

SAN JUAN WATER CONSERVANCY DISTRICT BYLAWS

Section 1. Authority. San Juan Water Conservancy District (“District”) is a governmental subdivision of the State of Colorado and a body corporate with those powers of a public or quasi municipal corporation which are specifically authorized by, and in compliance with, Section 37-45-101, et seq., C.R.S.

Section 2. Purpose. It is hereby declared that the Bylaws hereinafter set forth will serve a public purpose.

Section 3. Policies of the Board. It shall be the policy of the Board of Directors (“Board”) of the District, consistent with the availability of revenues, personnel and equipment, to use its best efforts to provide quality District services as authorized by law.

Section 4. Board of Directors. All powers, privileges and duties vested in, or imposed upon, the District by law shall be exercised and performed by and through the Board, whether set forth specifically or impliedly in these Bylaws. The Board may delegate to officers, employees, and agents of the District any or all administrative and ministerial powers.

- a. **Number of Members.** By Order of the Archuleta County District Court dated October 22, 1987, the District was organized and the Board of Directors was specified to consist of no less than seven (7) and no more than eleven (11) members. By Order dated March 26, 2001, the District Court affirmed the District Board’s February 13, 2001 expansion of its Board from 9 to 10 Directors. Section 6 of the organizational Court Decree was amended by Order of the Archuleta County District Court on May 6, 2014, providing that the Board shall consist of no less than five nor more than nine Directors. Section 6 of the organizational Court Decree was further amended by Order of the Archuleta County District Court on November 21, 2017, providing that the Board shall consist of no less than three nor more than nine Directors.
- b. **Geographical Representation.** All Directors must be residents within the boundaries of, and own property within, the San Juan Water Conservancy District, and possess knowledge of water issues. The Board will strive to attract applicants who will provide diversified geographic representation of the entire District.

- c. Powers. Without restricting the general powers conferred by these Bylaws, it is hereby expressly declared that the Board shall have the following powers and duties:
1. To confer upon any appointed officer or employee of the District the power to choose, remove or suspend employees or agents upon such terms and conditions as may seem fair and just and in the best interests of the District.
 2. To determine and designate, except as otherwise provided by law or these Bylaws, who shall be authorized to make purchases, negotiate leases for office space, and sign receipts, endorsements, checks, releases and other documents. The Board may, on a limited basis and by resolution, give a District Manager or other appointed signatory the power to sign contracts and other official documents on behalf of District.
 3. To create standing or special committees and to delegate such power and authority thereto as the Board deems necessary and proper for the performance of such committee's functions and obligations.
 4. To prepare or cause to be prepared financial reports, other than the statutory audit, covering each year's fiscal activities; and such reports shall be available for inspection by the public as requested.

Section 5. Office.

- a. Business Office. The principal business office of District shall be at 46 Eaton Drive, Suite #5, Pagosa Springs, Colorado 81157, until otherwise designated by the Board.
- b. Establishing Other Offices and Relocation. The Board, by resolution, may from time to time, designate, locate and relocate its executive and business office and such other offices as, in its judgment, are necessary to conduct the business of the District.

Section 6. Meetings.

- a. Regular Meetings. Regular meetings of the Board shall be conducted on the third Monday of each even month at 4:00 p.m. and held at the business office, unless otherwise noticed and posted. During an emergency

or other exigent circumstances, the Board President may arrange for meetings to be held via electronic means while ensuring the general public is able to participate.

- b. Meeting Public. All meetings of the Board, other than executive sessions and social gatherings, shall be open to the public.
- c. Notice of Meetings. Section 6.a shall constitute formal notice of regular meetings to Board members, and no other notice shall be required to be given to the Board, other than the permanent posting. The Board shall adopt a resolution at the first meeting of every calendar year designating the public posting place of the 24-hour notice of meeting and agenda per the requirements of §24-6-402(2)(c), C.R.S. Written waivers of notice by Board members are not necessary.
- d. Special Meetings. Special meetings of the Board may be called by any officer of the Board (President, Vice President, Treasurer or Secretary) upon notice to all Board members and upon twenty-four (24) hours notice posted at the Business Office location designated in 5.a above.
- e. No Informal Action by Directors/Executive Sessions. All official business of the Board shall be conducted at regular or special meetings. Executive sessions may be called at regular or special meetings, and conducted according to the following guidelines:
 1. Calling the Executive Session. The topic for discussion in the executive session shall be announced in a motion, and the specific statute that authorizes the executive session shall be cited. The matter to be discussed shall be described in as much detail as possible without compromising the purpose of being in executive session. An affirmative vote of two-thirds (2/3) of the quorum present shall be required to go into executive session.
 2. Conducting the Executive Session. No adoption of any proposed policy, position, resolution, rule, regulation, or formal action shall take place in an executive session. The discussion in executive session shall be limited to the reasons for which the executive session was called. An electronic record (such as an audio tape) of the actual contents of the discussion in the executive session shall be kept. No electronic or other record is necessary to be kept for any portions of the discussion which the District's attorney reasonably believes constitute attorney-client privileged

communication. The attorney shall state on the electronic record when any portion of the executive session is not recorded as an attorney-client privileged communication or sign a statement to the same effect.

3. Records of Executive Sessions. The electronic record of any executive session shall be retained by the District for ninety (90) days from the date of the executive session and then destroyed. Electronic recordings of the executive session, or transcripts or other reproduction of the same, shall not be released to the general public for review under any circumstances, except as required by law.
- f. Adjournment and Continuance of Meetings. When a regular or special meeting is for any reason continued to another time and place, notice need not be given of the continued meeting if the time and place of such meeting are announced at the meeting at which the continuance is taken, except as required by law. At the continued meeting, any business may be transacted which could have been transacted at the original meeting.
- g. Emergency Meetings. Notwithstanding any other provisions in this Section 6, emergency meetings may be called by the Chair or any two (2) Board members in the event of an emergency that requires the immediate action of the Board in order to protect the public health, safety and welfare of the property owners and electors of the District, without notice if notice is not practicable. If possible, notice of such emergency meeting may be given to the Board by telephone or whatever other means are reasonable to meet the circumstances of the emergency. At such emergency meeting, any action within the power of the Board that is necessary for the immediate protection of the public health, safety and welfare may be taken; provided, however, that any action taken at an emergency meeting shall be effective only until the first to occur of (a) the next regular meeting, or (b) the next special meeting of the Board at which the emergency issue is on the public notice of the meeting. At such subsequent meeting, the Board may ratify any emergency action taken. If any emergency action taken is not ratified, then it shall be deemed rescinded as of the date of such subsequent meeting.
- h. Email Meetings. Section 24-6-402, C.R.S., requires that certain e-mail between three (3) Directors (or, when two Directors constitutes a quorum, two (2) Directors) that discusses pending resolutions or other District

business shall be considered a public meeting subject to the requirement of the Colorado Open Meetings Law.

Section 7. Conduct of Business.

- a. Quorum. All official business of the Board shall be transacted at a regular or special meeting at which a quorum (majority) of the Directors shall be present in person or telephonically, except as provided in Section 6.h above and Section 7.b.
- b. Vote Requirements. Any action of the Board shall require the affirmative vote of a majority of the Directors present and voting. When special or emergency circumstances affecting the affairs of the District and the health and safety of District residents so dictate, then those Directors available at the time may undertake whatever action is considered necessary and may so instruct the District's employees, agents and contractors. Such actions shall later be ratified by the Board.
- c. Electronic Signatures. In the event the signature(s) of one or more members of the Board or appointed signatories are required to execute a written document, contract, note, bond, deed, and/or other official papers of the District, and the appropriate individual(s) is unable to be physically present to sign said documentation, such individual or individuals are authorized to execute the documentation electronically via facsimile or e-mail signature, unless said documentation provides otherwise. Any electronic signature so affixed to a document shall carry the full legal force and effect of any original, handwritten signature. Except as approved herein, this provision of these Bylaws shall not be interpreted as establishing District's consent or authorization to bind District to any transaction by the use of electronic records or electronic means. This provision is made pursuant to Article 71.3 of Title 24, C.R.S., also known as the Uniform Electronic Transactions Act.
- d. Order of Business. The business of all regular meetings of the Board shall be transacted, as far as is practicable, in the following order, and the agenda for such meetings shall describe in as much detail as is possible the topics planned for discussion within each category:
 1. Changes to Agenda;
 2. Approval (or approval as modified) of the Minutes of the previous meeting;

3. Public input (for matters not otherwise on the Agenda/3 minute time limit/no disrupting, pursuant to §18-9-108, C.R.S.);
 4. Officers, Committees and professional consultants;
 5. Unfinished business;
 6. New business and special orders;
 7. Executive session, if needed (may instead be scheduled at beginning of meeting); and
 8. Adjournment.
- e. Public Conduct at Meetings. Comments by members of the public shall be welcomed during the “Public Input” portion of the meeting. Additional opportunities for public comment may be granted at the Board President’s discretion, or at the suggestion of any Board member.
- f. Motions and Resolutions. Each and every action of the Board necessary for the governance and management of the affairs of District, for the execution of the powers vested in District, and for carrying into effect the provisions of Article 45 of Title 37, C.R.S., shall be taken by the passage of motions or resolutions.
- g. Minutes. Within a reasonable time after passage, all resolutions, motions and minutes of Board meetings shall be recorded in a visual text format that may be transmitted electronically and kept for that purpose and shall be attested by the Recording Secretary. Minutes of regular sessions shall be available for public review as soon as practicable following acceptance of the minutes by adoption of a motion therefore by the Board. Executive sessions shall be electronically recorded on audio tape or other electronic media, and such electronic recording or reproduction of the same shall be kept separate from minutes of regular sessions as described in Section 6.e of these Bylaws and shall not be open to the public except as required by law.

Section 8. Directors, Officers and Personnel.

- a. Director Qualifications and Terms. As required by §37-45-114(1)(a), C.R.S., Directors shall be electors of the District, residents of Archuleta County and the District, owners of real property within the District and

knowledgeable in water matters. Candidates for appointment as Directors of the District shall have resided within the District for at least one year prior to appointment and shall own property within the District. The term of each Director shall be four (4) years, or less if appointed to fulfill an unexpired term, and each Director shall sign an oath of office and, at the expense of the District, furnish a faithful performance surety bond in a sum of not less than \$1,000 as required by §37-45-114(1)(b), C.R.S.

- b. Director's Performance of Duties. A Director of the District shall perform all duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner which the Director reasonably believes to be in the best interests of District, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing the Director's duties, the Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in subparagraphs 1, 2 and 3 of this subsection b. The Director shall not be considered to be acting in good faith if (s)he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs the Director's duties shall not have any liability by reason of being or having been a Director of the District. Those programs and groups upon whose information, opinions, reports, and statements a Director is entitled to rely are:
1. One or more officers or employees of the District whom the Director reasonably believes to be reliable and competent in the matters presented;
 2. Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such persons' professional knowledge or expertise; and
 3. A committee of the Board upon which the Director does not serve, duly designated in accordance with the provisions of the Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.
- c. Oath of Office. Each member of the Board, before assuming the responsibilities of his or her office, shall take and subscribe an oath of office in the form prescribed by law.

- d. Election of Officers. The Board of Directors shall elect from its membership a Chair and President, Secretary, Treasurer, and Vice Presidents and may also elect Assistant Secretaries and/or Assistant Treasurers who shall be the officers of the Board of Directors and of the District. The positions of Secretary and Treasurer may be combined into one (1) position if the Board so chooses. The Vice Presidents and Assistant Secretaries and/or Assistant Treasurers shall have all powers of the offices of Secretary and/or Treasurer as applicable, in the absence of such officers. The officers shall be elected by a majority of the Directors voting at such election. The Board may, from time to time, appoint an acting officer in the absence of any individual officer. The election of the officers shall be conducted biennially at the first regular meeting of the Board held in even numbered years. Each officer so elected shall serve for a term of two (2) years, or as otherwise directed by the Board. Under any circumstance, the term shall continue until the election of his or her successor.
- e. Vacancies.
1. Any vacancy occurring on the Board as a result of the expiration of the Board member's term of office shall be filled by the notice and appointment procedure as specified by §37-45-114(1)(a), C.R.S., as amended by the Colorado legislature from time to time. In general, unless changed by the legislature, the District must publish a notice during the period 60 to 45 days prior to the expiration of any Board member's term directing qualified candidates to submit a resume to the District Court no later than 30 days prior to the term expiration date. If requested by the Court, the District shall obtain copies of all submitted resumes, review and prepare pleadings for the Court recommending specific candidates. The District Court shall, in its discretion, appoint directors by choosing from among the qualified candidates that have timely submitted resumes to the Court.
 2. Any vacancy occurring on the Board for any other reason shall be appointed by the District Court as specified in §37-45-114(1)(b), C.R.S. The statutes do not specify a notice and selection process in such situations, and therefore the District shall follow the process specified herein. Upon the occurrence of such a Board vacancy, the Board shall determine whether it will recommend appointment of individuals already known to the Board or publish a notice seeking all qualified individuals. If a notice is published, such notice shall

state the necessary qualifications per §37-45-114(1)(a), C.R.S., and direct qualified candidates to submit a resume to the District. The District Board shall review the resumes of qualified candidates and shall make a recommendation for appointment to the District Court, but such recommendation shall also include resumes and inform the Court of all qualified candidates that have requested appointment. The District Court shall, in its discretion, appoint director(s) by choosing from among the qualified candidates that have timely submitted resumes to the District requesting appointment to fill such existing vacant Board position(s).

- f. Resignation and Removal. Any Director may resign at any time by giving written notice to the Board, and acceptance of such resignation shall not be necessary to make it effective, unless the notice so provides. Any Director may be removed by the Archuleta County District Court upon petition submitted to the Court by the District or upon the Court's own motion in accordance with procedures specified in §37-45-114(1)(e), C.R.S.
- g. Chair and President. The Chair shall preside at all meetings. The Chair shall also be the President of the District. The President is authorized to sign all contracts, deeds, notes, debentures, warrants and other instruments on behalf of the District. The Chair may fully participate in deliberations and actions of the Board by making and seconding motions, providing opinions and voting on all matters
- h. Vice President. In absence of the Chair, the Vice President shall preside at all meetings. If the Vice President is unavailable, the President shall designate another Board member to chair the meeting.
- i. Secretary. The Secretary shall be responsible for the records of the District; may act as Secretary at meetings of the Board and record all votes; shall be responsible for ensuring that a record of the proceedings of the Board is created in a visual text format that may be transmitted electronically, which shall be an official record of the Board; shall be the designated election official of the District, unless otherwise determined by the Board, and the custodian of records and of the seal of District; shall have the authority to affix such seal to and attest all contracts and instruments authorized to be executed by the Board.
- j. Treasurer. The Treasurer shall be authorized to invest or cause to be invested all surplus funds or other available funds of the District in

permitted investments authorized by law or as specified by the Board; shall keep or cause to be kept strict and accurate accounts of all money received by and disbursed for and on behalf of District in permanent records; and shall perform all other duties incident to that office. The Treasurer shall file with the Clerk of the Court, at the expense of the District, a corporate fidelity bond in an amount determined by the Board of not less than \$5,000, conditioned on the faithful performance of the duties of the Treasurer's office. The Treasurer shall be chairman of the Budget Committee and of the Audit Committee.

- k. Assistant Secretary/Treasurer(s). At least one (1), and more if desired by the Board, Assistant Secretary/Treasurer(s) may be designated by the Board to assist the Secretary/Treasurer in the performance of the duties of the Secretary/Treasurer. Assistant Secretary/Treasurer(s) shall have all necessary powers of the office of Secretary/Treasurer as are delegated by the Board or Secretary/Treasurer. In the event that dual signatures of District officers are required on any instrument, then two of the three or more officers designated as President, Secretary, Treasurer and Assistant Secretary/Treasurer shall sign such instrument.
- l. Recording Secretary. The Board shall have the authority to appoint a recording secretary who need not be a member of the Board of Directors, and who shall be responsible for recording all votes and composing a record of the proceedings of the Board in a visual text format that may be transmitted electronically and kept for that purpose, which shall be the official record of the Board. The recording secretary shall not be required to take an oath of office nor shall the recording secretary be required to post a performance bond.
- m. Additional Duties. The officers of the Board shall perform such other duties and functions as may from time to time be required by the Board, by the Bylaws or rules and regulations of the District, by law, or by special exigencies, which shall later be ratified by the Board.
- n. Manager or Administrator. The Board may appoint a manager or contract with an administrator to serve for such term and upon such conditions, including compensation, as the Board may establish. Such manager or administrator shall have general supervision over the administration of the affairs, employees and business of the District and shall be charged with the hiring and discharging of employees and the management of District properties. Such manager or administrator shall have the care and

custody of the general funds of the District and shall deposit or cause to be deposited the same in the name of the District in such banks or savings associations as the Board may select. Such manager or administrator will approve all vouchers, orders and checks for payment, and shall keep or cause to be kept regular books of account of all District transactions and shall obtain, at the District's expense, such bond for the faithful performance of its duties as the Board may designate. The Board may delegate such powers and duties to the manager or administrator as it deems appropriate. The manager shall not be a member of the Board and will serve as an employee of or contractor to the District.

- o. Personnel Selection and Tenure. The selection of agents, employees, engineers, accountants, special consultants and attorneys of the District by the Board will be based upon the relative qualifications and capabilities of the applicants and shall not be based on political services or affiliations. Agents and employees shall hold their offices at the pleasure of the Board. Contracts for professional services of engineers, accountants, special consultants and attorneys may be entered into on such terms and conditions as may seem reasonable and proper to the Board.

Section 9. Financial Administration.

- a. Fiscal Year. The fiscal year of the District shall commence on January 1st of each year and end on December 31st.
- b. Budget Committee. There shall be a permanent Budget Committee composed of the Treasurer or Secretary/Treasurer, a member of the Board appointed by the President, and any manager, contractual or otherwise, which shall be responsible for preparation of the annual budget of the District and such other matters as may be assigned to it by the President or the Board.
- c. Budget. On or before October 15th of each year, the Budget Committee shall prepare and submit to the Board a proposed budget for the ensuing fiscal year. Such proposed budget shall be accompanied by a statement which shall describe the important features of the budget plan and by a general summary wherein shall be set forth the aggregate features of the budget in such manner as to show the balanced relations between the total proposed expenditures and the total anticipated income or other means of financing the proposed budget for the ensuing fiscal year, as contrasted with the corresponding figures for the last completed fiscal year and the

current fiscal year. It shall be supported by explanatory schedules or statements classifying the expenditures contained therein by services, subjects and funds. The anticipated income of the District shall be classified according to the nature of receipts.

- d. Notice of Budget. Upon receipt of the proposed budget, the Board shall cause to be published a notice that the proposed budget is open for inspection by the public at the business office; that the Board will consider the adoption of the proposed budget at a public hearing on a certain date; and that any interested elector may inspect the proposed budget and file or register any objections thereto at any time prior to its final adoption. Notice shall be posted or published in substantial compliance with law.
- e. Adoption of Budget. On the day set for consideration of such proposed budget, the Board shall review the proposed budget and revise, alter, increase or decrease the items as it deems necessary in view of the needs of the District and the probable income of the District. The Board shall then adopt a budget, either immediately following the budget hearing or at a later date and time to be set by the Board, setting forth the expenditures to be made in the ensuing fiscal year. The Board shall provide for sufficient revenues to finance budgeted expenditures with special consideration given to the proposed ad valorem property tax levy.
- f. Levy and Collection of Taxes. On or before December 15th of each year, the Board shall certify to the Board of County Commissioners of the County or Counties in which the District is located the mill levy established for the ensuing fiscal year, in order that, at the time and in the manner required by law for the levying of taxes, such Commissioners shall levy such tax upon the assessed valuation of all taxable property within District.
- g. Filing of Budget. On or before January 30th of each year, the Board shall cause a certified copy of such budget to be filed with the Division of Local Government in the Colorado Department of Local Affairs.
- h. Appropriating Resolution.
 1. At the time of adoption of the budget, the Board shall enact a resolution making appropriations for the ensuing fiscal year. The amounts appropriated thereunder shall not exceed the amounts fixed therefor in the adopted budget.

2. The income of the District, as estimated in the budget and as provided for in the tax levy resolution and other revenue and borrowing resolutions, shall be allocated in the amounts and according to the funds specified in the budget for the purpose of meeting the expenditures authorized by the appropriation resolution.
 3. The Board may make an appropriation to and for a contingent fund to be used in cases of emergency or other unforeseen contingencies.
- i. No Contract to Exceed Appropriation. The Board shall have no authority to enter into any contract, or otherwise bind or obligate the District to any liability for payment of money for any purposes, for which provision is not made in an appropriation resolution, including any legally authorized amendment thereto, in excess of the amounts of such appropriation for that fiscal year. Any contract, verbal or written, contrary to the terms of this Section shall be void *ab initio*, and no District funds shall be expended in payment of such contracts.
 - j. Contingencies.
 1. In cases of emergency caused by a natural disaster, public enemy, or other contingency which could not reasonably have been foreseen at the time of the adoption of the budget, the Board may authorize the expenditure of funds in excess of the budget by resolution duly adopted by a two-thirds (2/3rd) vote of the Board. Such resolution shall set forth in full the facts concerning the emergency and shall be included in the minutes of such meeting.
 2. If so enacted, a copy of the resolution authorizing additional expenditures shall be filed with the Division of Local Government in the Colorado Department of Local Affairs and shall be published in compliance with statutory requirements.
 - k. Payment of Contingencies.
 1. If there is unexpended or uncommitted money in funds other than those to which the emergency relates, the Board shall transfer such available money to the fund from which the emergency expenditure is to be paid.

2. To the extent that transferable funds are insufficient to meet the emergency appropriation, the Board may borrow money through (a) the issuance of tax anticipation warrants, to the extent that the mill levy authority of the District is available as provided by law, or (b) the issuance of bond anticipation notes payable from future bond proceeds or operating revenue, or (c) any other lawful and approved method.

1. Annual Audit.

1. The Board shall cause an annual audit to be made at the end of each fiscal year of all financial affairs of the District through December 31st of such fiscal year. In all events, the audit report must be submitted to the Board within six (6) months of the close of such fiscal year, or as otherwise provided by law. Such audit shall be conducted in accordance with generally accepted auditing standards by a registered or certified public accountant, who has not maintained the books, records and accounts of District during the fiscal year. The auditor shall prepare, and certify as to its accuracy, an audit report, including a financial statement and balance sheet based on such audit, an unqualified opinion or qualified opinion with explanations, and a full disclosure of any violation of Colorado law pursuant to statutory requirements.
2. There shall be a permanent Audit Committee composed of the Treasurer or Secretary/Treasurer and one other member of the Board appointed by the President. The Audit Committee shall be responsible for the appointment, compensation, selection (to be approved by the Board), retention, and oversight of the work of any independent accountants engaged for the purpose of preparing or issuing an independent audit report or performing other independent audit, review or attest services for the District. The Audit Committee may, as necessary and to the extent of its ability, provide independent review and oversight of the District's financial reporting processes, internal controls and independent auditors. All accountants thus engaged shall report directly to the Audit Committee.
3. A copy of the audit report shall be maintained by the District as a public record for public inspection at all reasonable times.

4. A copy of the audit report shall be forwarded to the State Auditor or other appropriate State official pursuant to statutory requirements.
5. Notwithstanding the foregoing audit requirement, the Board may file an application for “Exemption from Audit” if the statutory criteria for such exemption are met.

Section 10. Corporate Seal. The seal of the District shall be a circle containing the name of the District and shall be used on all documents and in such manner as seals generally are used by public and private corporations. The Secretary or Secretary/Treasurer shall keep, or cause to be kept, the seal and shall be responsible for its safe keeping and care.

Section 11. Disclosure of Conflict of Interest. A Director who has a financial interest in a matter coming before the Board shall recuse himself/herself from participation in discussion or voting on the matter, and shall propose no motions or offer comments while the matter is before the Board. Whenever possible, recusal shall include removing himself/herself from the meeting while the matter is under consideration. A potential conflict of interest of any Director shall be disclosed in accordance with State law, particularly Article 18 of Title 24, C.R.S., and Section 18-8-308, C.R.S.

Section 12. Compensation. Each Director shall receive the maximum compensation authorized by statute, unless otherwise determined by the Board. No Director shall receive compensation as an employee of the District, except as may be provided by statute.

Section 13. Indemnification of Directors and Employees. The District shall defend, hold harmless and indemnify any Director, officer, agent, or employee, whether elective or appointive, against any tort or liability, claim or demand, without limitation, arising out of any alleged act or omission occurring during the performance of official duty, as more fully defined by law or by an indemnification resolution, if any. The provisions of this Section shall be supplemental and subject to, and to the extent of any inconsistency therewith shall be modified by, the provisions of the Colorado Governmental Immunity Act, 24-10-101, *et seq.*, C.R.S.

Section 14. Bidding and Contracting Procedures. Except in cases in which the District will receive aid from a government agency, a notice shall be published for bids on all construction contracts as may be directed by the Board. The Board shall comply with any statutory procedures governing bidding, contracting and design-build project delivery as apply to water conservancy districts organized under Title 37, C.R.S.

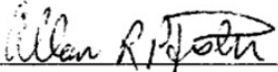
Section 15. Records Management. The District shall comply with, and adopt and maintain policies as necessary for compliance with, applicable records retention, destruction, and disclosure requirements, including the Colorado Open Records Act, State Archives and Public Records law, and various consumer privacy legislation. The Secretary, or Secretary/Treasurer, is hereby designated as the Official Custodian of Records pursuant to the Open Records Act. In the event there is any question as to whether the District is permitted or required to comply with an Open Records Act request, the Custodian of Records shall forward such request to the District's legal counsel. Copies of records furnished to requestors shall be at a cost of \$.25 per standard page plus a nominal fee of twenty-five dollars (\$25.00) per hour that covers costs incurred by responses that require more than one hour of time for retrieval and/or review, including the costs of legal involvement.

Section 16. Modification of Bylaws. These Bylaws may be altered, amended or repealed at any regular or special meeting of the Board to become effective immediately or at a subsequent date.

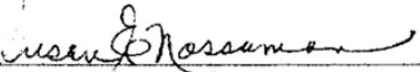
Section 17. Severability. If any part or provision of these Bylaws is adjudged to be unenforceable or invalid, such judgment shall not affect, impair or invalidate the remaining provisions of these Bylaws, it being the Board's intention that the various provisions hereof are severable.

Section 18. Termination of Prior Bylaws. These Bylaws amend, supersede and replace in its entirety all prior Bylaws, and any amendments thereto, previously adopted by the Board of Directors.

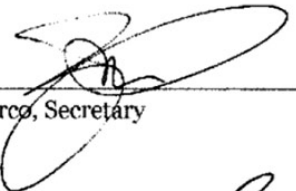
REVISED AND RE-ADOPTED this 10th day of March, 2022, by the Board of Directors of San Juan Water Conservancy District.



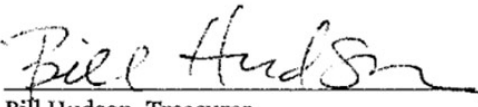
Allan Pfister, President



Susan Nossaman, Vice President



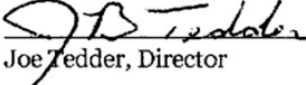
John Porco, Secretary



Bill Hudson, Treasurer



Doug Secrist, Director



Joe Tedder, Director