

BY-LAWS
August 2011

for

**The Grandview Estates Rural Water
Conservation District**

ARTICLE I – THE CONSERVANCY DISTRICT

Section 1. Name of the District. The name of the District shall be the Grandview Estates Rural Water Conservation District, a water conservancy district created pursuant to CRS § 37-45-101 et seq. (the “District”).

Section 2. Seal of the District. The seal of the District shall be as adopted by the Board of Directors of the District (the “Board”).

Section 3. Office of the District. The office of the District shall initially be at 12460 N. Third Street, Parker CO 80134 in the County of Douglas, State of Colorado, or at such other place as the Board may from time to time designate by resolution.

Section 4. Relevant State statutes and these by-laws govern the conduct of the Board. These by-laws are authorized by CRS § 37-45-118 (1) (o) and are not to conflict with the Colorado Constitution nor the laws of Colorado for the purpose of carrying on the business, objects and affairs of the Board and of the District.

Section 5. Public notice required by C.R.S. section 24-6-401 et seq. shall be proper if posted at Third St. and Lincoln Ave in Grandview Estates, a subdivision in Douglas County, Colorado within the boundaries of the District or at such other place as the Board may from time to time designate by resolution.

Section 6. Purpose The Board will represent the best interests of the residents of the District. With this guidance, the District may perform any function authorized by law and approved by the Board.

Section 7. Board of Directors. A Board of Directors shall conduct the affairs of the District. Vacancies on the Board shall be filled by the Douglas County District Court pursuant to C.R.S. § 37-45-114.

ARTICLE II – OFFICERS

Section 1. Officers. The five member Board initially appointed by the Douglas County District Court shall include three officers, namely, a President/Chair, who is required to be a member of the Board in accordance with C.R.S. § 37-45-115, a Secretary, and a Treasurer. Other officers may be determined and elected by the Board at such time that the execution of their duties are required by the District and thereafter on an annual or as needed basis (the "Officers"). If the election of officers fails to elect a Treasurer, the duties of Treasurer shall be carried out by a Finance Committee which contains at least one member for the Board and may include constituents of the District in addition to Board members, until such time as a Treasurer is elected.

Section 2. President/Chair. The Chairman shall preside at all meetings of the Board. The Chair shall sign all contracts, deeds, and other instruments on behalf of the District. The President/Chair shall prepare the District budget relating to the operation and administration of the works of the District for presentation to and approval of or modification by the entire Board. At each meeting, the Chair shall submit such recommendations and information as may be considered proper concerning the business affairs and policies of the District.

Section 3. Vice-Chair. The Vice Chair shall preside over meetings in the absence of the Chair and shall take all notes and records in the absence of the Secretary.

Section 4. Secretary. The Secretary shall oversee the records of the District, act as secretary of the meetings of the Board and record all votes, record all meetings, resolutions, keep all minutes, and perform all duties incident to this office. The Secretary shall keep in safe custody the seal of the District and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Board and provide the certified copies of records as required pursuant to C.R.S. § 37-45-117. The Secretary shall run all meetings in the absence of the Chair and Vice Chair.

Section 4. Treasurer. The treasurer shall oversee the financial affairs of the district including the bonds, bank accounts and payroll. The Treasurer shall prepare the district budget relating to the operation and administration of the financial affairs of the district for presentation to and approval of or modification by the entire Board. Treasurer is authorized to sign checks on behalf of the District with a second signature of an elected officer of the Board. If the duties of Treasurer are to be carried out by the Finance Committee one member of the committee shall be designated by the Board to be responsible for preparation and submission of the budget to the Board in accordance with C.R.S. § 29-1-104.

Section 6. Additional Duties. The Officers of the Board shall perform such other duties and functions as may be required by the Board or by-laws.

Section 7. Election or Appointment. The Officers shall be elected at the annual meeting of the Board from among the Board members or at any regularly scheduled meeting, when additional officers are needed. Officers may serve a maximum of two consecutive, one-year terms or until their successors are elected and qualified. Officers shall not be elected to serve a term that exceeds their current appointment.

Section 8. Additional Personnel. The Board may from time to time employ such personnel as it deems necessary to exercise its powers, duties, and functions. The selection and compensation of such personnel shall be determined by the Board, subject to the laws of the State of Colorado, pursuant to C.R.S. § 37-45-117.

ARTICLE III – MEETINGS

Section 1. Annual Meeting. The annual meeting of the Board shall be the first regular meeting of the Board of the calendar year.

Section 2. Regular Meeting. Regular meetings may be held at such times and places as may from time to time be determined by agreement of the Board. Regular meetings will be held at Parker Northgate Fire House 45, unless and until otherwise determined by the Board. Meetings shall be held within twenty miles of the District, whenever practicable.

Section 3. Special Meetings. The Chair of the Board may, when (s)he deems it expedient, and shall, upon written request of two Board members, call a special meeting for the purpose of transacting any business designated in the call. Notice shall include the time and place of the special meeting and shall be provided in a manner designed to timely reach each Board member and shall comply with Colorado Open Meetings laws, by posting at the designated sign board on Third Street at least 24 hours prior to the meeting. At such special meeting no business shall be considered other than as designated in the call, but if all of the members of the Board are present at a special meeting, any and all business may be transacted at such special meeting.

Section 4. Quorum. The powers of the Board shall be vested in the members thereof in office from time to time. A quorum shall be as required by governing statutes (see C.R.S. § 37-45-116), and a majority of a quorum shall be sufficient to conduct all Board business except as otherwise provided in C.R.S. § 37-45-122 or any other statute mandating a higher majority.

Section 5. Order of Business. At the regular meetings of the Board the following shall be the order of business.

1. Roll Call
2. Approval of Agenda

3. Public comments
4. Approval of Minutes
5. Presentations
6. Report of Officers
7. Reports of Committees
8. Old Business
9. New Business
10. Next Meeting, Items for Agenda
11. Adjournment

All resolutions shall be in writing and shall be copied in the official minute book or journal of the proceedings of the Board.

Section 6. Manner of Voting. The initial vote on any issue shall be by the whole Board voting either Aye or Ney. In the event a vote is not unanimous, the voting shall be repeated by roll call, and the ayes and noes shall be entered upon the minutes of such meeting by name. The Board shall act only upon a duly executed vote of the Board members. Each Board member shall cast one vote. A vote of the Board shall be deemed duly executed if made by a majority of a quorum of the Board members. Proxy voting shall not be allowed.

Section 7. Attendance at Meetings. If any Board member misses three consecutive regular meetings without cause or upon such other grounds as the Board deems appropriate, the remaining Board members shall vote on whether to petition the Board member to the District Court for removal pursuant to C.R.S. § 37-45-114(1)(e).

Section 8. Notice of Regular and Special Meetings. All notices of regular and special meetings shall comply with laws of the State of Colorado.

ARTICLE IV – AMENDMENTS

Amendments to by-laws. The by-laws of the District shall be amended only with the approval of a majority of the Board at a regular or special meeting, but no such amendment shall be adopted unless at a prior meeting, written notice thereof has been given to all of the members of the Board.