _____ ***Fax*** _____

Email _____

Project period _____

Amount requested _____

Total project budget _____

Tax-exempt status (tax identification number) _____

Please attach the following to your application:

- Applicant Institution's Bylaws and Mission Statement
- Project description
- Project budget

Project Director Signature

Date

WaterWise Newsletter Procedures

September 2007

1. *WaterWise* newsletter is distributed quarterly on or near March 1, June 1, Sept. 1 & Dec. 1.
2. An Editorial Board of 6-8 people will oversee development of each issue.
3. Editorial Board will meet approximately 7 weeks before the newsletter distribution dates, on or about Jan. 10, April 10, July 10 & Oct. 10. The Newsletter Editors will determine the meeting dates and locations. The agenda for the meeting is to establish themes, topics, articles, deadlines and assignments.
4. Within a few days after meeting, the Newsletter Editors will send out a list of articles and assigned authors, along with deadlines.
5. Deadline for submission is 4 weeks before the distribution dates; Feb 1, May 1, Aug. 1 & Nov. 1. Articles are submitted to the Newsletter Editors.
6. The Advertising Committee will solicit ads. Six weeks prior to distribution the advertising committee will send an advertising agreement/invoice to advertisers. Final version of advertisements and payment for advertising will be due 4 weeks before distribution date. Ads will be sent to the Newsletter Editors 4 weeks before the distribution date along with a copy of the advertising agreement. Ad agreement will show the details about the advertisement including size and number of issues the ad will run in.
7. Newsletter Editors will edit articles for content, grammar, spelling and word count.
8. Newsletter Editors will send the Graphic Designer the articles and ads 3 weeks before the distribution date.
9. The Graphic Designer will layout the newsletter articles, find appropriate graphics and send the draft layout to the Newsletter Editors 10 days before the distribution date. The Editors will give the Graphic Designer suggestions if needed.
(Could we add a step at this point to have the administrator receive a draft layout and verify that payment for all advertisements has been received?)
10. The Graphic Designer will send a final draft of the newsletter to the Newsletter Editors 1 week before the distribution date.
11. Newsletter Editors will send the draft newsletter to the Management Team for final review. Management Team will have 2 days to send comments to the Editors.
12. Newsletter Editors will finalize newsletter with Graphic Artist and send Administrator a .pdf of the newsletter ready for distribution.
13. Administrator will email newsletter to distribution list on or near the distribution date.
14. Web Committee will post the newsletter to the website.
15. Administrator will send a postcard to new members to make sure they received the newsletter via email.
16. Advertising Committee will maintain a database of all advertisers.

Typical Schedule

Date	Task	Who
Jan. 10	Meeting to establish themes, topics, articles, deadlines and assignments.	Editorial Board
Jan. 13	Email sent to assigned authors with topics and deadlines.	Newsletter Editors
Feb. 1	Deadline for articles to be submitted to Newsletter Editors.	Assigned Authors
Feb. 1	Ads and advertising agreements are sent to Newsletter Editors.	Advertising Committee
Feb. 10	Edited articles & ads are sent to the Graphic Designer.	Newsletter Editors
Feb. 20	Draft of newsletter layout is sent to Newsletter Editors and Administrator.)	Graphic Designer
Feb. 22	Graphic Designer is given suggestions.	Newsletter Editors
Feb. 22	Administrator verifies advertising payments have been received.	Administrator
Feb. 24	Final draft is sent to Newsletter Editors.	Graphic Designer
Feb. 24	Final draft is sent to Management Team.	Newsletter Editors
Feb. 26	Newsletter Editors receive suggestions.	Management Team
Feb. 28	Graphic Designer receives final comments.	Newsletter Editors
Mar. 1	Final .pdf of newsletter is sent to Newsletter Editors.	Graphic Designer
Mar. 1	Final .pdf of newsletter is sent to Administrator.	Newsletter Editors
Mar. 1	Newsletter emailed to distribution list.	Administrator
Mar. 1	Newsletter posted to website.	Web Committee
Mar. 10	Postcard to new members to verify they received email newsletter.	Administrator

ADVERTISING GUIDELINES

Thank you for advertising in WaterWise! Please take a few minutes to go through this document as it contains important and useful guidelines in creating and sending in you ad that will appear in WaterWise. Please be advised that these guidelines are made based on the requirements of our Graphic Artist and Printer to make sure that your ad will look good in print.

Size of Ads

Byline: 6 lines including Company Name, Contact, Address, Phone & E-mail or Website

Business card: 3.5 x 2"

Quarter page: 3.5 x 5"

Half page: Horizontal: 7.5 x 4.75" or Vertical: 3.5 x 10"

(Horizontal or vertical orientation will be based on individual newsletter layout if advertisement is designed by our WaterWise Graphic Artist)

Pricing

	One time (1 Issue)	Quarterly (1 Year- 4 Issues)	Set-Up fee- 1 Color-Black (If designed by Colorado WaterWise Graphic Artist)	Set-Up fee- 2 & 3 Color (If designed by Colorado WaterWise Graphic Artist)	Set-Up fee 4 Color (If designed by Colorado WaterWise Graphic Artist)
Byline	\$20.00	\$60.00	\$0.00	N/A	N/A
Business Card	\$50.00	\$135.00	\$30.00	\$40.00	\$50.00
¼ Page	\$100.00	\$270.00	\$30.00	\$40.00	\$50.00
½ Page	\$150.00	\$390.00	\$30.00	\$40.00	\$50.00

Discounts

Members receive a discount based on their membership level

Platinum - 20% Discount

Gold - 15% Discount

Silver, Bronze, Sponsor, Patron - 10%

Friend/Student-0%

Set-Up fee

A one time set up fee will be charged per ad if the ad is designed by our WaterWise Graphic Artist. Once the ad is placed and if it will run more than one issue, a\$10/hour fee will be charged for edits made to the copy or photo in the ad.

Deadlines

Ads must be submitted to the Colorado WaterWise Advertising Committee by the following dates for inclusion in the following issues:

For inclusion in:	Ad must be submitted by:	Payment must be received by:	Final Proof must be approved by:
Spring 2006	Jan. 27, 2005	Feb. 10, 2006	Feb. 10, 2006
Summer 2006	April 26, 2006	May 10, 2006	May 10, 2006
Fall 2006	July 27, 2006	Aug. 10, 2006	Aug. 10, 2006
Winter 2006	Oct. 26, 2006	Nov. 10, 2006	Nov. 10, 2006

Policies for Submitting an Ad

- 1 color: Advertisements in WaterWise can be in one solid color but should be submitted in Black and White for production.
- 2 color: Black + one-color Preference. Please indicate the one-color preference- Green, Blue, Red, etc.
- 3 color: Black + 2 color preferences. Please indicate the two-color preferences.
- 4 color: For 4 color ads we cannot accept film or camera ready artwork. The ad needs to be set up electronically and be set-up for 4-color process (CMYK).
- Size: Ads should match one of the sizes listed above.
- Acceptable format: Black-and-white ads may be submitted as either a pdf or eps file, or camera ready laser print-out. Four-color ads and those with spot color, two- or three- color ads must be submitted electronically as a pdf, tiff, ai, psd or eps file, and set-up for 4-color process. (CMYK).
- Submit ad to the Colorado WaterWise Newsletter Committee Attn: Ruth Quade, City of Greeley, 1100 10th ST, Suite 300, Greeley, CO 80631 or ruth.quade@greeleygov.com.
- Upon receipt, the Advertising Committee will send you an Advertising Agreement and invoice.

Guidelines for having our WaterWise graphic artist create your ad:

- Ad can be 1-4 color and will match one of the sizes listed above.
- Images, photographs and logos can be submitted in the following file types: High-resolution (300 dpi) JPEG or TIFF files; native Adobe Photoshop, Adobe Illustrator, Quark Xpress, PDF files or InDesign CS (not CS2 files).

- A one-time set up fee per ad will be charge for Business Card, Quarter, or half-page ads. (See above pricing table.)
- We can't go on the Internet or web and search or download images for your ad because the resolution is to low for printing.

Submitting your previously created Ad

- Mail or email your ad to Colorado WaterWise Advertising Committee Attn: Natalie Brower-Kirton, 17196 E. Berry Pl., Centennial, CO 80015 or nbrower@auroragov.org
- Submit your ad "camera ready" black and white on high quality smooth paper or as an electronic file. Electronic files must be submitted as a high-resolution (300 dpi) JPEG or TIFF files; native Adobe Photoshop, Adobe Illustrator, Quark XPress, Adobe InDesign CS (not CS2 files) or PDF files. Ads can be transferred to a floppy disk, Zip (100) disk, CD ROM, or via email. Please make sure the emailed file is not larger than 5MB. For technical questions please contact our graphic artist at gina.lantz@comcast.net, or 303-906-0353.
- The design, layout and printing of the newsletter is done using Windows computer platform. PC files that can be saved in the file formats listed above are acceptable. We cannot accept files from Microsoft Publisher, Microsoft Word (except for text only) or Microsoft PowerPoint.

Content

The Colorado WaterWise Council is interested in providing a reputable resource for its members on Water Conservation in Colorado. With that goal in mind, advertisements in WaterWise must concur or coincide with the mission statement of the Colorado Water Wise Council- to promote efficient use of Colorado's water. Ads must be in good taste and must be water conservation focused as determined by the Colorado WaterWise Advertising Committee. Groups that advertise should be proven, respected entity in the field of water conservation.

COLORADO WATERWISE MEETING PROCEDURE

Updated September 2007

Please note that this procedure is to occur within one month's time, from completion of Colorado WaterWise monthly meeting to beginning of the following, occurring continuously throughout the year.

1. The Colorado WaterWise meetings occur the second Thursday of each month.
2. The Administrator types meeting minutes and sends a draft to the Colorado WaterWise Secretaries via e-mail, within 5 business days of meeting, in addition the Administrator will request any electronic attachments that need to be included in the final meeting minute distribution.
3. The Secretaries will review the meeting minute draft, make comments, include additional information and e-mail their updates to the Administrator, within 5 business days.
4. The Administrator will review comments, make updates to the minutes and then e-mail the final minutes out to Colorado WaterWise members, within 4 business days, in addition, the Administrator will attach financial statements to the Board members minutes.
5. The Administrator then writes a draft agenda for the next Colorado WaterWise meeting and sends draft agenda via e-mail to Colorado WaterWise Board, within 3 business days of prior meeting minutes received; for agenda ideas, comments, additions and potential removal of items.
6. The Colorado WaterWise Board has 5 business days to make recommendations and comments to the draft agenda, on the 5th day (close of business) the Administrator will review and finalize the agenda, final agenda will be distributed to Colorado WaterWise members via e-mail, within 3 business days.
7. The Administrator will send the Management team a meeting notice reminder for the upcoming Management team meeting that takes place on the first Thursday of each month at 2 p.m.
8. The Management team will review finalized agenda and make comments for discussion at the Management team meeting (that will take place at least one week prior to Colorado WaterWise meeting).
9. The Management Team will meet on the Thursday prior to each Colorado WaterWise meeting, to discuss agenda items, and any other pressing topics. The Administrator will take meeting notes, and if necessary the Administrator will e-mail a briefing of the Management team meeting to the Colorado WaterWise Board and update agenda (adding Management team's items), 3 business days prior to Colorado WaterWise meeting, for review. The Colorado WaterWise Board is welcome to bring all comments from Management team meeting to Colorado WaterWise meeting on that Thursday following Management team meeting.
10. The finalized meeting minutes will be discussed at each Colorado WaterWise meeting, upon approval from Chair, the Administrator will ensure that the meeting minutes are posted to the Colorado WaterWise website, in 5 business days.

		Monday	Tuesday	Wednesday	Thursday	Friday
Month 1	Week 1				Management Team Meeting MT: Finalize agenda	Admin: Final agenda to Board
	Week 2				Board Meeting Admin: Record minutes Board: Previous meeting minutes approved	
	Week 3				Admin: Draft minutes to Secretaries	
	Week 4				Secs: Corrected Minutes to Admin	Admin: Final minutes to Board Secs: Draft agenda to Management Team Treas: Financials to Board
		Monday	Tuesday	Wednesday	Thursday	Friday
Month 2	Week 1				Management Team Meeting MT: Finalize agenda	Admin: Final agenda to Board
	Week 2				Board Meeting Admin: Record minutes Board: Previous meeting minutes approved	
	Week 3				Admin: Draft minutes to Secretaries	
	Week 4				Co-Chair Meeting w/ Admin Secs: Corrected Minutes to Admin	Admin: Final minutes to Board Secs: Draft agenda to Management Team Treas: Financials to Board

DRAFT COMMUNICATIONS PLAN

Communication Goals and Objectives

1. To outline a timely method for handling communication throughout the organization
2. To create a system of communication between committee members and Board
3. To provide a means for those members not on a committee or Board to provide feedback to the Board
4. To organize what communication methods are currently being utilized and those which will be utilized in the near future.

Audiences

- Board members
- Committee members
- Membership
- Sister organizations
- Persons or organizations with a vested interest in Colorado WaterWise

1. Newsletter

Newsletters are distributed on a quarterly basis and display a variety of water conservation issues. Board members are invited to provide ideas and/or articles at monthly board meetings or directly to the editors at any time. A draft newsletter is sent to the management team for input before final submittal. The newsletter is then posted to the website and an email to everyone on the newsletter list, which includes non-members.

Timeline: Quarterly

2. Brownbag series

Brownbag series will be implemented by Kim Frick of Colorado WaterWise and Ruth Quade of RMSAWWA. If RMSAWWA no longer desires to participate in this process then Kim and Ruth will outline these programs on behalf of Colorado WaterWise. Before each presentation, Colorado WaterWise and RMSAWWA will provide a short description of who they are and what they are doing. Colorado WaterWise brochures and newsletters should be available for the general public to learn more about our organization.

Timeline: Quarterly or as activities present, i.e. field trips may be scheduled at other times.

3. Website

The website is a forum for current/future happenings, job postings, and technical information for Colorado WaterWise members. The website also houses recent releases of information and products for members. The website ties into the technology section below.

4. Technology

Requests to review technological information should be sent to Laura and Stu and then sent on to additional people as they see fit. When it is time to post technological information, it should be sent to the board? Or the management team? Or another group of individuals before it is posted????

5. Outreach to sister organizations

The monthly meetings will contain an agenda item for members to update the organization on happenings at other organizations such as RMSAWWA, CFWE, Trees for Water & People, Urban Forestry Initiative etc.

Timeline: Monthly updates

6. Legislative issues

Legislative updates will be provided at monthly meetings from Drew Beckwith from Western Resource Advocates. There may be a need/desire for lobbyist action in the future. Legislative updates are currently part of the newsletter as well.

Timeline: Monthly updates

7. Press releases

All requests for information to be posted on the web should be sent to Laura Wing and she will ok this with the technology team if needed and post to the web. If request for information is something minor like announcing an event or a conference then Brenda can send out this email.

8. Advisory/Development/Organization Sustainability Committee

This committee will be headed by Liz Gardener at Denver Water and other members will be selected based on their suitability for this role of providing networking opportunities and fundraising potentials. These individuals will need to be well versed on the current happenings of Colorado WaterWise. A board member will have to play the role of a liaison with the rest of the board and this committee.

BYLAWS

ARTICLE I. - OFFICES

1.1 Offices: The Corporation may, in the discretion of the Board of Directors, keep and maintain offices wherever the business of the corporation may require.

1.2 Registered Office and Agent: The Corporation shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose business office is identical with such registered office. The initial registered office and the initial registered agent are specified in the articles of incorporation. The corporation may change its registered office or its registered agent, or both, upon filing a statement as specified by the Colorado Nonprofit Corporation Act in the office of the Secretary of State of Colorado, or by otherwise complying with Colorado law as it may apply from time to time.

ARTICLE II. - DIRECTORS

2.1 Authority and Duties of Board of Directors: The business and affairs of the corporation shall be managed by a Board of Directors, except as otherwise provided by Colorado law or the articles of incorporation of the corporation. In addition to any duties imposed by law, the articles of incorporation or these bylaws, each director shall have the duty to attend meetings of the Board of Directors and to fulfill any responsibilities assigned to him by the Board of Directors.

2.2 Number: The number of directors of this corporation shall be no fewer than seven and no more than fifteen. Subject to the foregoing, the exact number of directors may be increased or decreased by resolution of the Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent director.

2.3 Qualification: Directors shall be natural persons at least eighteen years old, and preferably be residents of the State of Colorado.

2.4 Election and Term: Directors shall be elected by the Board of Directors of Colorado WaterWise Council at its annual meeting of the Board of Directors held in November. Each director shall serve a three year term. Terms will be staggered as evenly possible to provide continuity on the board. Each director will hold office until his successor shall have been elected and qualified, or until his earlier death, resignation or removal. The board shall consist of individuals who have significant experience in, interest in or knowledge about Colorado water issues or activities, or who have supported Colorado WaterWise Council and its causes, or who are deemed qualified for any other reasons. There shall be no more than one representative per entity on the Board of Directors at any time. There shall be statewide representation on the Board of Directors.

2.5 Removal and Resignation: Any director may be removed with or without cause (in the nature of misconduct, negligence or disregard of duty) by action of a majority of the remaining directors of the corporation. Any director

may resign at any time by giving written notice to the chair of the board or to the secretary, and acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.

2.6 Vacancies: Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the size of the Board of Directors shall be filled by the affirmative vote of a majority of the Board of Directors. A director elected to fill a vacancy shall hold office during the unexpired term of his predecessor in office.

2.7 Meetings: The Board of Directors may, by resolution, establish a time and place for regular meetings, which may thereafter be held without further notice. Special meetings of the Board of Directors may be called by the Chair of the board or any two members of the Board of Directors. The annual meeting of the board shall be held in November of each year, at a date, time and place fixed by the Board of Directors.

2.8 Notices: Notice of each annual meeting and special meeting of the Board of Directors, stating the date, hour, and place of such meeting, shall be given to each member of the Board of Directors by the Chair of the board, the chair, the secretary, or, in the case of a special meeting, the members of the board calling the meeting or any assigned delegate. Notice of a regular meeting at which the question of the removal of a director is to be submitted to a vote shall be given pursuant to this section as if the meeting were the annual meeting or a special meeting. The notice may be given by depositing it in the United States mail at least seven days before the meeting addressed to the director at the last address he has furnished to the corporation for this purpose, and any notice so mailed shall be deemed to have been given at the time it is mailed. Notice also may be given at least forty eight hours before the meeting in person or by telephone, FAX, email or similar method, and such notice shall be deemed to have been given at the time when the personal or telephone conversation occurs, or when the FAX or email or other form of notice is either personally delivered to the director or delivered to the last address of the director furnished to the corporation by him for this purpose.

2.9 Quorum: Majority of all directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically required by law.

2.10 Waiver: A written waiver of notice signed by a director, whether before, at, or after the time stated therein, shall be equivalent to the giving of a due and proper notice and a waiver of objections to the calling or convening of the meeting. Attendance or participation of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends or participates in a meeting for the sole, purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not otherwise participate in the meeting.

2.11 Attendance by Telephone: Members of the Board of Directors may participate in a meeting of the board by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

2.12 Action by Directors: Without a Meeting: Any action required to be or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such consent may be executed in counterparts and shall be effective as of the date of the last signature thereon, unless the consent specifies a different effective date. Between meetings, a vote by email, conference call or other means may be taken by the Chair and shall be recorded in the minutes of the next meeting.

2.13 Compensation of Directors: Directors shall not receive any stated salary for their services as such, but may be reimbursed for expenses incurred on the corporation's behalf, including any expenses of attending board meetings. Nothing shall prevent any director from serving the corporation in any other capacity, or from receiving remuneration therefore.

ARTICLE III. - COMMITTEES

3.1 Authorization of Committees of the Board of Directors: The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate and appoint from among its members one or more committees, each of which shall consist of one or more directors.

3.2 Committee Procedures: Subject to Section 3.1, the Board of Directors may provide by resolution such powers, limitations and procedures for committees as the board deems advisable. Committees will have a designated purpose as a standing committee or as a project committee. Standing committees would be in place to perform ongoing tasks necessary for the functions of the Corporation. There will be no prescribed end date and funds will be renewed annually.. Project committees will have an end date with a specified goal set by the Board and a limited budget. To the extent that the Board of Directors does not establish other procedures for such a committee, each committee shall be governed by the procedures established in Section 2.7 (except as they relate to an annual meeting of directors) and Sections 2.8, 2.9, 2.10, 2.11, and 2.12 of these bylaws, as if the committee were the Board of Directors.

ARTICLE IV. - OFFICERS

4.1 Number and Election: The officers of the corporation shall be a Chair or Co-Chairs, a Secretary or Co-secretaries, and a Treasurer or Co-treasurers, each of whom shall be elected by the Board of Directors at its first meeting following the election of directors each year. The Board of Directors may elect one or more chairs, and the

Board of Directors or the chair(s) may appoint one or more secretaries and one or more treasurers and such other subordinate officers and agents as the board or the chair(s) shall deem necessary, who shall hold their offices and agencies for such terms (not exceeding three years for any one term) and shall have such authorities, powers and duties as shall be determined from time to time by these bylaws, the Board of Directors or the Chair(s). Any two or more offices may be held by the same person, except the offices of chair and secretary. The officers of the corporation shall be natural persons at least eighteen years old.

4.2 Chair or Co-chairs: There may be one chair or two co-chairs, if the board deems it expedient. The chair(s) shall be the chief executive officer(s) of the corporation. The chair(s) shall preside at all meetings of the Board of Directors. He (meaning one or two females or males) shall represent the corporation at public events or news conferences. Subject to the direction and control of the Board of Directors, he shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He may negotiate for, enter into and execute contracts, deeds and other instruments and agreements on behalf of the corporation as are approved by the Board of Directors or committees designated by the Board of Directors. The Chair(s) shall appoint the chairs of all standing and special committees and shall be a member ex-officio of all committees except any committees that might be set up to nominate future officers. He shall have such additional authority, powers, and duties as approved by a quorum of the Board of Directors on case by case bases.

4.3 Secretary or Co-secretaries: There may be one secretary or two co-secretaries, if the board deems it expedient. The secretary(s) or any assigned delegate shall give, or cause to be given, notice of meetings of the Board of Directors pursuant to Section 2.8; keep the minutes of such meetings, and have such other authority, powers, and duties as are appropriate and customary for the office of secretary or as the Board of Directors or the chair(s) may prescribe from time to time. The Secretary shall distribute to all members, at the second meeting of the year, a membership list which shall include addresses, telephone numbers, and special interests of the members.

4.4 Treasurer or Co-treasurers: There may be one Treasurer or two Co-treasurers, if the board deems it expedient. The treasurer shall have control of the funds and the care and custody of all stocks, bonds, and other securities owned by the corporation and shall be responsible for the preparation and filing of tax returns. He or she shall receive all moneys paid to the corporation and, subject to any, limits imposed by the Board of Directors or the chair(s), shall have authority to give receipts and vouchers, to sign and endorse checks and warrants in the corporation's name and on the corporation's behalf, and give full discharge for the same. The treasurer shall also have charge of disbursement of the funds of the corporation, shall keep full and accurate records of the receipts and disbursements, and shall deposit all moneys and other valuable effects in the name of and to the credit of the corporation in such depositories as shall be designated by the Board of Directors. Secretary(s) shall have charge of the corporate seal, be responsible for the maintenance of all corporate records and files and the preparation and

filing of reports to governmental agencies (other than tax returns), have authority to impress or affix the corporate seal to any instrument requiring it (and, when so impressed or affixed, it may be attested by his signature). He or she shall have such additional authority, powers, and duties as are appropriate and customary for the office of treasurer and as the Board of Directors or chair may prescribe from time to time.

4.5 Terms: Chairmen, secretaries and treasurer will serve one year renewable terms not to exceed three. Terms are renewable upon confirmation of a quorum of directors at the November meeting. Terms shall be staggered to allow for adequate training of new officers.

4.6 Removal and Resignation; Vacancies: Any officer elected or appointed by the Board of Directors may be removed at any time upon the discretion of a majority of directors with or without cause; see 2.5. Unexcused absences of more than two regularly scheduled board meetings per year may be grounds for removal. Any officer/director may resign at any time by giving thirty day written notice of his resignation to the chair or to the secretary, and acceptance of such resignation shall not be necessary to make it effective unless the notice so provides. Any vacancy occurring in any office, the election or appointment to which is made by the Board of Directors, shall be filled by the Board of Directors. Any, vacancy occurring in any other office of the corporation may be filled by the Board of Directors or the chair for the unexpired portion of the term.

4.7 Compensation: Subject to Article II, Section B of the articles of incorporation, officers may receive such compensation for their services as may be authorized or ratified by the Board of Directors. Election or appointment of an officer shall not of itself create a contract or other right to compensation for services performed as or by an officer.

ARTICLE V. - MEMBERS

5.1 Members: The Board of Directors may, by resolution, provide for members or classes of members. Dues may be set periodically as the Board of Directors so decide.

ARTICLE VI. - SEAL

6.1 Seal: The Board of Directors may adopt a seal which shall be circular in form and shall bear the name of the corporation and the words "SEAL" and "COLORADO" which, when adopted, shall constitute the corporate seal of the corporation. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, manually reproduced or rubber stamped with indelible ink.

ARTICLE VII. - INDEMNIFICATION

7.1 Definitions: As used in this Article VII,

(a) "corporation" includes any domestic or foreign predecessor entity of the corporation in a merger, consolidation, or other transaction in which the predecessor's existence ceased upon consummation of the transaction;

(b) "director or officer" means an individual who is or was a director or officer of the corporation and an individual who, while a director or officer of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan. A director or officer shall be considered to be serving an employee benefit plan at the corporation's request if his duties to the corporation also impose duties on or otherwise involve services by him to the plan or to participants in or beneficiaries of the plan. "Director or officer" includes, unless the context otherwise requires, the estate or personal representative of a director or officer;

(c) "expenses" includes attorney fees;

(d) "liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense trust, other enterprise, or employee benefit plan;

(e) "official capacity," when used with respect to a director or officer, means the office of director or officer in the corporation. "Official capacity" does not include service for any other foreign or domestic corporation or for any partnership, joint venture, trust, other enterprise, or employee benefit plan;

(f) "party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding;

(g) "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

7.2 Mandatory Indemnification:

(a) Except as provided in paragraph (d) of this Section 7.2, the corporation shall indemnify against liability incurred in any proceeding an individual made a party to the proceeding because he is or was a director or officer if:

(i) He conducted himself in good faith;

(ii) He reasonably believed:

A. In the case of conduct in his official capacity with the corporation, that his conduct was in the corporation's best interests; or

B. In all other cases, that his conduct was at least not opposed to the corporation's best interests;
and

(iii) In the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

(b) A director's or officer's conduct with respect to an employee benefit plan for a purpose he reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirements of Section 7.2(a)(ii)(B). A director's or officer's conduct with respect to an employee benefit plan for a purpose that he did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of Section 7.2(a) (i).

(c) The termination of any proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not of itself determinative that the individual did not meet the standard of conduct set forth in paragraph (a) of this Section 7.2.

(d) The corporation may not indemnify a director or officer under this Section 7.2 either:

(i) In connection with a proceeding by or in the right of the corporation in which the director or officer was adjudged liable to the corporation; or

(ii) In connection with any proceeding charging improper personal benefit to the director or officer, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him.

(e) Indemnification permitted under this Section 7.2 in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

7.3 Authorization:

(a) The corporation shall not indemnify a director or officer under Section 7.2 unless authorized in the specific case after a determination has been made that indemnification of the director or officer is permissible in the circumstances because he has met the standard of conduct set forth in paragraph (a) of Section 7.2.

(b) The determination required to be made by paragraph (a) of this Section 7.3 shall be made:

(i) By the Board of Directors by a majority vote of a quorum, which quorum shall consist of directors not parties to the proceeding; or

(ii) If a quorum cannot be obtained, by a majority vote of a committee of the board designated by the board, which committee shall consist of two or more directors not parties to the proceeding; except that directors who are parties to the proceeding may participate in the designation of directors for the committee.

(c) If the quorum cannot be obtained or the committee cannot be established under paragraph (b) of this Section 7.3, or even if a quorum is obtained or a committee designated if such quorum or committee so directs, the

determination required to be made by paragraph (a) of this Section 7.3 shall be made by independent legal counsel selected by a vote of the Board of Directors or the committee in the manner specified in subparagraph (i) or (ii) of paragraph (b) of this Section 7.3 or, if a quorum of the full board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full board.(d) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is required; except that, if the determination that indemnification is required is made by independent legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by the body that selected said counsel.

7.4 Advance Payment:

(a) The corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of the final disposition of the proceeding if:

- (i) The director or officer furnishes the corporation a written affirmation of his good-faith belief that he has met the standard of conduct described in Section 7.2(a);
- (ii) The director or officer furnishes the corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is determined that he did not meet such standard of conduct; and
- (iii) A determination is made that the facts then known to those making the determination would not preclude indemnification under this Section 7.4.

(b) The undertaking required by subparagraph (ii) of paragraph (a) of this Section 7.4 shall be an unlimited general obligation of the director or officer, but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) Determinations and authorizations of payments under this Section 7.4 shall be made in the manner specified in Section 7.3.

7.5 Insurance: The corporation may purchase and maintain insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the corporation or who, while a director, officer, employee, fiduciary, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against or incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article VII. Any such insurance may be procured from any insurance company designated by the Board of Directors of the corporation, whether such insurance company is formed under the laws of Colorado or any other jurisdiction of the United States or elsewhere,

including any insurance company in which the corporation has equity or any other interest, through stock ownership or otherwise.

ARTICLE VIII. - FISCAL YEAR

8.1 Fiscal Year: The Board of Directors may, by resolution, adopt a fiscal year for the corporation.

ARTICLE IX. - AMENDMENT

9.1 Amendment: These bylaws may at any time and from time to time be amended, supplemented or repealed by a majority of the Board of Directors.

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