

# Animas Watershed Partnership

## BY-LAWS

### ARTICLE I – NAME and PURPOSE

- Section 1: The name of the coalition shall be: Animas Watershed Partnership (AWP)
- Section 2: Purpose: The AWP is a grassroots partnership of individuals and entities from Colorado, New Mexico, the Southern Ute Tribe, and the Ute Mountain Ute Tribe, each with an interest in the quality of water resources in the Animas River and its tributaries. The purpose of AWP is to collaborate across these state, Tribal and county to protect and improve the quality of water resources in the Animas Watershed. The group includes a 9-member Steering Committee and a larger public Partnership that meets quarterly.
- Section 3: Mission: *To protect and improve the quality of water resources to benefit the Animas River, now and in the future.*
- Section 4: The group shall make every effort to work in a balanced fashion across both states including Colorado and New Mexico, and with the Tribes involved in the watershed.

### ARTICLE II – GOVERNANCE

- Section 1: The business and affairs of the coalition shall be managed by its Steering Committee.
- Section 2: Steering Committee role, size and compensation: The Steering Committee is responsible for overall policy and direction of the partnership, and delegates responsibility for day-to-day operations to the coordinator, committees and/or volunteers. The Steering Committee can have up to nine (9) members comprised of two local governmental and two citizen seats, each from Colorado and New Mexico, and one Tribal seat. The Steering Committee members are appointed by their respective sectors and approved by the Steering Committee. The Steering Committee members receive no compensation.
- Section 3: Officers: The Steering Committee elects a Chair and a Vice Chair at the Annual Meeting. There are no terms for these elected positions.
- Section 4: Terms: All Steering Committee members shall serve either a two-year term and are eligible for re-election. There are no limits to how many terms a member can serve.
- Section 5: Quorum: A quorum is defined as any five (5) members attending an organized meeting of the Steering Committee. There is no quorum requirement for the Partnership meetings.
- Section 6: Method of Noticing: The method for noticing Steering Committee meetings is email and Website and for quarterly Partnership meetings, the use of email, Website and the area

media.

Section 7: Vacancies: When a vacancy on the Steering Committee exists, nominations for new members may be received and acted upon by Steering Committee members.

Section 8: Resignation, Termination and Absences: Resignation from a Steering Committee member must be in writing. A Steering Committee member may be dropped for excess absences from the Steering Committee if s/he has two or more unexplained absences from Steering Committee meetings in a year. A Steering Committee member may be removed for other reasons by a three-fourths vote of the remaining members.

### **ARTICLE III - VOTING**

Section 1: Method of Voting: The method by which the Steering Committee will make decisions is first, consensus. Consensus is defined as: The process includes steps so that all views are heard and considered and recognizes that differences of opinion are natural/expected. The Steering Committee makes a good faith effort to reach a decision that everyone can support. Consensus does not mean everyone agrees with the decision but they can support it. If consensus is not possible, then, Roberts Rules of Order is utilized to make decisions and an affirmative (a.k.a. "yes") vote is considered a simple majority of the quorum.

Section 2: Participation by Electronic Means: Decisions can be made by email either when something comes up needing a decision between meetings or if there was not a quorum at a meeting. Questions shall be posed in a "yes" or "no" format and members will be given 48 hours to respond. A decision is considered in the affirmative over email or phone when when five members respond in the affirmative.

### **ARTICLE IV - FISCAL YEAR**

The fiscal year of the corporation shall end on the last day of December in each calendar year.

### **ARTICLE V - COMMITTEES**

The AWP Steering Committee may create or dissolve committees as needed and define the roles and charges for each. The current committees are: Regional GIS, Planning and Fundraising.

### **ARTICLE VI - MEETINGS**

Section 1: The Animas Watershed Partnership involves up to four meetings a year of the larger "partnership" which includes the public. A 9-person, appointed Steering Committee meets regularly, usually monthly.

Section 2: Annual Meeting: The winter meeting of the Partnership, which is the first meeting in a

calendar year, is considered the “Annual Meeting.”

- Section 3: Special Meetings: Special or emergency meetings of the Steering Committee can be called with no less than a 48-hour notice. Decisions about convening such a meeting will utilize the noticing sections of the by-laws.
- Section 4: Noticing: Notice of all AWP meetings shall be given not less than 48 hours in advance of the meeting.
- Section 5: Location: The Steering Committee meets regularly (usually monthly), rotating between Farmington, New Mexico, Ignacio, Colorado and Durango, Colorado.

## **ARTICLE VII: COALITION GOVERNANCE and MANAGEMENT**

- Section 1: Steering Committee: The role of the AWP Steering Committee is to guide the partnership’s efforts to safeguard and improve water quality in the Animas River and its tributaries. The Steering Committee is responsible for planning and hosting full partnership meetings, proposing and shepherding the strategic direction of the AWP, approval of grant applications and community engagement and water quality improvement projects.
- Section 2: Coordinator: There shall be paid staff, a coordinator, for the AWP selected by the Steering Committee. The role of the Animas Watershed Partnership Coordinator is to coordinate and organize Steering Committee meetings; work with the Steering Committee to develop and maintain partner relations; assist with identification and development of projects that will improve water quality in the Animas River and its tributaries; identify and become familiar with new and existing funding sources; and if authorized by the Steering Committee, apply for project funding and administer the grants for funded projects; work with the Steering Committee to plan, communicate, and coordinate periodic Animas Watershed Partnership Meetings; keep organized records of partnership activities, accomplishments and data; and develop and implement outreach programs as needed.
- Section 3: The Steering Committee shall determine a fiscal sponsor to serve as the group’s nonprofit “umbrella” for grant management and fiscal oversight. The AWP is governed by the policies of the fiscal agent as outlined in a Memo of Understanding.
- Section 4: The coalition shall develop a strategic plan to guide its activities.

## **ARTICLE VIII – FISCAL OVERSIGHT**

- Section 1: The following policies will be used for fiscal oversight:
- The AWP shall utilize a nonprofit fiscal sponsor.
  - The AWP Steering Committee will approve an annual budget. This budget can be adjusted with an affirmative vote of the Steering Committee.

- All invoices paid have to be within the budget unless the budget is changed by the Steering Committee. Invoices ideally should be approved at a regular Steering Committee meeting. However, if this isn't possible, then invoices can be approved over email with an affirmative vote of three (3) members for approval. If a Steering Committee member asks, over email, to table the vote until the Steering Committee can meet in person, then the invoice is tabled for discussion and potential payment until the SC meets.
- Loans to Officers: No loans shall be made by the coalition to any officer, staff or member of the AWP.

#### **ARTICLE IX - NONDISCRIMINATION**

The officers, members, and contractors and/or employees served by the AWP shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation.

#### **ARTICLE X - AMENDMENTS**

These by-laws may be amended when necessary at a meeting of the Steering Committee where a quorum is present using the voting methods outlined in these by-laws.

These by-laws were approved at a meeting of the Steering Committee on May 8, 2014.