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# ORGANIZATIONAL HANDBOOK

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## About our Organization

Colorado WaterWise represents the Colorado water conservation community. We connect stakeholders that are invested in water efficiency in the State of Colorado in order to foster innovation and dissemination of education and technology.



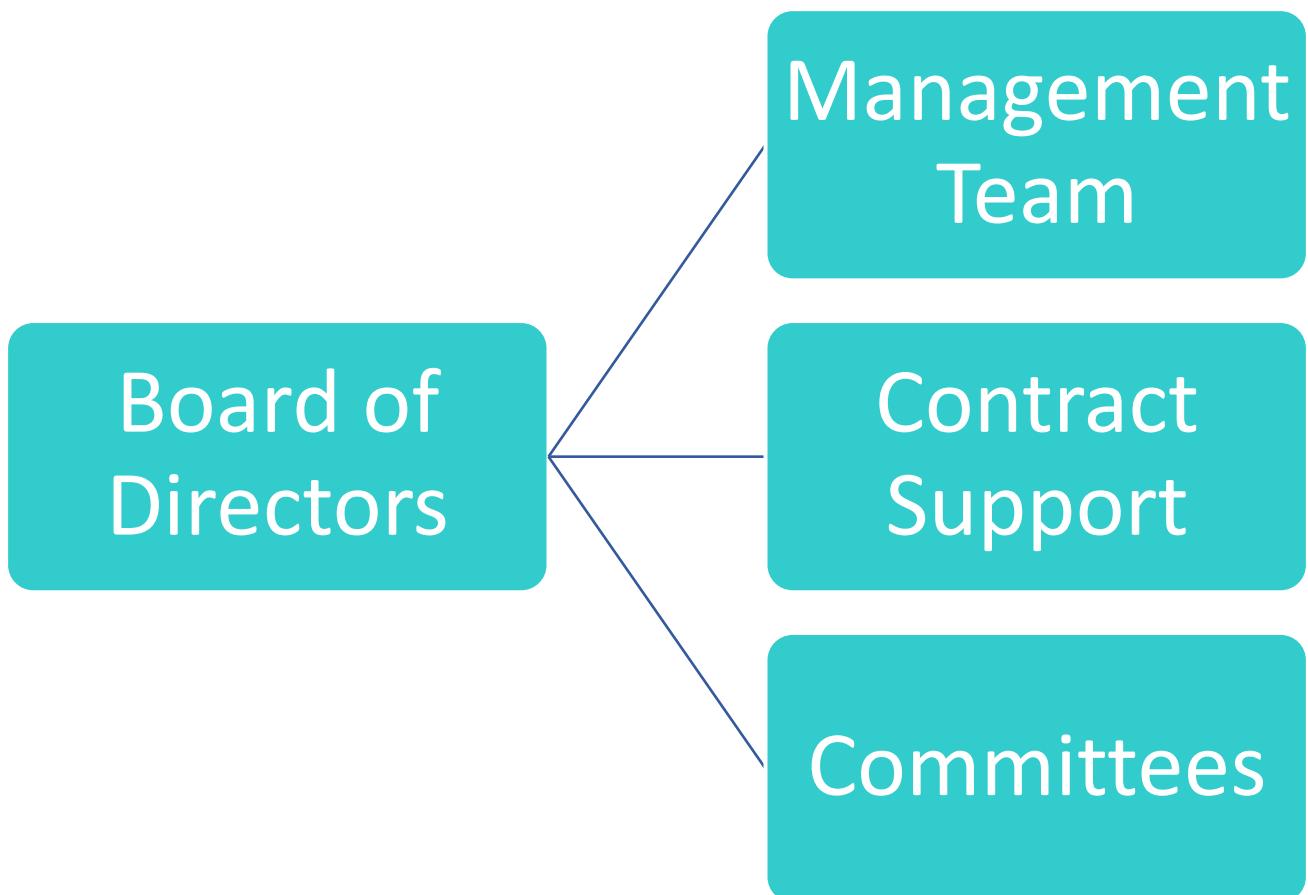
### Our Mission

Colorado WaterWise addresses the state's water challenges by improving water efficiency through diverse community connections, innovative solutions, and valuable member resources.

### Our Vision

Recognized as a collaborative leader in water efficiency, we are creating a more sustainable water future for Colorado.

## Organizational Structure



## Board of Directors

Victoria Arling  
Courtney Black  
Diane Block  
Elisabeth Bowman  
Brad Brady  
Katie Duke  
Dylan King  
Katie Helm  
Lyndsey Lucia  
Abbey Neel  
Eric Olson  
Ruth Quade  
Alyssa Quinn  
Quin Redmond  
Lindsay Rogers  
Jessica Thrasher  
Laura Wing  
Tim York

## Management Team

Brad Brady, Co-Chair  
Alyssa Quinn, Co-Chair  
Ruth Quade, Co-Secretary  
Laura Wing – Co-Secretary  
Tim York Co-Treasurer

## Consultants

Melissa Brasfield  
Diellza Muriqi

## Committees

Symposium	Data and Tools	LLYLI
<ul style="list-style-type: none"><li>•Melissa Brasfield, Chair</li><li>•Alyssa Quinn</li><li>•Jessica Thrasher</li><li>•Katie Helm</li><li>•Lindsay Rogers</li><li>•Ruth Quade</li></ul>	<ul style="list-style-type: none"><li>•Eric Olson, Chair</li><li>•Courtney Black</li><li>•Kevin Hartley</li><li>•Lance Ackerman</li><li>•Rick Schultz</li><li>•Linda Gould</li><li>•Jason May</li><li>•Tara Meininger</li><li>•Jessica Thrasher</li><li>•Brian Bair</li><li>•Ben Palen</li></ul>	<ul style="list-style-type: none"><li>•Alyssa Quinn, Chair</li><li>•Amanda Thomas</li><li>•Darren Nowels</li><li>•Diellza Muriqi</li><li>•Eric Olson</li><li>•Jessica Ouwerkerk</li><li>•Laura Wing</li><li>•Melissa Brasfield</li><li>•Ruth Quade</li></ul>
Educational Events	Membership	Newsletter
<ul style="list-style-type: none"><li>•Lindsay Rogers, Chair</li><li>•Abbye Neel</li><li>•Brad Brady</li><li>•Elisabeth Bowman</li><li>•Melissa Brasfield</li><li>•Quint Redmond</li><li>•Tim York</li><li>•Victoria Arling</li></ul>	<ul style="list-style-type: none"><li>•Melissa Brasfield, Chair</li><li>•Alyssa Quinn</li><li>•Diane Block</li><li>•Diellza Muriqi</li><li>•Katie Duke</li><li>•Katie Helm</li><li>•Victoria Arling</li></ul>	<ul style="list-style-type: none"><li>•Ruth Quade, Chair</li><li>•Abbey Neal</li><li>•Bridget Butterfield</li><li>•Chelsea Benejamin</li><li>•Diellza Muriqi</li><li>•Don Ireland</li><li>•Dylan King</li><li>•Kim Edwards</li><li>•Melissa Brasfield</li><li>•Morgan Hopkins</li><li>•Tara Meininger</li></ul>
Website	Fundraising	
<ul style="list-style-type: none"><li>•Diana Denwood, Chair</li><li>•Diellza Muriqi</li><li>•Lyndsey Lucia</li><li>•Melissa Brasfield</li></ul>	<ul style="list-style-type: none"><li>•Melissa Brasfield, Chair</li><li>•Brad Brady</li><li>•Diellza Muriqi</li><li>•Laura Wing</li><li>•Ruth Quade</li></ul>	

# Officers

## Chairs or Co-chairs

### 1. General Responsibilities

The Chair or Co-chairs, hereby referred to as 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.

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; oversees contract staff work and contracts; 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 Contract Support, Board members and/or committees as appropriate; however, the accountability for them remains with the Chair.

### 3. Specific Duties

#### a. Meetings

The Chair ensures<sup>1</sup> an agenda is planned for board meetings. This may involve periodic meetings with committee chairpersons and contract staff to draft annual and meeting agendas and reporting schedules.

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

- i. Meetings operate according to accepted rules of order for the purpose of encouraging all members to participate in discussion.
- ii. The board arrives at decisions in an orderly, timely, and democratic manner; and
- iii. Votes occur as prescribed in the bylaws.

The Chair performs the above duties for the management team.

#### b. Board Committees

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<sup>1</sup> 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.

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; and
- 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 administrative support. In this capacity, the Chair:

- i. Participates in crafting contract staff Scope of Work and Contract.
- ii. Meets periodically with contract staff.
- iii. Ensures that periodic performance reviews of consultants are conducted.
- iv. Participates in the hiring and evaluation of consultants.

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 checks, correspondence, applications, reports, contracts, letters of support or other documents on behalf of the 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 donations.

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.

## Secretaries or Co-secretaries

### 1. General Responsibilities

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

- a. Accurate recollection of decisions.
- b. Determination of eligibility to vote.
- c. Continuity of policies and practices.
- d. Accountability of directors and officers.

The Secretary or Co-secretaries, hereby referred to as 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<sup>2</sup>.

### 2. Accountability

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

### 3. Specific Duties

#### a. 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.

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<sup>2</sup> 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.

v. Text of motions presented and description of their disposition<sup>3</sup>.

b. 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, (e.g., letters patent, articles of incorporation), lists of directors, board and committee meeting minutes, financial reports, and other official records.

c. Membership Records

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

d. Bylaws

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

e. 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.

f. 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, the Secretary calls the meeting to order, presiding until a temporary chairperson is elected.

g. 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.

## Treasurers or Co-treasurers

1. General Responsibilities

- a. Attend all Board of Directors meetings.
- b. Maintain knowledge of the organization and personal commitment to its goals and objectives.
- c. Understand financial accounting for nonprofit organizations. Participates in fundraising and member recruitment for the organization.

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<sup>3</sup> 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.

- d. Manage the Board of Director's review of and action related to the Board's financial responsibilities.
- e. Work with the Chair to ensure that appropriate financial reports are made available to the Board on a timely basis.
- f. Present the annual to the Board of Directors for approval.

The Treasurer or Co-treasurers, hereby referred to as Treasurer, manages Colorado WaterWise financial records and serves as a liaison with other Colorado WaterWise committees. The financial health of Colorado WaterWise is critical to its sustainability. Previous experience managing finances for non-profit organizations is ideal but not required. A general interest in finances is the only requirement.

## 2. Specific Duties

- a. Monitor investments and provide recommendations for ways to improve Colorado WaterWise's financial position.
- b. Bank account maintenance – Selecting a bank, signing checks, and investing excess funds wisely.
- c. 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.
- d. Budgets – Developing annual budget as well as comparing the actual revenues and expenses incurred against the budget. Uses the budget to track finances throughout the year.
- e. Financial Policies – Overseeing the development and observation of the organization's financial policies.
- f. 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.
- g. Tax Coordinator – helping track various tax reporting obligations; this is more of an inventory monitor as we utilize services from a Certified Public Accountant for tax filings.
- h. Fundraising Committee (if applicable) – Serving as Chair of the Fundraising 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 fiscal management is the primary focus of the Treasurer, the entire Board of Directors shares accountability. As highlighted by the Minnesota Nonprofit Alliance Fund, "the treasurer should not 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 attend Board of Directors meetings and related meetings.
  - b. Make serious commitment to participate actively in committee work.
  - c. Volunteers for and willingly accept assignments and completes them in a timely and thorough manner.
  - 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 fundraising and member recruitment for the organization.
2. Expectations
  - a. Each Board member must make a minimum three (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 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 be a Colorado WaterWise member or become one six (6) months of being elected at a 'Basic' or higher membership.
  - d. Each Board member must attend at least nine (9) Board meetings by phone, virtual or in person per year.
  - e. Every year, Board members are required to complete and do their best to adhere to the Board Recruitment Pledge. (Appendix A)
  - f. Any Board member may be removed from the Board by a majority vote of the remaining members for missing three (3) or more consecutive meetings without justifiable cause<sup>4</sup>.
3. Conflict of Interest Policy
  - a. Each Board member must read and sign the Colorado WaterWise Conflict of Interest Policy annually.

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<sup>4</sup> Justifiable is considered subjective and may include inclement weather, technical limitations, etc.



# Board Member's Recruitment Pledge

**Board Member** \_\_\_\_\_

Colorado WaterWise does not require a personal financial commitment from its Board of Directors. Instead, as of January 2021, the Board adopted a policy requiring each member of the Board to pledge to recruit supporters of the organization.

## **My Personal Recruitment Commitment**

As a board member for Colorado WaterWise, I personally pledge to recruit:

- \_\_\_\_\_ new or lapsed individual member(s)
- \_\_\_\_\_ new or lapsed organization(s)
- \_\_\_\_\_ new speaker(s) to the Water Conservation Symposium
- \_\_\_\_\_ new sponsor(s) of the Water Conservation Symposium
- \_\_\_\_\_ new writer(s) or article(s) for an edition of *Waterwise*
- \_\_\_\_\_ new Board of Directors candidate(s)
- \_\_\_\_\_ new committee member(s)
- \_\_\_\_\_ other supporter(s) defined as:

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Each member should choose at least two items above and indicate the quantity for the pledge type. Some members will be able to pledge more than others, but no matter the size of the pledge, it is important to set an outreach example.

I further agree to participate in outreach activities as needed, including assisting in Colorado Gives Day outreach efforts. I make this commitment as a part of my fundamental duties as a member of the Colorado WaterWise Board of Directors.

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**Board Member Signature**

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**Date**

## Committees

### Membership Committee

The Membership Committee works to ensure that Colorado WaterWise 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 to recruit new members. The committee is responsible for responding to all member inquiries, as well as maintaining the member database on the Colorado WaterWise website.

### Newsletter Committee

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

### Educational Events Committee

The Educational Events Committee will host periodic education events throughout the year of interest to members. Industry/Manufacturer members and Annual Event Sponsors are given priority to present their products and case studies.

### 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, email 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 on posting information.

Posting of Information: Posting content is the responsibility of the website committee. Each committee should inform the website chair about updates and changes to various parts of the website associated with their committee projects. Management Team information should be posted by the Secretary in the Board Business Section. 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 Secretary 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 Secretary. Member/Contact Database: The Membership committee is responsible for maintaining the member/contact database.

Posting Events: Events and meetings may be posted by the Website committee 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.

**Posting Jobs:** Jobs may be posted by the Website committee, staff or Board members with administrative access to the website. Any water industry job is able to be posted to the website.

### Symposium Committee

The Symposium Committee is responsible for organizing and executing Colorado WaterWise's annual event. This day-long event engages and educates the community to help promote water conservation to professionals throughout Colorado. The Symposium Committee will deliver a successful annual event through implementation of the event's project plan. The project plan includes tasks 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 Symposium Committee will work to:

- Secure a venue, arrange for necessary amenities required for the event. 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.
- Develop a list of discussion topics and provide a time frame/agenda. Assign "speakers search" responsibilities. Assign handouts and notebooks preparation responsibilities.
- Manage the progression of activities in a timely fashion. Provide opening comments and introductions.
- 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.
- Contact and secure sponsors for the event. Coordinate with the Publicist.
- Develop a survey, coordinate completion, gather and communicate survey results.
- 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.

### Colorado Water: Live Like you Love It®

Colorado WaterWise launched the Colorado Water – Live Like You Love It (LLYLI) campaign in 2014. This statewide campaign is designed to deliver a unified, consistent message about the value of Colorado water and the need to Conserve, Care for and Commit to becoming more informed about this critical and finite resource. By consolidating funds and resources and streamlining messaging, we can collectively make a bigger impact on educating Coloradans about the resource no one can live without.

The roles of this committee are:

- Outreach and Fundraising: Establish and maintain partnerships with organizations interested in educating the public about the value of Colorado's water. Provide resources for campaign partners.

- Development and Management: Direct campaign strategy (product development, events and communications). Oversee the campaign consultant, [lovecoloradowater.org](http://lovecoloradowater.org), and social media and coordinates campaign activities.

### Data and Tools Committee

The Data and Tools Committee is focused on developing resources for use by utilities and end users to advance and scale water conservation efforts. This committee had historically focused on the commercial, industrial and institutional (CII) sector, but in 2016 the committee decided to expand its focus from CII to tools and technical resources. Three current examples of tools that CWW has developed are, the CII Water Assessment Tool, State of Conservation in Colorado: A Review of Public Water Systems, and Guidebook of Best Practices for Municipal Efficiency Programs. We look for input from the CWW board and membership to inform the initiatives of the committee.

## Organizational Calendar

## Organization Plans



# Strategic Plan

## Mission

Colorado WaterWise addresses the state's water challenges by improving water efficiency through connecting diverse communities, creating innovative solutions, and providing valuable resources to its members.

## Vision

Recognized as a collaborative leader in water efficiency, we are creating a more sustainable water future for Colorado.

## Core Principles

1. Leadership: We empower Colorado to be a leader in water efficiency.
2. Collaboration: We nurture collaboration in the water community.
3. Education: We raise awareness of the importance of water for today and tomorrow.
4. Innovation: We build and share resources.
5. Stewardship: We foster the next generation of water stewards.

## Strategic Goals

### Water Conservation Leadership

- Goal: Educate members and the water community on water conservation programs and practices.
- Objectives:
1. Serve as a hub of water efficiency best practices and resources.
  2. Develop resources through the creation of research and projects.
  3. Connect water professionals to encourage the exchange of information.

### Organizational Stewardship

- Goal: Seek and foster flexible means to achieve a successful organizational structure.
- Objectives:
1. Maintain an effective governance structure and decision-making process.
  2. Foster an environment that welcomes new ideas and effective implementation.
  3. Ensure that all Board and committee activities align with our mission and core principles.
  4. Embrace individual skillsets to most effectively make use of limited work time.
  5. Explore ideas for improvement.

### Membership Development

- Goal: Retain and grow membership and income to support our mission, vision and strategic plan.
- Objectives:
1. Ensure that CWW membership is attractive to relevant organizations.
  2. Expand current, and identify new, membership pools.
  3. Diversify membership east, west and south.

### Effective Communication

- Goal: Clearly communicate the role of CWW and the benefits that the organization provides in an effective and timely way.
- Objectives:
1. Provide regular communications with regarding activities, programs and new developments.
  2. Communicate innovations and best practices to the Colorado conservation community.
  3. Promote members' and organizations' recent accomplishments and achievements.
  4. Clarify the relationship between CWW and the Live Like You Love It educational campaign.



# 2023 Action Plan

## Organizational Stewardship

The CWW Management Team and staff will complete the following:

- Maintain the “big picture” perspective of CWW in all organizational activities by following the goals and objectives outlined in the Strategic Plan
- Provide quarterly check-ins on our Action Plan during board meetings.
- Maintain and communicate a clear picture of our financials and track our progress through the year.
- Seek out partnerships that enhance CWW’s mission and strategic plan.
- Ensure completion of Board Member commitments.

## Membership Committee

Goal	Strategies	Assignments	Deadlines
Targeted outreach to west slope organizations	Possibly coordinate with BMP projects and outreach to organizations through that effort	Committee and BMP committee	First half of 2023
Continue targeted outreach to schools and students	Focus timing on start of semesters and leading up to Symposium	Committee	January, August, October
Track membership trends monthly and annually	Develop a membership tracking report that shows active, pending, lapsed members, sign up dates, renewal, events attended, etc. Tracking click/open rates.	Melissa	Monthly
Refine communications to prospective members	Continue reviewing messaging. Ensure regular communications to prospective members.	Committee	Quarterly
Write a member spotlight column for each newsletter	This will be similar to the current Board Member spotlight but more detailed	Lead: Melissa	Quarterly
Plan and host a membership event	Develop a more causal post work type event for members and non-members. Could incorporate Water Stewards program or other initiatives	Committee	April event
\$55,000 in memberships	Increase outreach by Board of Directors: challenge to bring in one member per year per board member. Re-engage lapsed members	All Directors	EOY
Set a goal for all Directors to attract a new member	Make sure each Director has handouts. Track progress.	All Directors	EOY
Reach Goal: Evaluate	Identify what members we have for	Committee	EOY

contractor level membership	these stakeholders and build resources if needed. Develop promotion process to reach these stakeholders		
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**Website Committee**

Goal	Strategies	Assignments	Deadlines
Post jobs, events, etc. in a timely manner	Remind members to submit calendar items	Committee	Regularly
Post to social media	Utilize LLYLI materials and templated posts across channels.	Committee	Weekly
Track analytics on social media	Gather and discuss analytics on posts and engagement to identify areas for improvement	Committee and Staff	Monthly
Polish seasonal pages	Polish ideas for pages and regularly update resources and drought monitor image.	Committee	Semiannually

**Newsletter Committee**

Goal	Strategies	Assignments	Deadlines
Expand our pool of writers	Request that each Director submit an article (written by themselves or others) each year.	BOD and committee	EOY
Solicit more industry articles (partner with an ad)	Do “warm contact” emails or phone calls to our industry partners.	Committee	Quarterly/ongoing
Solicit more industry advertisements	Start with industry sponsors from Symposium and try to get them to advertise in more issues.	Ruth, Melissa	Quarterly/ongoing
Publish newsletters quarterly (march, June, Sept., Dec.)	Stick to a well-defined calendar and get the newsletter out during the first week of the publish month.	Committee	Quarterly
Include a calendar of events	Solicit ideas	BOD, Committee, membership, sister orgs., & Partners Committee and staff	Quarterly

**Tools Committee**

Goal	Strategies	Assignment	Target	Notes / Action
Promote outdoor water efficiency	Draft a framework of recommendations for a Statewide landscape and irrigation certification program /	Eric, Rick Lance,	Ongoing and check in Dec 2023	WRA and landscape professionals are meeting and identifying similarly structured standards and working locally with municipalities

	policy			
Promote outdoor water efficiency	Create and provide simple, actionable methods to improve watering efficiency	Full team	March 2023	PDFs of processes like changing out spray nozzles to rotary; how to convert a spray zone to a drip system- make these available for CWW members
Promote outdoor water efficiency – Landscape transformations	Support, host and advertise workshops to support landscape transformations	Lance, Eric, Kevin, Rick, Northern, etc	Ongoing 2023	Acquire and investigate BMPs for native grass transformations.
Improve technical resources	Update CWW's Best Management Practices Guide	Courtney, BMP Update Committee	Dec 2023	Update our BMP guide
Promote indoor water efficiency for commercial and industrial (CII)	1 day workshop or tour of comm facilities, ID notable methods to monitor and observe wasted water	CWW board members	2023	Like tour in FC years back. Evaluate CII processes and allocating water use or ID practices to improve water efficiency
Promote outdoor water efficiency	Advertise training opportunities on CWW website as are scheduled	Eric, Lance, Melissa,	Ongoing	Promote these in each municipality and advertise with enough time to plan. Share with landscape professionals and organizations
Promote outdoor water efficiency	Educational events (CWW Ed Committee) and promotion on contractor certification trainings supported by CWW	Lance, Eric, Jessica, Kevin	Ongoing	Advertise and promote landscape and irrigation certification events and trainings.
Collaborate with other CWW Committees	Better coordination with Ed committee (ID topic overlap or support) and LLYLI	Eric, Jessica	Ongoing	Work with Committees on public facing materials - Coordinate better

#### Educational Events Committee

Goal	Strategies	Assignment	Deadline
Hold at least five events	Develop a schedule for planning and holding educational events in 2023.	Lindsay & Committee	January
Push for broader equity and diversity in topics and speakers	1. Increase participation of minorities and women event	Committee	Ongoing

	<ul style="list-style-type: none"> <li>speakers</li> <li>2. Reach out to groups advocating water equity and ask what topics might be relevant.</li> <li>3. Hold at least one water equity-focused webinar.</li> </ul>		
Hold events that have a broad appeal for greater attendance.	<ul style="list-style-type: none"> <li>1. Develop targeted themes that extend our reach.</li> <li>2. Use as a mechanism for membership recruitment</li> <li>3. Deliver co-branded webinars with other professional water associations.</li> </ul>	Committee	Ongoing
Partner with other organizations to co-host webinars and events	Organizations may include, but are not limited to: WRA, WNA, WeCo, WaterReuse Colorado, AWE, and APA Colorado.	Committee	Ongoing
Provide an incentive to attendees	Offer as CEU credits (APA Colorado, QWEL, IA, etc.), prizes (e.g. rain barrels), and certificates.	Committee	Ongoing
Be flexible with event formats and include new tools	<ul style="list-style-type: none"> <li>1. Offer virtual and in person events</li> <li>2. Consider working with partners to include video footage from the field in events (or sharing afterwards).</li> </ul>	Committee	Ongoing
To the greatest extent possible, conduct all events bilingually on English and Spanish (language justice).	<ul style="list-style-type: none"> <li>1. Use technology and resources available. Budget additional funds as needed.</li> <li>2. Conduct outreach to organizations that will reach more Spanish-speaking participants.</li> </ul>	Committee	Ongoing
Track metrics to better understand whether we're achieving goals	<ul style="list-style-type: none"> <li>1. Speaker diversity</li> <li>2. Attendee participation numbers and diversity</li> <li>3. Attendees electing to participate in Spanish &amp; those who viewed the</li> </ul>	Committee	Ongoing

	Spanish recording 4. Co-branded partner organizations & those we consult with. 5. Correlation between attendees and new CWW members.		
Reach goal: Increase geographic diversity of events	1. Include speakers from outside of the Front Range. 2. Hold one event outside of the Front Range.	Committee	Ongoing
Identify, apply and participate in at least 2 partner events and conferences	1. Host exhibit booths or present at partner conferences and events in Colorado including ProGreen, Water Education Colorado, Water Congress, etc.		

### Symposium Committee

Goal	Strategies	Assignments	Deadlines
Solicit more abstracts	Place abstract submissions in monthly email announcements	Committee and Staff	February and March
Target under-resourced utilities	Identify best opportunity to reach these groups, possibly through a scholarship or discounted tickets	Committee	April
Build on translation offerings	Identify one bilingual session opportunity in session	Committee	July
Plan and execute a successful annual event	Ensure schedule is engaging and educational. Coordinate with sponsors and vendors to ensure they find value.	Committee	Ongoing
Increase sponsorship to \$20,570	Identify potential sponsors and make contact using “warm contact” with committee members or board members.	Committee and Board Members	Ongoing
Attract new attendees	Place announcements in related publications including WECo, CWCB, etc to cross promote event with potential new members	Committee	Ongoing
Increase the net profits from the event	Continually track income from registration and sponsorship and track expenses to understand profit through the planning phases. Push registration if profit margin is lower than expected.	Committee	Ongoing
Place strategic event announcements	Place in summer newsletter. Have a tagline in the Monthly update email for year-round advertising.	Committee and Newsletter committee	Ongoing

**Live Like You Love It Committee**

<b>Goal</b>	<b>Strategies</b>	<b>Assignment</b>	<b>Deadlines</b>
Expand awareness	1. Attend Conference/Events 2. Partner with Breweries/Restaurants 3. Partner with Boss Defrost	Committee	Ongoing
Develop toolkit material	1. 2023 social media calendar 2. Social media graphics/ads 3. Create 2-3 new pieces based on membership needs	Evoque	June
Social media presence	1. Utilize 2023 social media calendar 2. Continue social media posts of 1-3 times per week	Staff/committee	Ongoing
Membership Outreach / Use Agreements	1. Target members not using LLYLI 2. Instructional video on “How to Access Material” 3. “How to add logo to Material” video 4. Gather testimonials from members on use of LLYLI.	Staff/Committee	Q2
Website	1. Keep website current	Staff/Committee	Ongoing

**Fundraising Committee**

<b>Goal</b>	<b>Strategies</b>	<b>Assignments</b>	<b>Deadlines</b>
Evaluate membership needs	Work with all committees to identify financial gaps.	Committees and other committees	First Quarter
Identify fundraising opportunity to fill one identified gap	Brainstorm ideas and institute one idea for 2023	Committee	EOY

## Protocols and Policies

### Expenses and Invoicing Policy

This policy provides general guidelines for handling expenses and invoicing. The Co-signature refers to name(s), in addition to the Treasurer, authorized to access Colorado WaterWise banking accounts.

#### 1. Budgeted Expenses

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

#### 2. Non-Budgeted Expenses

- a. Non-budgeted expenses under \$200 can be processed directly by the Treasurer or Co-chair as needed, with information provided to the Management Team as soon as possible.
- b. Non-budgeted expenses, \$200 to \$499 require approval by the Management Team.
- c. Non-budgeted expenses over \$500 require approval by the Colorado WaterWise Board of Directors.
- d. Any cumulative expenses of \$500 or more per month must receive authorization from the Colorado WaterWise Board of Directors.

#### 3. Invoicing Policy

Only the Treasurer and Co-signatory have access to the Colorado WaterWise bank accounts. Expenses of \$500 or more will generally be paid directly by the Treasurer.

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

### Funding for Outside Entities

#### 1. Guidelines for Use

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.

##### a. 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 mission can be justified.

##### b. Projects Funded

Colorado WaterWise will fund a wide array of projects, including but not limited to conference sponsorship, public education and outreach materials, web content creation, water conservation planning and implementation, and water conservation research. Funding will be limited to \$1,000 per applicant unless otherwise determined.

c. Proposal

To be eligible for funding, the entity must submit a proposal to the Colorado WaterWise Board for consideration. The proposal must include:

- i. Name of group requesting funds.
- ii. Copy of group bylaws and mission statement.
- iii. Tax status of group if applicable, e.g., 501(c)3.
- iv. Amount of funds requested.
- v. Description of project on which funds are to be spent.
- vi. Statement of how the project fits within the Colorado WaterWise mission.
- vii. Project timeline.

A copy of the proposal form is found in Appendix E.

d. Evaluation

The Colorado WaterWise Board will evaluate the proposal and approve or deny funding within 30 days of the request. Selection criteria include:

- i. Relevance to current Colorado WaterWise mission and projects
- ii. Benefit of project to Colorado WaterWise and its members
- iii. Thoroughness of proposal
- iv. Levels of past and current funding
- v. Project Score based on Colorado WaterWise Project Funding Evaluation Form

e. 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 (e.g., final reports, outreach materials, etc.)

# COLORADO WATERWISE FUNDING REQUEST

## PROJECT PROPOSAL

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

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Project Director Signature

Date

***Submit Proposal Materials to:***

Colorado WaterWise

PO Box 101012

Denver, CO 80250

[board@coloradowaterwise.org](mailto:board@coloradowaterwise.org)

## Strawman Proposal Template

This template is used by CWW Board members and others to propose projects for the organization to consider. It serves as a reference for review, approval, development, and implementation.

**1. Program Name**

**2. Basic Description**

**3. Timeline with Milestones**

**4. Budget** Briefly describe and attach full budget.

**5. Target Market** Check all that apply.

All customers	Multifamily indoor
Residential indoor	Multifamily outdoor
Residential outdoor	Utility
Commercial indoor	Landscape contractors
Commercial outdoor	Other:
New construction	

**6. Describe How the Project Meets the Following Criteria**

- i. Advances the CWW Mission to promote efficient use of Colorado's water
- ii. Meets the needs of at least one CWW member
- iii. Fulfills a need that cannot be met (or will not be met in the near term) by another entity
- iv. Has at least one advocate/sponsor/champion on the Board of Directors
- v. Has an adequate funding source (reserves may also be considered)

**7. Describe Benefits** e.g. politically acceptable, likely to succeed, untapped market, significant savings

**8. Describe Potential Challenges** e.g. politically unpopular, saturated market, little savings potential

**9. Resources Needed** How will CWW provide the resources to ensure appropriate long-term maintenance?

<b>Does this project have collaborative partners?</b> If so, a Partnership MOU must be presented.	<b>YES / NO</b>
<b>Does the project require copyrighting or trademarking?</b>	<b>YES / NO</b>
<b>Will consultants be needed?</b> If so, a Consultant Contract and an Intellectual Property Agreement must be presented.	<b>YES / NO</b>

# Conflict of Interest Policy

## Article I: Purpose

The purpose of the conflict-of-interest policy is to protect Colorado WaterWise's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member, staff person or director of Colorado WaterWise (CWW) or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## Article II: Definitions

### 1. Interested Person

Any director, staff person, or member with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which CWW has a transaction or arrangement,
- b. A compensation arrangement with CWW or with any entity or individual with which CWW has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which CWW is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

## Article III: Procedures

### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she/they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest
  - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she/they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the governing board or committee shall determine whether CWW can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in CWW's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violation of the Conflicts of Interest Policy
  - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Article IV: Records of Proceedings

1. The minutes of the governing board and all committees with board delegated powers shall contain:
  - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
  - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## Article V: Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from CWW for services is precluded from voting on matters pertaining to that member's compensation.
2. A staff person or voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from CWW for services is precluded from voting on matters pertaining to that person's compensation.
3. No staff person, voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from CWW, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## Article VI: Annual Statements

1. Each director, staff person, or member with governing board delegated powers shall annually sign a statement which affirms such person:
  - a. Has received a copy of the conflicts of interest policy.
  - b. Has read and understands the policy.
  - c. Has agreed to comply with the policy.
  - d. Understands CWW is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## Article VII: Periodic Reviews

1. To ensure CWW operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
  - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
  - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to CWW's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## Article VIII: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, CWW may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## Meeting Procedure

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

1. Colorado WaterWise meetings occur the second Thursday of each month. See Operation Calendar (Appendix B).
2. The Secretaries or CWW Contract staff will draft meeting minutes. Within five (5) business days, the minutes will be finalized then distributed via email to Colorado WaterWise members, along with pertinent documents.
3. Board of Directors will review meeting minutes and provide comments to Secretaries or CWW Contractor within five (5) business days. Comments and edits will be incorporated and updated minutes will be sent prior to following month's board meeting.
4. The Management Team will meet at least one week prior to each Colorado WaterWise monthly board meeting to discuss agenda items and any other pressing topics. The Secretary will take meeting notes, and if necessary, the Secretary will email a briefing of the Management team meeting to the Colorado WaterWise Board and update agenda (adding Management team's items), three (3) business days prior to Colorado WaterWise meeting for review. The Board is welcome to bring all comments from the Management team meeting to the Board meeting on that Thursday following the Management team meeting.
5. The Secretary then writes a draft agenda for the next Colorado WaterWise meeting and sends draft agenda via email to Board of Directors, within three (3) business days of prior meeting minutes received, for agenda ideas, comments, additions, and potential removal of items.
6. The Colorado WaterWise Board has five (5) business days to make recommendations and comments to the draft agenda, on the 5th day (close of business) the Secretary will review and finalize the agenda, final agenda will be distributed to Colorado WaterWise members via email, within three (3) business days.
7. The finalized meeting minutes will be discussed at each Colorado WaterWise meeting. Upon approval from the Chair, the Secretary will ensure that the meeting minutes are posted to the website within five (5) business days.

## Communication Plan

The goals of the communication plan are:

- To outline a timely method for handling communication throughout the organization.
- To provide a means for all members to provide feedback to the Board.
- To organize communication methods.

Potential target audiences:

- Board of Directors
- Colorado WaterWise membership
- CWW listserv (known individuals and organizations with a vested interest in Colorado water conservation)
- Sister organizations (e.g., Water Education Colorado)

### **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.

FREQUENCY: Quarterly

AUDIENCE: Membership

### **Educational Events**

Lunch 'n Learn and webinar series will be implemented by the Educational Events Committee.

FREQUENCY: Six times per year or as topics present themselves

AUDIENCE: Public

### **Website**

The website is the online face of the organization and a forum for current/future happenings, job postings, and technical information for Colorado WaterWise members.

FREQUENCY: As needed

AUDIENCE: Public and Membership-only

### **Legislative Issues**

Legislative updates will be provided as needed. Legislative updates are currently published in the newsletter.

FREQUENCY: As needed

AUDIENCE: Board, Membership

### **Press Releases**

All requests for information to be posted on the web should be sent to the Website committee Chair.

FREQUENCY: As needed

AUDIENCE: Media

### **Monthly Email Updates**

Monthly emails provide updates on events, organizational changes, and include announcements from members and sister organizations. All updates or recommendations should be sent to the Administrator.

FREQUENCY: As needed

AUDIENCE: CWW Listserv

## Membership Elevator Speech

Colorado WaterWise is the collaborative leader in urban water conservation in Colorado. We connect all kinds of stakeholders: utilities, companies, manufacturers, state agencies, as well as private and not-for-profit water professionals. We offer networking events, tools, and resources to our members. Together we are able to achieve things that utilities cannot achieve on their own, such as our education campaign Live Like You Love It and the Water Conservation Best Practices manual. As a member you not only have access to our products and networking events, but you have the opportunity to participate in or even develop the programs and resources that best meet your specific needs. Join us today.

### 1. Purpose and Mission

- a. Addressing the state's water challenges by improving water efficiency through diverse community connections, innovative solutions, and valuable member resources.  
Recognized as a collaborative leader in water efficiency, we are creating a more sustainable water future for Colorado.
- b. Leadership: We empower Colorado to be a leader in water efficiency.
- c. Collaboration: We nurture collaboration in the water community.
- d. Education: We raise awareness of the importance of water for today and tomorrow.
- e. Innovation: We build and share resources.
- f. Stewardship: We foster the next generation of water stewards.

### 2. Activities and Resources

- a. Educational Events (lunch 'n learns and webinars)
- b. Annual Symposium
- c. Newsletter
- d. Informal get-together through joint events with RMSAWWA
- e. Tools and resources:
  - i. LLYLI – water education campaign
  - ii. Water conservation best practices
  - iii. Several resources on our website
  - iv. Collaborating and connecting with other conservation professionals, professional development.

### 3. Membership Benefits

- a. Bundle depending on organization size: 2, 5, 11 members.
- b. Newsletter
- c. Access to members-only resources, case study library (TBD) and database of members
- d. Access to webinar recordings after the live event
- e. Reduced Symposium registration price/cost
- f. Opportunities to promote your work through newsletter, lunch 'n learns, webinars.
- g. LLYLI Toolkit

## By-Laws

### Article I. Offices

1.1 Offices: The Corporation may, at 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 them by the Board of Directors.

2.2 Number: The number of directors of this Corporation shall be no fewer than seven (7). 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 (18) 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 at its meeting of the Board of Directors held in December. Each director shall serve a three (3) year term. Terms will be staggered as evenly as possible to provide continuity on the board. Each director will hold office until his successor has 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 and its causes, or who are deemed qualified for any other reasons.

If a current director, at the end of their three-year term, chooses to continue as a Board member, they must reapply for the position. Applications for prospective board members will be solicited for in October of each year.

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 thirty (30) day written notice to the

Chairperson(s) of the board, and/or the Management Team, 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 (see table in 2.10) of the Board of Directors. A director elected to fill a vacancy shall hold office during the unexpired term of their predecessor in office.

2.7 Meetings: Special meetings of the Board of Directors may be called by the Chairperson(s) of the board or any two (2) members of the Board of Directors.

2.8 Notices: Notice of each 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 Chairperson of the board, the Chair, the Secretary, or, in the case of a special meeting, the members of the board calling the meeting. 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 a regular meeting or a special meeting. All communication of the CWW Board shall be electronic, via email, except in special circumstances where postal mail or some other form of communication is required.

2.9 Quorum: A majority of all directors (66% of all board members) shall constitute a quorum for the transaction of business at all meetings of the board of directors. For decisions to be made by vote, 60% of all eligible board members must be in agreement. The act of the majority of board members present (or via phone/video call) at any meeting shall be the act of the board of directors, except as otherwise specifically required by law. For some actions (referred to as class A), 66% of all eligible board members must be in agreement. For major actions (referred to as class B), 75% of all eligible board members are required to be in agreement. See table below for an example of the number of board members required in each category. The number of board members required is calculated by multiplying the required percentage by the total number of eligible board members.

Number of Board Members	13	14	15	16	17	18	19	20
Quorum (66%)	9	9	10	11	11	12	13	13
Required for Class A Actions (66%)	9	9	10	11	11	12	13	13
Required for Class B Actions (75%)	10	11	12	12	13	13	14	15

To the greatest extent possible, all items to be voted upon will be announced before the Board meeting in the agenda or in a separate notice. Members who know they will not attend the next meeting can send a proxy or email their vote in advance.

1. Class A items that require a 66% vote include, but are limited to: General Administration:
  - a. Call to Order
  - b. Approval of meeting minutes
  - c. Adjourn
  - d. Recess

2. Board Business
  - a. New Board member
  - b. Depose a board member from office.
  - c. Election of officers
3. Organizational Business:
  - a. Amending the bylaws or rules of order
  - b. Changing the CWW membership structure
  - c. Expelling a member
  - d. If an unbudgeted purchase item exceeds \$500
  - e. Direction on large projects
  - f. Legislative support
  - g. Political support
4. Class B items that require a 75% vote include:
  - a. Reconsideration (actions brought back to discussion)
  - b. Dissolving the organization

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 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.

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 or her by the Board of Directors.

## 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 may elect 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). The same person may hold any two or more offices, except the offices of Chair and Treasurer. The officers of the Corporation shall be natural persons at least eighteen (18) years old.

4.2 Chair or Co-chairs: There may be one Chair or two Co-chairs if the Board of Directors deems it expedient. The Chair(s) shall be the chief executive officer(s) of the Corporation. The Chair(s) shall preside over all meetings of the Board of Directors. They (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, they 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. They 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 Chairpersons 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. They shall have such additional authority, powers, and duties as approved by a quorum of the Board of Directors on a case-by-case basis.

4.3 Secretary or Co-secretaries: There may be one Secretary or two Co-secretaries if the board deems it expedient. The Secretary(s) 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 in cooperation with staff, 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: 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. They 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 their signature). They shall have such additional authority, powers, and duties as are appropriate and customary for the office of the Treasurer and as the Board of Directors or Chair may prescribe from time to time.

4.5 Terms: Chairperson, Secretaries and Treasurers will serve one (1) year renewable terms not to exceed three (3) terms. Terms are renewable upon confirmation of a quorum of directors at the December meeting.

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 three regularly scheduled board meetings per year may be grounds for removal. Any officer/director may resign at any time by giving thirty (30) days written notice of their 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 decides.

## 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 their duties to the Corporation also impose duties on or otherwise involve services by them to the plan or to participant 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 they are or were a director or officer if:
  - I. They conducted themself in good faith.
  - II. They reasonably believed:
    - a. In the case of conduct in their official capacity with the Corporation, that their conduct was in the Corporation's best interests; or
    - b. In all other cases, that their conduct was at least not opposed to the Corporation's best interests; and
  - III. In the case of any criminal proceeding, they had no reasonable cause to believe their conduct was unlawful.
- b. A director's or officer's conduct with respect to an employee benefit plan for a purpose they 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)(2). A director's or officer's conduct with respect to an employee benefit plan for a purpose that they 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 their official capacity, in which they were adjudged liable on the basis that personal benefit was improperly received by them.
- e. Indemnification permitted under 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 they have 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 their good-faith belief that they have 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 their behalf, to repay the advance if it is determined that they 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 them in any such capacity or arising out of their status as such, whether or not the Corporation would have the power to indemnify them 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 VIX. 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.