

MANCOS WATER CONSERVANCY DISTRICT
And
MANCOS WATER CONSERVANCY DISTRICT - WATER ACTIVITY ENTERPRISE
BY•LAWS

ARTICLE I - The District

Section 1. Legislature

The Mancos Water Conservancy District was organized in District Court case #1251 January 6, 1941 pursuant to Colorado Revised Statutes (C.R.S.), §37-45-101 et seq. The Mancos Water Conservancy District - Water Activity Enterprise was established December 10, 1993 pursuant to C.R.S., §37-45.1-101 et seq.

Section 2. Name of District

The name of the District shall be the **Mancos Water Conservancy District and Mancos Water Conservancy District – Water Activity Enterprise**, hereafter referred to as the "**District**".

Section 3. Purpose of District

The purposes of the District are set forth generally in C.R.S., §37-45-102 et seq., and are to include, but not be limited to, the following:

1. It is hereby declared that it is the purpose of the District to provide for the conservation of water resources within the District in order to insure the greatest beneficial use of water within the District.
2. It is the purpose of the District to encourage and assist in the construction and maintenance of water projects which:
 - A. Are for the public benefit and advantage to residents of the District.
 - B. Provide supplemental irrigation water to agricultural lands and to deliver water from Jackson Gulch Reservoir, and from such other water sources as the District may acquire, for any beneficial use.
 - C. Promote the comfort, safety, health and welfare of the people of the District.

Section 4. Policy of the District

The general policy of the District shall be:

1. To control and to apply to beneficial use water available to it under law.
2. To cooperate with the State of Colorado in all matters relating to the use of water in which the District is engaged.

3. To cooperate with the United States Government for the construction, financing, operation and maintenance of the works of the District.
4. To promote the greater prosperity and general welfare of the people of the District.

Specific operational policies which have been adopted by the Board shall be contained in a separate book of resolutions.

ARTICLE II - Officers and Board of Directors

Section 1. Board of Directors

The governing body of the Mancos Water Conservancy District and the Mancos Water Conservancy District - Water Activity Enterprise shall be the Board of Directors, hereafter referred to as the "Board".

1. (A) A Director shall be appointed by the District Judge, under C.R.S., §37-45-114 (1) (a) and as advertised by the District.
 - (b) The Applicant must have resided within the district for (one) 1 year
 - (c) Live and own real property within the Division to be represented.
 - (d) There shall be (five) 5 directors as fixed by the Court.

(B) The governing body of the Mancos Water Conservancy District Water Activity Enterprise shall be the governing body of the Mancos Water Conservancy District. C.R.S., §37-45.1-103. (3)
2. The Board has the power enumerated in C.R.S., §37-45-118, C.R.S., §37-45-134 as well as, C.R.S., §37-45.1 and as otherwise stated therein, and all such powers necessary to achieve the purpose of the District.
3. The Board shall have the powers enumerated in C.R.S., §37-45-101 et seq., as amended, and more particularly to include, but not be limited to, the authority to establish the rules and regulations of operating the District, a written copy of which shall be maintained for public inspection at the District's office.
4. The board shall be provided with protection from unlimited liability as declared in C.R.S., §24-10 – 101.
5. The Board shall as prescribed by statute or these by•laws, (1) execute contracts and agreements; (2) review and approve an annual budget (3) determine the amount of reimbursement of the officers of the District; (4) designate the depositories for District funds and securities; (5) select and employ a Superintendent; (6) furnish the Superintendent an approved set of operating criteria and standards; (7) perform all necessary functions of the District not contained in job descriptions of officers or delegated to the Superintendent
6. Vacancy of a Board position will be filled in the same manner as in paragraph 1 of this section except the advertising time will be for 30 days.
7. The District will provide a bond for \$1,000.00 for each board member as fixed by the court. C.R.S., § 37-41-114 (1)(b)

Section 2. Seal of the District

There shall be a Seal which shall bear the name of the Mancos Water Conservancy District and a Seal bearing the name of the Mancos Water Conservancy District - Water Activity Enterprise. The form shall be determined by resolution of the Board.

Section 3. Office of the District

The office of the District shall be located at 42599 County Road N, Mancos, Colorado, adjacent to the Superintendent's residence at Jackson Gulch Reservoir. The District may have other offices as it may from time to time designated by resolution.

Section 4. Officers

1. The officers of the District shall be a President, Vice President and Secretary / Treasurer, and such other officers as may from time to time be elected or appointed by the Board. They shall be guided in their duties by these by-laws and current job descriptions adopted by the Board.
2. The Board shall elect, from amongst Directors, the President, Vice President and Secretary / Treasurer at the first regular meeting in July. The elected officer's terms of office shall be for one year.
3. A Superintendent shall be appointed by resolution of the District, and shall serve at the pleasure of the Board.

Section 5. President

It shall be the duty of the President to preside at all meetings of the Board, to sign all papers, contracts and other instruments of writing authorized by the Board for his/her signature. He/she shall sign the Board approved minutes of all meetings over which he/she shall preside. He/she shall have general supervision over the affairs of the District and perform such other duties as may be required by law, these by-laws and by the Board.

Section 6. Vice President

It shall be the duty of the Vice President, in the case of sickness or other disability preventing the President from performing the duties of his/her office, to perform and discharge the duties and functions pertaining to the office of the President, and such other duties as may be required by the Board.

Section 7. Secretary / Treasurer

The Secretary / Treasurer shall take minutes of the proceedings of all meetings of the District. He/she shall record all votes and proceedings in a journal; and shall maintain a record of all resolutions presented to the District, and shall be custodian of the funds (as provided for herein, Article IV, Section 5.), securities, valuable papers, and documents connected with and pertaining to the District. The Secretary / Treasurer shall be the chief financial officer of the District. He/she shall render to the Board whenever they may require, an account of all his/her transactions and for the fiscal status of the District. He/she shall furnish to the Board statements of financial condition on a monthly basis. **Any or all of the duties of the Secretary / Treasurer may be delegated to other officers or employees of the District at the discretion of the Board.**

Section 8. Superintendent

The Superintendent, under direction of the Board, **shall have general supervision over and be in charge of all the activities of the District.**

1. He/she shall perform all the duties incident to the position and office; including care, maintenance and management of the District equipment and works, and the distribution of water via the systems of the District.
2. The Superintendent's duties include the hiring and supervision of such personnel as are necessary to perform the duties and obligations of the District.
3. The Superintendent shall live at the reservoir in the house provided by the district for security of the project and the hydropower works.
4. Superintendent salary will be set annually with the budget and reflect experience with the duties as required, longevity and knowledge.
5. The District will provide health insurance to the Superintendent and family.
6. Extended Leave cannot interfere with safety or O&M of the project. If a backup is required the Board must approve.
7. The Superintendent is also referred to as the Dam Tender under the Bureau of Reclamation title.
8. It is the policy of the Mancos Water Conservancy District Board of Directors to regularly evaluate the work performance of the Superintendent.
9. The evaluation or performance review will be given at the October board meeting so that all directors participating in the evaluation will have had a full year of interacting with and observing the superintendent's performance. The entire board will participate in the evaluation process.
10. Compensation of the superintendent will be determined at the October board meeting. Any increase in compensation will be effective beginning with the pay period in which the fiscal year begins.
11. The process begins with a review of the current job description with the superintendent, to determine accuracy and appropriateness. The directors next develop an evaluation checklist based upon the job description and organization objectives. Directors will be asked to rate the superintendent's performance against each line item on the checklist as follows:

Excellent	Satisfactory	Needs Improvement	Unsatisfactory
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12. Space will be allowed on the checklist for comments which can be provided for each line item.
13. The Performance Evaluation Checklist will be given to each director in the September board meeting packet. Each director will be responsible to return their completed evaluation checklist to the board's President at least ten (10) days prior to the October board meeting. Respondents have the option of signing or not signing their evaluation forms. Constructive criticism from directors should be specific so that appropriate corrective action may be taken by the superintendent.

14. A copy of the evaluation checklist is also given to the superintendent with the request to complete a self-evaluation and recommend performance objectives for the upcoming year, and a review of the current year's objectives.
15. The form completed by the superintendent will also be given to the board President at least ten (10) days prior to the October board meeting and will be reviewed by the directors first before they review the form with the superintendent. This form completed by the superintendent will not be included in the Board's compilation of results.
16. After receiving the director's evaluation forms, the President will make up a composite checklist which, by line item, indicates the number of responses for each rating. All written comments will be entered on the composite compilation without identifying the source of the comment.
17. Next the full board meets in executive session without the superintendent present to review the composite evaluation and performance objectives for the upcoming year. The directors must reach a consensus on each item in the checklist.
18. Then the full board meets during executive session with the superintendent to present the director's conclusion about the evaluation. The superintendent can request that this review ~~can~~ be held during the regular public monthly meeting if he so chooses. Should the superintendent be in serious disagreement with part or all of the evaluation, the right to respond to the full board will be available. Such a response should lead to a dialogue in which the problem area(s) can be resolved in a candid and professional way.
19. In the event of an unsatisfactory composite evaluation, after discussing solutions with the superintendent, the board will re-evaluate at the end of six months.
20. The final agreed upon evaluation will be signed by both the superintendent and the board President.
21. A copy of the evaluation is given to the superintendent and the original evaluation is kept on file by the board secretary.
22. If the District has staff members beyond the superintendent, the board will not solicit information regarding the superintendent's performance from them. The staff has no role in the evaluation. The board recognizes that including staff can seriously erode the relationship which must exist between the staff and superintendent.
23. It is to be understood by the directors that this process is confidential.

Section 9. Additional Duties

The officers of the District shall perform such other duties and functions as may be required from time to time or delegated by resolution or by laws or rules of the District or as prescribed by the Board.

Section 10. Vacancies of Officers

1. Should the office of President, Vice President, or the Secretary / Treasurer become vacant, the Board shall elect a successor from its Directorship at the next regular or special meeting and such election shall be for the unexpired term of said office.

2. Should the office of Superintendent become vacant, the Board shall appoint a successor who shall serve at the pleasure of the Board.

Section 11. Absence of Officers

Whenever both the President and the Vice President are unable to attend a meeting of the District, the majority of the Directors of the Board present at such meeting shall designate a temporary President from among the Directors present who shall preside at such meeting.

Section 12. Vacancies of Directors

If any Director shall miss three (3) consecutive meetings, either special or regular, of the Board of Directors without prior excused approval by the President of the Board of Directors, the Board may request the Court to declare a vacancy and proceed to fill the position pursuant to C.R.S., §37-45-114, as amended.

ARTICLE III - MEETINGS

Section 1. Annual Meetings

The Board may call an annual meeting of the District.

Section 2. Regular Meetings of the Board

1. All regular meeting shall be held at the office of the District as stated in the operating plan.
2. The President or a quorum of Directors fix a different date, hour and place during any month. If this is done by a motion at a regular meeting of the District, no further notice is required except as to Directors not present at such meeting, which Directors shall be notified in accordance with the provisions in Article III, Section 5. If this is done other than by a motion at a meeting of the District, each Director shall be notified in accordance with the provisions of Article III, Section 5.
3. Each member of the board shall receive \$35.00 in reimbursement or stipend for necessary expenses (such as cell phones and travel) for necessary travel expenses per meeting (month).
4. Act in conformity with Colorado's open meeting act C.R.S. §24-6-401-402 and open records act C.R.S. §24-72-201-206 and C.R.S. §37-45-116(1), (sunshine law).

Section 3. Special Meetings or Travel

The President may call a special meeting whenever he/she deems it necessary or expedient, and shall do so on the request of any two Directors of the Board. Each director shall be notified in accordance with the provisions of Article III, Section 5. Reimbursements will be decided on an individual basis for each event.

Section 4. Public Meetings

All meetings of the Board of the District are subject to C.R.S., §37-45-116(1) and §24-6-401-402 shall be public meetings and open to the public. (*"Meeting" means any kind of gathering convened to discuss public business, in person, by telephone, electronically or by other means of communication.*)

1. The Board, by majority consent of the Directors present, may go into an executive session for the consideration of these applicable statutory citations C.R.S. §26-6-402(4)(a), (b), (c), (d), (e), (f), (g), given in confidence but shall not make final policy decisions, nor shall any resolution, motion or any action be adopted at any session of the Board which is closed to the public.

Section 5. Notice

A diligent attempt to notify each Director shall be made by the President and/or the Superintendent.

Section 6. Waiver of Notice

Anything hereinbefore notwithstanding, the District may hold valid meetings at and without notice, provided that all Directors shall attend or shall waive notice either prior to or after the meeting.

Section 7. Quorum

At all meetings of the District a simple majority, subject to C.R.S., §37-45-116 (2), shall constitute a quorum for the purpose of transacting business; actions may be taken and motions and resolutions adopted by the District at any meeting thereof by the affirmative vote or a simple majority of the Board. No vacancy in the Directorship of the Board shall impair the right of the quorum of the Directors of the Board to exercise all powers and perform all the duties of the Board.

Section 8. Order of Business

At any meeting of the District, any business shall be the order, whether or not stated in any notice sent with respect to such meetings, except as otherwise specifically provided herein.

Section 9. Voting

Voting on all questions at a meeting of the District, shall be by voice vote unless a Director requests a roll call vote, in which case the yeas and nays shall be entered upon the minutes of such meeting. All Directors of the Board are entitled to vote, including the President.

Section 10. Resolutions

All resolutions and orders of the District subject to C.R.S., §37-45-116, shall be in writing, recorded and authenticated by the signature of the President and Secretary, shall bear the seal of the District, and shall be contained in both the minute book and the resolutions book of the District. Resolutions shall become effective on the day of passage upon the adjournment of the meeting, unless otherwise stated in the resolution.

Section 11. Conduct of Meetings

1. All meetings, regular and special, shall be conducted in accordance with the Revised Robert's Rules of Order, except when contrary to an existing statute.
2. All resolutions, the minute book, all orders, and other corporate acts of the District shall be public record pursuant to C.R.S., §37-95-105 and C.R.S., §24-72-202.

Section 12. Request for Information Guidelines

To determine guidelines pursuant to C.R.S. §24-72-203 – 205, Colorado Public Records Act, whereby the District shall provide public access to its records and will review requests for information. The following guidelines are for public access to District records:

1. Requests must be in writing and must be specific as to the information desired.
2. All requests for information must be directed to the custodian of the records of the District.
3. Records must be viewed under the supervision of the custodian of the records or his appointed designee at the District office only and may not be removed from this office.
4. Records will be retrieved and refilled only by the custodian of the records or his appointed designee.
5. Records may be removed from file folders or places of storage for photocopying only by the custodian of the records or his appointed designee.
6. Photocopies of records will be provided at \$0.25 per standard page or a fee not to exceed the actual cost of providing a copy, printout, or photograph of a public record in a format other than a standard page.
7. Information requests will not take priority over previously scheduled work activities of the District.
8. The District reserves the right to levy a fee for research and retrieval services of \$30 per hour, and no charge shall be made for the first hour of time expended in connection with the research and retrieval of public records. The fee for research and retrieval shall automatically change to be the maximum allowed under the statute, as amended after the date this policy is approved by the District board of directors.
9. Records are available for public inspection during normal working hours, provided that an appointment has been made with the custodian of the records or his appointed designee at least three (3) business days in advance.
10. The District may withhold records which contain privileged information or that are protected from disclosure by any other statute or rule of any court.

Section 13. Code of Ethics

C.R.S. §24-18-109. Rules of conduct for local government officials and employees.

ARTICLE IV - FISCAL MATTERS

Section 1. Annual Report

On or before January first of each year, the District shall make an annual report of the activities for the preceding fiscal year to the Board. The annual report shall contain a complete operating and financial statement of the District's operation during that year.

Section 2. Audits / audits exemption

1. The audit shall be made by a certified public accountant, who shall be selected by the Board, and copies thereof shall be filed with the State Treasurer and State Auditor.
2. Such audits shall conform to the "Colorado Local Government Audit Law," C.R.S., §29-1-601.

Section 3. Annual Budget

1. The Board of the Mancos Water Conservancy District (Colorado, C.R.S., §37-45-101.) shall adopt an annual budget no later than the regular December meeting of the District for the ensuing year, pursuant to the "Local Government Budget Law of Colorado, C.R.S., §29-1-401.
2. The Board of the Mancos Water Conservancy District Water Activity Enterprise (Colorado, C.R.S., §37-45.1-101.) shall adopt an annual budget for the Mancos Water Conservancy District Water Activity Enterprise no later than the regular December meeting of the District for the ensuing year, pursuant to the "Local Government Budget Law of Colorado, C.R.S., §29-1-401.

Section 4. Revenues

1. The tax revenues collected from the District mill levy are designated to the administration fund to cover the District expenses, repay the loan for the Mancos Project and fund major repairs or replacement of project structures.
2. The Water revenues assessed and collected for District services for providing water from the Mancos Project are deposited into the water enterprise fund for dispersment to operations and maintenance.
3. The Hydro revenues are collected for the operations and maintenance of the Jackson Gulch Hydro facility.

Section 5. Fiscal Rules, Resolutions

1. It shall be the responsibility of the Secretary-Treasurer to receive, care for, and disburse the funds of the District. Disbursement of District funds shall be by bank check from a bank designated by the Board. Such checks shall be countersigned by both the Secretary-Treasurer and the President or any designated officer. It shall be the responsibility of the District to provide a Security Bond for the Secretary-Treasurer and the President in the amount ordered by the District Court. C.R.S., §37-45-114.
2. The Board may adopt such other fiscal rules, and resolutions, or both as the Board deems necessary for the receipt and payment of operating and capital funds for the District.

Section 6. Capitalization Policy

1. If the initial cost of a piece of equipment, and/or other property is \$5,000.00 or more and the estimated life or useful value of the equipment or property is more than one year, the same shall be capitalized and recorded as non-expendable equipment and chargeable as a capital expenditure.
2. If the initial cost of a piece of equipment and/or other personal property is less than \$5,000.00, or If its estimated useful life is less than one year regardless of cost, the same shall be treated and recorded as expendable equipment and chargeable to maintenance expense.
3. Property Betterments and Additions costing \$5,000.00 or less shall ordinarily not be capitalized, but shall be charged to routine maintenance expense.
4. The Superintendent is authorized to make a determination on a cash basis for application of the capitalization criteria with respect to the acquisition of non-expendable personal property, in these instances where the dollar value and/or anticipated useful life is less than reflected in paragraphs 1 or 2 above, but where capitalization of the specific equipment purchased would afford, within reasonable limits, more desirable administrative control over the equipment.

Section 7. Federal appropriated funds

Federal funds should not be accrued and invested such that they earn interest. In the event that interest is earned the amount of interest shall be identified to the appropriate agency and returned.

ARTICLE V-CHANGE OF BY•LAWS

Section 1. Procedure

All or any portion of these by•laws may be altered, or repealed and new by•laws or portions therein may be adopted by the District at any regular meeting or at any special meeting, if proper written notice, as provided in Article III, Section 5, is given of such intention to alter, or repeal or adopt new by•laws at such a meeting.

ARTICLE VI-SUSPENSION OF BY•LAWS

Section 1. Procedure

All or any portion of the provisions of the by•laws may be suspended by unanimous consent of the Directors constituting a quorum present at any meeting of the District.

Signed and Adopted this 11, day of Febuary, 2020.

<p>X <u>Stephen Davis</u> PRESIDENT</p>	<p>X _____ SECRETARY-TREASURER</p>
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AMENDMENTS

Article II, Section 8. Superintendent <u>8-2011 adopted</u>
Article II, Section 3. Office of the District <u>9-2011 adopted</u>
Article III, Section 2. Regular Meetings of the Board #3 <u>2-2012 adopted</u>
Article IV, Section 7 Federal appropriated funds_ <u>2-2012 adopted</u>
Article II, Section 1, Board of Directors #1&7 <u>11-2014 adopted</u>
Article III, Section 12 Request for Information <u>11-2014 adopted</u>
Article III, Section 13 Code of Ethics <u>11-2014 adopted</u>
Article IV, Section 4 Revenues #1 <u>11-2014 adopted</u>
Article I, Section 1 Legislature <u>9-12-17 adopted</u>
Article II, Section 1 Board of Directors #1 <u>9-12-17 adopted</u>
Article II, Section 1 Board of Directors #7 <u>9-12-17 adopted</u>
Article II, Section 8 Superintendent #6 <u>9-12-17 adopted</u>
Article IV, Section 1 Annual Report <u>9-12-17 adopted</u>
Article IV, Section 3 Annual Budget #2 <u>9-12-17 adopted</u>
Article II, Section 8 Superintendent #8-23 <u>5-8-2018 adopted</u>
Article III, Section 4 Public Meetings add definition of meeting <u>2-11-2020 adopted</u>