

**BY-LAWS
OF
CLEAN COLORADO RIVER SUSTAINABILITY COALITION
As Amended & Restated
March 19, 2013**

**Article I
Statement of Principles and Policies**

Section I.1 The Clean Colorado River Sustainability Coalition is a voluntary association available to local, state, tribal and other stakeholder representatives from Arizona, Nevada and California. The purpose of this corporation is to facilitate the protection and enhancement of the Colorado River through monitoring and analysis of water quality in an effort to achieve the ultimate goal to assure and sustain high quality water for all users of the Colorado River.

Within this concept, the Coalition acts in support of member Indian tribes, counties, cities, towns and political subdivisions within the United States along the Lower "Colorado River and its adjacent developed areas from Hoover Dam to the Southerly International Boundary with Mexico, south of Yuma, Arizona..." (See Wastewater Treatment needs Along the Lower Colorado River, A Water Quality Assessment, U.S. Department of the Interior, Bureau of Reclamation, Lower Colorado Regional Office, March 2007.)

- A. To provide a forum for discussion and study of regional water quality issues of mutual interest to its members.
- B. To monitor, analyze and react to water quality trends impacting the sustainability of the Lower Colorado River.
- C. To uncover, clarify, identify and comprehensively plan for the solution of regional water quality problems which are common to its members.
- D. To facilitate cooperation among governmental, non-profit, private and academic units for specific projects relating to sustainability of water quality in the Lower Colorado River improvements or for the adoption of common policies with respect to problems and issues which are common or of mutual interest to its members.
- E. To do any and all things that are incidental and conducive to the attainment of the above purposes and objectives to the same extent as natural persons might or could do, which now or hereafter may be authorized by the laws of the United States of America and the State of Arizona.

Section I.2 Constructive and workable policies and programs for resolving regional water quality issues will be most effectively and expeditiously developed by regular meetings of Coalition members in an area-wide voluntary and cooperative association dedicated to the resolution of problems and issues.

Section I.3 Nothing contained in these By-Laws shall authorize the Coalition to become involved in matters which are essentially within the jurisdiction of any member without that members consent.

Section I.4 The Coalition is not, nor is it intended to be, a substitute for local government. It is, however, an association through which individual governmental units and other interested parties can work on regional water quality issues and coordinate their efforts.

Section I.5 This article shall not authorize the Coalition to become involved in the direct operation of water or wastewater facilities.

Article II **Definitions**

Section II.1 *Coalition*: As used in these By-Laws, means the Clean Colorado River Sustainability Coalition, a non-profit corporation of the State of Arizona created pursuant to Title X, Chapter 1, Article 16, Arizona Revised Statutes.

Section II.2 *Board of Directors*: As used in these By-Laws, means the directors that are elected by the voting members and include the positions of Chairperson, Vice-Chairperson, Secretary, Treasurer and up to fifteen (15) additional representatives of the voting membership. A Director may hold two (2) offices at one time provided they are compatible. Membership on the Board of Directors is limited to voting member entities.

Section II.3 *Standing Committees*: As used in these By-Laws, means the permanent committees formed by the Board of Directors. Committees that may be formed shall include, but not be limited to, Nominating Committee, Finance Committee and Technical Committee.

Section II.4 *Special Committees*: As used in these By-Laws, means the committee(s) formed by the Board of Directors on a temporary basis for a defined term or for special studies or projects for which there is not Standing Committee.

Section II.5 *Designated Representatives*:

- A. A voting member of any board (including the Board of Directors) or committee may send a designated representative of that member to any meeting who shall be authorized to participate in and vote on all matters to be considered or acted upon at that meeting, subject to challenge as provide in Section IV.8, provided however, that if such person is sent to the meeting to represent the chairperson, they shall not assume the responsibility of the chairperson. Such duties shall be assumed by the vice-chairperson.
- B. A designated representative need not provide written authorization to participate and vote in any meeting, provided however, that if challenged at that meeting (or prior to approval of that meeting's minutes) written ratification of such person's

authorization to act as the designated representative of a member shall be filed with the Chairperson of the Board of Directors within five (5) working days of the challenge.

Article III **Membership**

The membership of this Coalition shall be the voting and non-voting entities meeting the eligibility requirements contained in this article . Members shall participate as provided herein.

Section III.1 *Eligibility of Voting Membership:* An entity shall be eligible to be a voting member of the Coalition if such entity meets the following requirements:

- A. The entity is a local or tribal government, or other public, private or non-profit organization which has an elected or appointed representative board, or a validated academic institution. .
- B. The entity must display an interest in sustaining the water quality of the Lower Colorado River. .

Section III.2 *Application for Voting Membership:* Any entity meeting the requirement of Section III.1 for eligibility of voting membership may be nominated for membership by the Nominating Committee of the Coalition. Such prospective member shall become a voting member of the Coalition upon approval by two thirds (2/3) of the members of the Board of Directors in attendance at the meeting on which membership is voted upon and upon such Member's agreement to:

- A. Pay to the Coalition annual dues as determined by the Board of Directors.
- B. Meet all reasonable conditions of voting membership as determined by the Board of Directors from time to time including, but not limited to, the provisions of Section V.9 of these bylaws.

Section III.3 *Eligibility for Non-Voting Membership:* Any entity, association, for profit corporation, not for profit corporation, validated academic institution or individual may apply for non-voting membership if they meet the following requirements:

- A. They have an interest in sustaining the water quality of the Lower Colorado River.
- B. They possess knowledge, skills or abilities that can be utilized to promote and support the mission of the Coalition and carry out its purposes.

Section III.4 *Applications for Non-Voting Membership:* Any entity, association, for profit corporation, not for profit corporation, validated academic institution or individual meeting the requirement of Section III.3 for eligibility of non-voting membership may be nominated for membership by the Nominating Committee of the Coalition. Non-voting

memberships shall be designated as either associate membership (corporations) or individual membership.

Such prospective members shall become non-voting members of the Coalition upon approval of the two thirds (2/3) of the members of the Board of Directors present at the meeting on which the matter is voted and upon such member's agreement to:

- A. Pay to the Coalition annual dues as determined by the Board of Directors. .
- B. Meet all reasonable conditions of non-voting membership as determined by the Board of Directors. .

Upon meeting the requirements of this section, non-voting members shall have all the rights and privileges of voting members except that non-voting members shall not have a vote during member meetings and shall not serve on the Board of Directors. Non-voting members may otherwise attend meetings and participate in discussions.

Section III.5 *Dissolution:* Upon dissolution of the Coalition, all assets and liabilities shall be apportioned to the members on the basis of dues paid to the Coalition.

Article IV

Meetings of Members

Section IV.1 The annual meeting of the members of the Coalition shall be held in September of each year in Lake Havasu City, Arizona, at a place and time to be designated in the notice of the meeting. The members shall be represented by their representatives designated by written notice to the Secretary.

Section IV.2 At the annual meeting, the voting members shall elect from among the voting members a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer, each of whom shall be a director provided, however, that one director may hold two offices at the same time provided they are compatible. The members may further elect such additional directors not to exceed fifteen (15) and such other officers as the members shall deem appropriate. All directors and officers shall serve for a term of one (1) year and/or until their successor has been duly elected and qualified.

Section IV.3 Other meetings of the members may from time to time be called at the direction of the Chairperson or upon written request of any three (3) members of this Coalition. Such meetings may be held at locations within the territory bordering the lower basin of the Colorado River with the time, date and location of said meetings to be determined by the Chairperson. Other meetings of the members may be held outside the area of the Lower Colorado River with the time, date and location of said meetings to be determined by a two-thirds (2/3) vote of the voting members present at the meeting on which the matter is voted. Members may participate by phone at any meeting provided notice of intent to participate by phone is given to the Secretary by email or fax at least 72 hours in advance in order to allow for proper posting of the meeting.

Section IV.4 The calls and notices of all meetings of the members shall conform to the provisions of Article VI of these By-Laws.

Section IV.5 The Chairperson, and in the Chairperson absence, the Vice-Chairperson shall preside at such meetings. In the absence of the Chairperson and Vice-Chairperson, the Secretary or the Treasurer, respectively, shall preside at such meetings. In the event that all of the aforementioned officers are absent, the voting members shall select a voting member to preside at such meetings.

Section IV.6 Each voting member of the Coalition is entitled to one vote on all matters coming before any meeting of its membership and each member of the Coalition may be represented by a designated representative. Action of members shall be by majority vote of voting members voting on matters coming before the meeting of the members.

Section IV.7 One third (1/3) in number of the total voting membership, either in person, by phone, or by designated representative, shall constitute a quorum for all purposes. In the absence of a quorum, the presiding officer of the meeting may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until voting members sufficient to constitute a quorum shall attend, either in person or by phone, or by designated representative or, in the alternative, may set a date and time for the next meeting which time shall be at least twenty-four (24) hours later unless an actual emergency occurs necessitating an earlier meeting date and such emergency meeting is held in compliance with the Open Meeting Laws of the state(s) that are represented by the members of the Coalition (refer to Section VI.1 for citations). At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section IV.8 All informalities and/or irregularities in the manner of voting, form of credentials, eligibility of designated representatives, or method of ascertaining those present shall be deemed waived if no objection or challenge is made prior to the approval of the minutes of the meeting in question.

Section IV.9 The Board of Directors may adopt rules governing the procedures of the meetings of the members.

Section IV.10 All Meetings of the Coalition, the Board of Directors and all Standing and Special Committees shall be conducted in accordance with the Open Meeting Laws of the state(s) that are represented by the members of the Coalition.

Article V **Board of Directors**

Section V.1 The business and affairs of the Coalition which arise between annual meetings of the membership shall be conducted by the Board of Directors at properly-called meetings consisting of a simple majority of directors.

Section V.2 If the Office of the Chairperson, Vice-Chairperson, Secretary or Treasurer becomes vacant, the remaining members of the Board of Directors, by

affirmative vote of the majority thereof, shall elect a successor to hold office for the unexpired term of the officer whose position shall be vacant.

Section V.3 A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section V.4 Each director is entitled to one vote on all matters coming before any meeting of the Board of Directors, and each director may be represented in vote by a designated representative. Action of the Board of Directors shall be by majority vote of directors voting on matters coming before the meeting of the Board.

Section V.5 The powers and functions of the Board of Directors subject to the limitations hereinafter stated, shall include, but not be limited to the following:

- A. The formulation of policy decisions and determination of policy matters for the Coalition.
- B. The approval and adoption of a budget for each fiscal year and an annual dues schedule.
- C. The initiation and/or request for studies to be undertaken either by inter-agency agreement contract or otherwise as they may deem appropriate.
- D. The appointment of Standing and Special Committees deemed necessary to achieve the purposes of the Coalition.
- E. The establishment of assessments for special projects and other items not included in the budget for such fiscal year.

Each director shall have the right at any meeting of the Board of Directors to propose a subject for study by the Coalition.

Section V.6 No person shall have the authority to make or execute binding contracts on behalf of the Coalition without approval of the Board of Directors acting at a properly-called meeting. All contracts authorized by this provision shall be binding on the Coalition. Members shall not be parties to Coalition contracts unless such member is named a party and the member, or its governing body has authorized the member to execute the contract.

Section V.7 The Secretary of the Board of Directors shall cause minutes to be taken at all meetings of Board of Directors and copies of said minutes shall be furnished to the members after approval by the Board of Directors.

Section V.8 The Secretary of the Board of Directors is authorized to attest the signatures of the officers and directors of the Coalition.

Section V.9 The term of office of a director may be terminated automatically, by a simple majority vote of the Directors present and voting, and the position declared vacant, upon occurrence of any one (1) or more of the following events:

- A. A director or designated representative fails to attend at least more than one-half (1/2) of the meetings of the Board of Directors within a six (6) month timeframe.
- B. A director or designated representative fails to attend at least more than one-half (1/2) of the meetings of the members, within a six (6) month timeframe.
- C. A director or designated representative fails to attend two (2) consecutive annual meetings of the members.
- D. Termination of the director's membership in the Coalition.
- E. Notice from the member or its governing body that the director is no longer its designated representative.

Section V.10 The term of office of a director shall be terminated and the position declared vacant with the affirmative vote of at least two-thirds (2/3) of the voting members present at a duly called meeting for the reason(s) that such termination is in the best interest of the Coalition.

- A. Any director may file with the Chairperson of the Board of Directors a request in writing to terminate the board membership of another director. The request to terminate another director shall state the reason(s) for such request.
- B. Upon receiving a written request to terminate a board membership, the Chairperson shall send a copy thereof by certified mail to the address of record of the subject director.
- C. The subject director may file a written response to the request to terminate a membership within twenty (20) days following the date of mailing.
- D. The proposed termination of a board membership shall be considered at the next properly noticed special or regular meeting of the members, whichever is earlier, so long as such meeting of members does not take place any sooner than thirty (30) days following the date of mailing the request to terminate a board membership to the subject director.
- E. The subject director shall be given an opportunity to present a defense at the meeting of the members in which the matter shall be considered.

Article VI

Notification Requirements for Meetings of Members and Meetings of the Board of Directors

Section VI.1 Notice of all meetings of the members, the Board of Directors and all Standing and Special Committees shall be made in accordance with the Open Meeting Laws of the state(s) that are represented by the Coalition members. More specifically,

Arizona Revised Statutes, Section 38-431, et seq., Nevada Revised Statutes, Chapter 241 et seq., and California Government Code, Section 54950 et seq.

Section VI.2 At least five (5) days prior to the day of any meeting of the members, the Chairperson (or in the Chairperson's absence, the Vice-Chairperson) or three (3) members of the board of Directors, shall cause a written notice setting forth the time, place and general purpose of the meeting to be delivered personally or by mail to all members of record at their most recent address as it appears in the records of the Coalition. Provided, however, that such notice may be communicated to the member by telephone when a meeting is called by the chairperson pursuant to Section IV.7 due to the lack of a quorum.

Section VI.3 Any meeting of the Board of Directors may be called by the Chairperson (or in the Chairperson's absence, by the Vice-Chairperson), or a majority of the Board of Directors. Notice of the meeting shall be made at least twenty-four (24) hours prior to the time fixed for the meeting. The notice shall specify time, place and general purpose of the meeting, and shall be delivered personally or mailed to all members at their most recent address as it appears in the records of the Coalition or shall be communicated to the member by telephone, telefax, or electronic mail.

Article VII **Officers**

Section VII.1 The Chairperson shall be the chief executive of the Coalition and shall exercise general supervision over its affairs. The Chairperson shall sign, on behalf of the Coalition, all documents requiring the signature of the Coalition and shall do and perform all other acts and things which the Board of Directors may require of the Chairperson. The Chairperson shall serve without compensation.

Section VII.2 In the absence of the Chairperson, or in the event of the Chairperson's inability to act or serve, the Vice-Chairperson shall have the powers of the Chairperson. The Vice-Chairperson shall perform such further duties as the Board of Directors may delegate to the Vice-Chairperson. The Vice-Chairperson shall serve without compensation.

Section VII.3 The Secretary shall keep the minutes of the Coalition and such books as these By-Laws or resolutions of the Board of Directors may require. The Secretary shall attest the signature of the authorized officer on all documents requiring the signature of the Coalition, shall be the custodian of the seal of the Coalition, and shall affix the seal to all papers and instruments requiring it. The Secretary shall perform such other services as the Board of Directors may require and shall serve without compensation.

Section VII.4 The Treasurer shall have the custody and control of the funds of the Coalition, subject to acts of the Board of Directors, and shall report the state of the finances of the Coalition at each annual meeting of the members and at any special meeting of the members when requested by the Chairperson to do so. The Treasurer shall perform such other services as the Board of Directors may require of the Treasurer and shall serve without compensation.

Article VIII
Standing and Special Committees

Section VIII.1 Standing and Special Committees shall be created by the Board of Directors from time to time, as the Board of Directors may deem appropriate.

Section VIII.2 The Board of Directors shall authorize and define the powers and duties of all committees of the Board.

Section VIII.3 The Board of Directors shall designate a Chairperson and Vice-Chairperson of the Standing and Special Committees. Vacancies occurring in these positions shall be filled by the Board of Directors.

Section VIII.4 One of the Standing Committees that the Board of Directors shall specifically form is that of the Nominating Committee. The members of the Nominating Committee shall be the Chairperson, Vice-Chairperson, one (1) director and two (2) non-director members. The function of the Nominating Committee shall be to nominate new members and directors at the annual meeting, new officers at the meeting of the Board of Directors immediately following the annual meeting of members, and to nominate persons to fill any vacancy that may occur during the year.

Section VIII.5 Membership on Standing and Special Committees shall be determined by the Board of Directors. Except for the Nominating Committee, there shall be neither a minimum nor maximum number of individuals on any Standing or Special Committee. Except for the Nominating Committee, nothing in these By-Laws shall be construed to limit membership on these committees exclusively to officials serving the political entities of the Lower Colorado River, except that only a voting member of the Coalition may qualify to serve as Chairperson. The Board of Directors, in its discretion, may appoint any individual it deems qualified to serve on a Standing or Special Committee.

Article IX
Meetings of Committees – Notification Requirements

Each Standing and Special Committee shall meet on the call of its Chairperson (or in the Chairperson's absence by the Vice-Chairperson), or three (3) of the members, with notification to the committee members and to the Chairperson of the Board of Directors five (5) days prior to meeting of said Standing or Special Committee.

Article X
Fiscal Matters

Section X.1 The fiscal year of the Coalition shall commence on July 1, of each year.

Section X.2 All voting members and non-voting members shall be responsible for submitting to their respective entities, for payment, dues assessments and assessment for any service charges approved by the Board of Directors. All service charges for the member entities shall be determined annually by the Board of Directors.

Section X.3 The Board of Directors may approve special service charges for individual studies or projects, sufficient to provide the funds required for the completion of said studies and projects, in addition to any regularly established service charges and determine when such charges are due.

Section X.4 At a time they determine appropriate, the Board of Directors shall cause an annual audit of the financial affairs of the Coalition to be made by a public accountant or a certified public accountant at the end of each fiscal year. The audit report shall be made available to all members.

Article XI

Termination of membership

Section XI.1 Any member may, at any time, withdraw from the Coalition, upon written notification thereof to the Chairperson of the Board of Directors or the Secretary and the said withdrawal shall be effective upon receipt by the Chairperson or Secretary.

- A. Upon withdrawal, a member forfeits all interest in the property of the Coalition, its membership is terminated, and its right to share in any distribution of property upon dissolution is lost.

Section XI.2 Membership, along with all rights and privileges of membership, and all claims in and to the property of the corporation may be terminated by a two thirds (2/3) vote of the Directors present and voting upon the occurrence of either one or both of the following events:

- A. A member or designated representative fails to attend at least more than one-half (1/2) of the regular meeting of the members *within a twelve (12) month timeframe*.
- B. A member or designated representative fails to attend two (2) consecutive annual meetings of the members.

Section XI.3 Membership, along with all rights and privileges of membership, and all claims in and to the property of the corporation may be terminated with at least two thirds (2/3) approval of Directors present and voting at a duly-called meeting for the reason(s) that such expulsion is in the best interest of the Coalition.

- A. Any member may file with the Chairperson of the Board of Directors a request to terminate a membership of another member. The request to terminate a membership shall state the reason(s) for such request.
- B. Upon receiving a written request to terminate a membership, the Chairperson shall send a copy thereof, by certified mail, to the address of record of the subject member.
- C. The subject member may file a written response to the request to terminate a membership within twenty (20) days following the date of mailing.

- D. The proposed termination of a membership shall be considered at the next properly noticed special or regular meeting of the members, whichever is earlier, so long as such meeting of members does not take place any sooner than thirty (30) days following the date of mailing the request to terminate a membership to the subject member.
- E. The subject member shall be given an opportunity to present a defense at the meeting of the members in which the matter shall be considered.

Article XII

Administration of Intergovernmental Agreements

The Board of Directors may authorize the Coalition to enter into agreements with member entities and others to provide technical support, administrative services, policy guidance and all ancillary support services necessary to implement intergovernmental agreements between such member entities. In the performance of such agreements, the Board of Directors may act for the Coalition and may create Standing or Special Committees to carry out the Coalition's responsibilities.

Article XIII

Seal

The seal of the Coalition shall be impressed as follows:

"Clean Colorado River Sustainability Coalition, Incorporated 1997, Arizona"

Article XIV

Amendments

These By-Laws may be amended at any properly-called meeting of the Board of Directors by a two-thirds (2/3) affirmative vote of the Board of Directors present at a meeting called for said purpose, provided that written notice of the proposed amendment(s) have been sent to all members not less than fifteen (15) days prior to the meeting at which it is to be voted upon.

Article XV

Executive Sessions

Section XV.1 At any Executive Session meeting of the members, the Board of Directors and all Standing and Special Committees, persons, including members, may be excluded when such exclusion is appropriate.

Section XV.2 At any Executive Session meeting of the members, the Board of Directors and all Standing and Special Committees, any member who has taken a legal position that conflicts with the legal position the Coalition has taken or has been authorized to take on a matter scheduled to be discussed in Executive Session meeting shall disclose this fact and, unless requested to remain by the members, Board or committee, shall leave the Executive Session meeting for the duration of the discussion

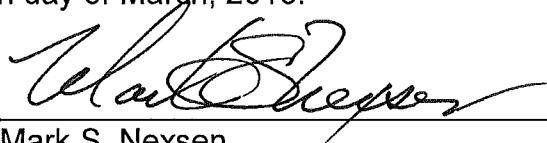
of that matter. Legal position, as used in these By-Laws, means an appearance in person or writing in the official record regarding the matter at issue.

Article XVI

Conflicts

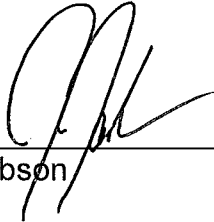
If a member intends to take a position or an action on a matter that conflicts with the position or action the Coalition has taken or has been authorized to take on that matter, the member shall give the other members of the Coalition as much advance notice of the proposed position or action as is reasonably possible under the circumstances. The mere existence of a conflict, however, should not discourage a member from participation in Coalition activities including attempts to gain Coalition approval of such member's position or action.

PASSED AND ADOPTED at a meeting of the Board of Directors of the Clean Colorado River Sustainability Coalition held the 19th day of March, 2013.



Mark S. Nexsen
Chairperson

Attest:



Jake Jacobson
Secretary

Amended and Restated on the 19th day of March, 2013.

Amended and Restated on the 24th day of July, 2008

AMENDED to add Sections III.6, III.7 and XI.4 on the 18th day of February,

1999. AMENDED to revise Article I Section I.1, and Article III, Sections III.1, III.2 on the 16th day of March, 2000.