

**ARTICLES OF ASSOCIATION
NORTH FRONT RANGE WATER QUALITY PLANNING ASSOCIATION
(Amended 12-10-2020)**

The undersigned Counties, Municipal Corporations and Districts, wishing to exercise the powers set forth in Article XIV, Section 18(2) of the Colorado Constitution and Part 2 of Article 1 of Title 29, CRS, as amended, hereby create the North Front Range Water Quality Planning Association, herein known as the "Association," and adopt these Articles of Association.

The Association is organized as a 501(c)(1) organization. Notwithstanding any provision of the Articles of Incorporation or Bylaws, which may be interpreted to the contrary, the Association shall not authorize or undertake any actions which jeopardize its status as a 501(c)(1) organization. (January 2020)

**ARTICLE I
PURPOSE**

1. The Association shall promote regional water quality planning cooperation and coordination among local governments and others and between government levels in Larimer County and Weld County, which constitute the geographical area of interest to its members, and which is referred to herein as the "Region." The need for a Water Quality Planning Association is based on recognizing that the people in the Region form a single community and are bound together not only physically but also economically and socially. It is the purpose of the Association through its participating membership, staff, and programs, to provide local officials with the means of responding more effectively to the local and regional water quality concerns of this regional community.
 - a. To assure orderly and harmonious water quality planning in the Region, and to provide for the needs of future generations, the Association must serve as an advisory, coordinating agency as well as the body politic specifically empowered as designated herein, to harmonize the activities of federal, state, county, municipal, and private entities within the Region, and to render assistance and service and create public interest and participation for the benefit of the Region.

2. The Association may promote regional coordination and cooperation through activities designed to:
 - a. Strengthen local governments and their individual capacities to deal with local water quality problems;
 - b. Serve as a forum to identify, study and resolve areawide water quality problems;
 - c. Develop and formalize policies involving regional water quality problems;
 - d. Provide the organizational framework to ensure effective communication and coordination among governmental bodies;
 - e. Serve as a vehicle for the collection and exchange of water quality information of regional interest;
 - f. Develop comprehensive water quality management plans for the Region;

- g. Represent the members as a group on matters of regional and mutual water quality concern; except members shall not be limited in expressing contrary views should they determine that an overriding local interest exists;
- h. Encourage action and implementation of regional plans and policies for water quality control by local, state, and federal agencies and private entities;
- i. Provide technical and general assistance to members within its staff and financial capabilities.

These services are inclusive of, but not limited to, services designed to:

- (1) Identify water quality issues and needs which are regional and beyond the realistic scope of any single local government or member;
- (2) Compile and prepare, through staff and from members, the necessary information concerning the issues and needs for Association discussion and decision;
- (3) Obtain a consensus and coordinate regional action to meet the need or issue;
- (4) Implement the details of the cooperative action among affected members, using such devices as contracts and agreements, parallel ordinances or codes, joint performance of services, transfers or consolidations of functions, or special subordinate operating agencies;
- (5) And publish current information of regional interest.

- 3. The Association shall be a body politic and corporate, and as such, shall have all the powers necessary to accomplish its purposes. Because its activities are of a regional, areawide, or multigovernmental nature, it shall constitute the entity to perform those regional and areawide functions authorized by the Federal Clean Water Act or the Colorado Water Quality Control Act. To effectuate such powers, the Association shall:
 - a. Provide comprehensive areawide water quality planning; and
 - b. Be the designated entity to receive local, state, or federal assistance to areawide or regional governmental entities for areawide water quality planning.
 - c. Be able to employ staff or contract for services.

ARTICLE II MEMBERSHIP

- 1. The initial members of the Association are those governmental entities subscribing to these Articles. Any county, municipality, water conservancy district, special district which provides water or sewer services, or potential associate member located within the Region or located in any county contiguous to the Region may be admitted as a member of the Association upon the affirmative vote of a majority of the Association.

The Association may impose such conditions upon such membership as it deems necessary to preserve the structure and integrity of the Association, including but not limited to requiring a capital contribution.

- 2. Any member may withdraw from the Association upon not less than six months' written notice prior to the end of any calendar year. Such notice shall be delivered to the

Manager of the Association. No such withdrawal shall serve to excuse the payment of any sums or performance of any obligation agreed to be paid or performed prior to giving such notice or the payment of any sums for services completed prior to the end of such calendar year. No withdrawing member shall be entitled to the distribution of any assets of the Association.

ARTICLE III REPRESENTATION

1. The business of the Association shall be conducted by representatives of the members, determined as follows:
 - One (1) representative of each county paying the required dues contribution, who shall be a member of the Board of Commissioners or its designee.
 - One (1) representative of each municipality paying the required dues contribution, who shall be the mayor, a member of the City Council or Town Board, or its designee.
 - One (1) representative of each special district or water conservancy district paying the required dues contribution, who shall be a member of the District Board or its designee.
 - One (1) representative of each combination of two or more municipalities with populations less than 3,000 and / or districts, which pays the required dues contribution, who shall be a mayor, a member of the City Council, or Town Board, a member of the District Board, or the designee of the members of the combination, as such members may decide among themselves.
 - One (1) representative of each Associate member paying the required dues contribution.
 - One (1) representative of each combination of two or more Associate members, which pays the required dues contribution. The combination of two or more Associate members will decide amongst themselves a chosen representative.

**Associate membership is open to entities interested in the purposes of the Association. It may include any of the following, owners of businesses and industries with wastewater treatment facilities in the region, conservation and conservancy districts, water quality associations, stormwater utilities, federal government agencies, and state government agencies. The number of representatives of Associate members and of interest groups shall not exceed the number of all other representatives combined. In the event, the allowable number of such representatives would be exceeded. The right to representation as determined above shall be abated in reverse order of date of admission of the Associate members, and all Associate members whose representation is abated shall constitute a combination with one representative until the allowable number changes. (January 2020)*

Not more than three (3) representatives of interest groups from the following categories admitted to membership by the representatives listed above, which shall be required to pay the required annual dues contribution: community action groups, the agriculture

industry, the livestock industry, environmental organizations, soil conservation districts and those small towns which are not regular members. In no event shall the number of representatives of interest groups exceed the number of Association members.

2. Each representative serving the Association shall serve at the direction of the member(s) he/she represents. Vacancies occurring on the Association from time to time shall be filled in the same manner as is provided for in the original designations.
3. Each representative may have an alternate who shall be selected in the same manner as the representative.

ARTICLE IV OFFICERS

1. The officers of the Association shall consist of a Chairperson, a Vice-Chairperson, a Treasurer, and such additional officers as the Association may determine from time to time.
2. In October of each year, the Association shall appoint a Nominating Committee to nominate candidates for the offices of Chairperson, Vice-Chairperson, Treasurer, and the four representatives of the general membership at large on the Executive Committee.
 - a. The Nominating Committee shall consist of (1-3) representatives of members of the Association.
 - b. The Nominating Committee shall contact all member entities soliciting recommendations for the above-stated offices and make its report to the Association at the last meeting each year. Nominations will be accepted from the floor following the nominating Committee's report at the last meeting each year and considered for election. Newly-elected officers will take office upon election.
 - c. Election and Removal. The Executive Committee shall then determine all seats held for each officer at the next executive committee meeting immediately following an officer's election from an Association meeting. Officers may be removed from office by the Executive Committee or members of the Association, for cause, at any time.
3. The Association shall fill any office vacancies.
4. Removals and Resignations. Officers may remove any member of the committee for cause at any time. Failure of an officer to attend three or more consecutive executive meetings shall constitute just cause for dismissal by the committee. The members present at any meeting may remove any officer for cause. Any member of the Executive Committee shall have the right to resign at any time by submitting his written resignation to the then President of the Association.
5. Conflicts of Interest. Officers shall act at all times in the best interests of the Association. Setting aside personal self-interest and performing their duties in transacting the affairs of the Association in such a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of the Executive Committee. No officer shall directly or indirectly receive any profit from his/her position. Officers shall serve without remuneration other than as provided in these articles for the payment for reasonable expenses incurred by them in the performance of their duties. The pecuniary interests of

- immediate family members or close personal or business associates of an officer are also considered the Association's pecuniary interest.
6. Indemnification. All officers of the Association shall be indemnified against any and all claims that may be brought against them as a result of action taken by them on behalf of the Association as provided for and subject to the requirements of Colorado Statutes (Title 7) as amended. (January 2020)
 7. The duties of the officers shall be as follows:
 - a. The Chairperson shall preside at all meetings of the Association. He/she shall be the chief executive officer of the Association. As a qualification for office, except for the initial Chairperson, he/she shall have served at least one year as a representative of the Association. The Chairperson shall have a term limit of one year with the option to perform additional years. The association manager may conduct meetings on behalf of the Chairperson. (December 2020) A full-term shall run from January 1st through December 31st. An individual appointed to fill a vacancy, the duration of which is longer than one and a half years, shall be considered to be assigned to a full term. Term limits may be overridden if a qualified individual cannot found to fill a specified vacancy. If this occurs, the member entity shall document that efforts have been made to locate another qualified individual and that such efforts have been unsuccessful. At their discretion, officers may allow such a person to serve more than two terms.
 - b. The Vice-Chairperson shall serve in the absence of the Chairperson, and, in addition, shall assist the Chairperson and shall perform such other duties as may be assigned by the Association. In the absence of the Chairperson and Vice-Chairperson, the association manager may conduct meetings as long as a quorum is obtained. The Vice-Chairperson is to fulfill the Chairperson position as succession.
 - c. The Treasurer shall have general oversight of the association's financial activities in conjunction with the association manager. The Treasurer shall perform such other duties as may be assigned by the Association.
 - d. The Association may designate an assistant treasurer, who need not be representatives of members, and shall perform such duties as assigned by the Association.
 8. The Association may employ staff or may contract for such expert services as the Association, in its discretion, may determine.
 9. The Association may require its officers to furnish bonds at the expense of the Association.

ARTICLE V MEETINGS AND VOTING

1. The Association shall meet at least six (6) times per year, at a time and place outlined in the Association's agendas, and at such other times as the Chairperson may direct. All such meetings shall be open to the public and recorded.

2. Twenty-Five (25%) percent of the representatives shall constitute a quorum. (August 2017)
3. Once a quorum has been established, the quorum present and voting shall be required to adopt any matter before the Association.
4. Each representative shall have one (1) vote cast in person or by the alternate, and there shall be no voting by proxy.
5. The Association, by a majority vote of its representatives, may go into executive session to discuss personnel matters and meet with attorneys representing the Association in an adversarial situation and for any other purpose authorized by and consistent with the Colorado Open Meetings Law.

ARTICLE VI COMMITTEES

1. The Association may establish working committees as necessary and shall provide for the appointment of the membership of said committees. These appointments, where necessary, shall be in accordance with state and / or federal requirements.

ARTICLE VII EXECUTIVE COMMITTEE

1. There shall be an Executive Committee, which shall consist of the Chairperson, Vice-Chairperson, Treasurer, and four (4) additional representatives.
2. The four (4) additional representatives on the Executive Committee shall be elected by the Association at its first meeting each year, subject to nominating provisions enumerated in Article IV of these Articles.
3. Officers of the Executive Committee shall be the same as the officers of the Association. The Association shall fill any office vacancies.
4.
 - a. The Executive Committee shall carry out the administrative functions and policies of the Association.
 - b. The Executive Committee shall propose an annual budget and annual plan of operations to the Association.
 - c. The Executive Committee may appoint ad hoc or special committees from representatives of the Association.
 - d. The Executive Committee shall conduct the business of the Executive Committee within the policy guidelines of the Association.
 - e. The Executive Committee shall review and authorize all legal contracts, agreements, etc. between the Association and other agencies.
 - f. The Executive Committee shall review and submit to the Association all amendments to the Articles of Association.
5.
 - a. The Executive Committee shall meet at such times as outlined in the agendas, or at other times as set by the Chairperson, and announced at least seven (7) days in advance by email notification to the full membership. All such meetings shall be

- open to the public and recorded, with minutes prepared and distributed to the entire membership.
- b. Five (5) members of the Executive Committee shall constitute a quorum.
 - c. Each member of the Executive Committee shall have one vote. A simple majority of the Executive Committee members present and voting shall be required to approve any matter before the committee. Identified proxies can be used in the absence of an executive committee member.
6. The Executive Committee, by a majority vote of its members, may go into executive session to discuss personnel matters and meet with attorneys representing the Association in an adversary situation, and for any other purpose authorized by and consistent with the Colorado Open Meetings Law.

ARTICLE VIII BUDGET AND FINANCE

1. Each year before July 1st, the Executive Committee shall submit to the Association for adoption a preliminary budget required for the Association's operation during the ensuing calendar year, which shall also be the fiscal year. Upon Association approval of a preliminary budget, the dues required by the Association shall be apportioned among the members by formula as determined by the Association. The preliminary budget shall include a membership dues contribution schedule as an integral part of the budget.
2. The preliminary budget approved by association membership is then finalized and approved by the board during the December executive committee meeting before the ensuing budget year. Contributions shall be payable and due by March 31st of each year. (January, 2020)
3. The Association is specifically empowered to contract or otherwise participate in and to accept grants, funds, gifts, or services from any federal, state or local government or its agencies or instrumentalities thereof, and private and civic sources, and to expend funds received therefrom, under provisions as may be required and agreed to by the Association, in connection with any program or purpose for which the Association exists.
4. The Association shall arrange a systematic and continuous record of the Association's financial affairs and transactions. The Association shall obtain a bi-annual audit of its financial transactions and expenditures or otherwise required by law.
5. The Association may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association, and such authority may be general or confined to special instances.
6. No loan shall be contracted on behalf of the Association, and no evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents, of the Association.
7. All funds of the Association not otherwise employed shall be deposited from time to time to the Association's credit in banks, trust companies, or other depositories as the Association may select.

ARTICLE IX AMENDMENT

1. These Articles may be amended by a two-thirds vote of the representatives present at any regular meeting of the Association, provided at least 30 days' written notice of the proposed amendment has been given to the members.

ARTICLE X DISSOLUTION

1. The Association may be dissolved upon the affirmative vote of the Association. Upon dissolution, the Association's affairs shall be wrapped up, assets liquidated, debts and other obligations paid, and remaining assets distributed among the then members in the same proportions as such members' payments to the Association during the year next preceding the year of dissolution.

ARTICLE XI SEAL

1. The Association seal is in the form of a circle and includes the name of the Association. The seal may be used for official business matters requiring the use thereof. (December 2020)