



PGO16 - BCWA 2015 By-laws

Article I. Definitions

As used in these bylaws, the following terms shall have the meaning hereinafter presented:

- a. Association - The *Bear Creek Watershed Association* consists of 25 membership entities and a maximum of 12 designated participants (BCWA Policy 16). The Association Board shall review and approve a list of membership entities and designated participants in January of each year or as approved by the Board. The Association has three types of membership –Membership Entities, Participants, and Mailing List Status. BCWA Policy 35 establishes the process for a membership entity with a discharge permit (National Permit Discharge Elimination System, NPDES) to terminate participation in the Association Shared Cost Program.
- b. Association Shared Cost Program (BCWA Policy 33) - Membership entities are responsible for financially supporting the Bear Creek Watershed management program and water quality monitoring program. Participants provide financial contributions and/or in-kind services as deemed appropriate by the Association. BCWA Policy 30 outlines the Association financial plan.
- c. Association Manager – The Association will annually contract for an Association Manager. The Association Manager roles and responsibilities will be defined in an annual Scope of Services. The Scope of Services will be approved by majority vote of the Association. The Association Manager serves at the discretion of the Association Board. The Association Manager provides necessary administration of the Association to meet requirements of the Bear Creek Reservoir Control Regulation. The Manager will administer all meetings for the Association. The manager will coordinate the Association water quality monitoring programs, at the direction of the Association. The Manager will administer the annual water quality-monitoring reporting program for water quality analysis. The manager will be responsible for the Association water quality data-base.
- d. Association Officers – The Association will have two co-chairs and four financial officers. Generally co-chairs serve a two-year term, while financial officers serve until replaced. The Association will review the list of officers in January of each year. For purposes of a quorum, any Association Officer can chair a meeting.
- e. Bear Creek Watershed Control Regulation - The Association is responsible for implementing requirements of the *Bear Creek Control Regulation* #74 as adopted by the Colorado Water Quality Control Commission.
- f. Bear Creek Watershed - The watershed boundary is designated in the *Bear Creek Control Regulation*. The watershed includes all tributary drainage to Bear Creek Reservoir from Clear Creek, Jefferson and Park counties. Boundary changes to the watershed are approved by the Association Board. BCWA Policy 13 defines the watershed boundary.
- g. Bear Creek Watershed Plan – The electronic watershed plan is established in BCWA Policy 28. The watershed plan is a set of program documents, policies and strategies used to implement monitoring, regulatory control and maintenance, and associated water quality and environmental programs/ work elements within the defined Bear Creek Watershed. The watershed plan is flexible, dynamic and adaptive.
- h. Mailing List Status (See BCWA Policy 16 and BCWA Policy 5) - The mailing list is an e-distribution list containing interested parties as approved by the Association Board, but these people, organizations, agencies are not counted as either membership or participant entities.

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- i. Membership Entities (See BCWA Policy 16) - All designated representatives and/or alternatives from a general-purpose government, special district and all other National Permit Discharge Elimination System (NPDES) permittees (Operational Agencies) as designated by the Colorado Department of Public Health and Environment in the Bear Creek Watershed. Active Membership Entities must pay annual shared cost contributions and attend a minimum of 25% of annual Board meetings. Membership Entities with paid contributions will be listed as *Contributing Members*. In order for a Membership Entity to also have a designation of *good standing* to meet the requirements of BCWA Policy 19 (Nutrient Trade Program Eligibility), BCWA Policy 6 (Weighted Votes), or BCWA Policy 26 (Point to Point Administration) they must attend at least 2 meeting per year over a 3-year period.
- j. Participants (See BCWA Policy 16 and BCWA Policy 5) - Entities, other than membership entities, that demonstrate vested interest and/or financial support for the Bear Creek Watershed management program as designated by the Association Board. A participant representative can represent each of the six major sub-watershed areas within the Bear Creek Watershed. Participants must demonstrate an ongoing vested interest to remain on the Association Board.
- k. Operational Agency Responsibilities - Implement federal and state requirements, as appropriate, including discharge limitations, operation and maintenance procedures, user charges, industrial cost recovery, industrial pretreatment, within its permitted wastewater service area. Operate and manage wastewater treatment works and related facilities within its service area. Design and construct new wastewater treatment facilities within its service area. Accept and utilize financial assistance for wastewater treatment works within its service area. Raise revenues and incur indebtedness as provided by statute. Provide information affecting its service area relative to the extension of water and wastewater transmission lines and the addition of new areas within the boundary of the operating agency. Maintain a wastewater management plan.
- l. Quorum - A quorum at Association meeting is thirty-three percent of the Association with 50 percent of those representatives present being membership entities. The Association maintains a list of members and participants (BCWA Policy 16) This BCWA Policy 16 is reviewed, updated and approved each January, or as appropriate by the Board. The not active membership shall not count toward establishing a quorum.
- m. Technical Review Sessions – The Association has designated a monthly technical review session (TRS) for Membership Entities, Participants and other interested agencies or groups to review program elements, water quality monitoring program, and make recommendations to the Association Board. The TRS can only take action if previously approved for action by majority vote of the Association Board. The TRS is chaired by the Association Manager.
- n. Voting: Membership Entities and Participant Voting. Generally all voting at Association meetings is by majority vote; however, prior to a vote an Association officer can call for a weighted vote on matters specifically related to management agency, operating agency or general-purpose government responsibilities (BCWA Policy 6). The weighted vote is based on the membership dues, as such participants do not vote during a weighted vote. The weighted vote formula is based on the total annual percentage dues. Annually, the Association will review and accept the weighted vote. The BCWA Policy 6 will maintain the most up-to-date weighted vote structure. A membership entity not *in good standing* maybe disallowed from a weighted vote, at the Co-Chairs discretion.
 - i. Majority Vote - A majority vote is 50 percent +1 of the meeting participants (membership entities and active participants) once a quorum is established by an Association officer.
 - ii. Weighted Vote - Membership entities will be counted, including absentee or proxy voting as

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reported by the Co-chairs and manager, using a weighted vote at Association meetings using the accepted weighted vote formula. One weighted vote per membership entity (representatives or alternate).

- o. Water Quality Management Agency - The Colorado Water Quality Control Commission recognizes the Association as a designated Water Quality Management Agency under provisions of the Federal Clean Water Act and the Statewide Water Quality Management Plan.

Article II. The Bear Creek Watershed Association

The Bear Creek Watershed Association is responsible under the *Bear Creek Control Regulation#74* for implementation of the Bear Creek management plan. The Association has the power under Colorado law to develop, recommend and adopt provisions for water quality management within the Bear Creek Watershed. The Association provides an integrated, holistic water quality management and implementation program to protect or attain established beneficial uses of waters within the Bear Creek Watershed.

The Association maintains a watershed map that is also incorporated into the *Bear Creek Control Regulation#74 (BCWA Policy 13)*.

The Association maintains BCWA Policy 12 that defines the Association vision, mission and watershed management strategies.

- i. The vision of the Association is stated as follows: *The Bear Creek Watershed Association protects and restores water and environmental quality within the Bear Creek Watershed from the effects of land use.*
- ii. The mission is defined as: *The Bear Creek Watershed Association identifies, defines, collectively develops, maintains and implements a local environmental and water quality monitoring, management plan and watershed-based program for the Bear Creek Watershed that meets reservoir and watershed applicable water quality standards and beneficial use classifications as adopted by the Colorado Water Quality Control Commission.*

The Association will maintain a set of topic specific policies to assist with the watershed program. These policies are a working component of the Association watershed plan. Association policies can be adopted anytime by a majority vote of the Association Board. All policies will be reviewed annually by the Association Manager and referred to the Association Board for action as appropriate. Membership Entities in *good standing* may request development of new policies or review and update of existing policies.

The BCWA Policy 21 supports the ACM DSS or online management process as a long-term, necessary and permanent watershed best management practice. As such, the online management system is deemed a dynamic component of the Bear Creek Watershed Management Plan.

Article III. Association Authorities and Program Direction

The Association has, but not limited to, the following authorities:

- a. Amend all watershed plan documents and other program documents including but not limited to the Association bylaws, policies, program guidelines and operations, fact sheets, map series, technical memorandum, information series, standard review papers, rulemaking hearing documents, annual reports, and data reports, by a majority vote of the Association Board.
- b. Adopt or revise an annual dues, budget, policies, administrative management and environmental monitoring programs, including all watershed plan documents as listed in the BCWA PGO1 and PGO2

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documents for the Association by majority vote.

- c. Contract for administrative and monitoring services to maintain the Association program consistent with required provisions in the Control Regulation, other state regulatory programs, and the Statewide Water Quality Management Plan.
- d. Appoint or confirm Association officers by majority vote at the first meeting of each year to serve for a minimum term of two-years or as determined by the Association Board.
- e. Recognize one vote on each issue from a designated representative or alternates from each membership entity and participant, except when a weighted voted is necessary (See BCWA Policy 6).
- f. Maintain an Association bank account and financial plan (BCWA Policy 30). Place all funds under the care of a designated representative or to create separate accounts at financial institutions selected by the Association. All funds shall be subject to annual audit by either the Association or dually designated representative. Develop and maintain a financial plan necessary for the Association Shared Cost Program.
- g. Raise revenues and incur indebtedness. Expend funds in accordance with the annual budget as adopted by the Association or amended by the Association and the Association financial plan (BCWA Policy 30). The Association prior to payment shall approve such expenditures. The Association Board shall adopt an annual cost share contribution structure for membership Entities and Participants.
- h. Prepare and maintain a file of minutes and meeting summaries, and all other Association required documents for Association meetings.
- i. Enter and execute contracts, accept and utilize financial assistance, raise revenues and incur indebtedness by majority vote of the Association.
- J. Implement requirements of the *Bear Creek Control Regulation #74*, other appropriate state regulations and the Statewide Water Quality Management Plan.
- k. Develop and maintain an electronic watershed plan and all associated and necessary documents required for watershed planning. The Association will adopt necessary policies and program documents to meet the intent of a management agency as defined in the Statewide Water Quality Management Plan.
- l. The Association will maintain a website for accessing information about the program as approved by the Association. The website will provide information presented at Association meetings. The website shall summarize the water quality program and contain the elements of the watershed plan.
- m. The Association will produce a quarterly Newsletter for general distribution to members, participants and interested citizens. The manager will maintain a separate e-distribution list for the newsletter. The content of the newsletter is at the Board's discretion.

Article IV. Association Meetings

- a. Association Board and TRS meetings held monthly, but no less than at least once quarterly.
- b. An agenda and all appropriate attachments shall be distributed electronically (e-mail) by a designated Association Manager in advance of all meetings. Special meeting notification made by e-mail with approval of an Association Officer. The Association manager maintains e-distribution lists for all Association information distributions.

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- c. An Association Officer shall preside at the Association meetings. The Association officer shall declare a quorum to hold an official meeting of the Association. The Association manager is responsible for advising the Association officer if a quorum is met.
- d. Absentee or proxy voting allowed, provided it is not used to establish a quorum. Absentee or proxy vote must be declared by an Association Officer prior to discussion of an agenda topic.
- e. Public comments allowed at each meeting with a time limit of five minutes per speaker on topics of concern that are not included on the agenda.
- f. Association Manager maintains a list of membership entities and participants.