

BYLAWS OF
THE TRI-COUNTY WATER CONSERVANCY DISTRICT

ARTICLE I
BOARD OF DIRECTORS

SECTION 1. The management of the business affairs and property of the District, pursuant to statute, shall be vested in a Board of Directors consisting of fifteen (15) members.

SECTION 2. The members of said Board shall be appointed or elected as provided in Colorado Revised Statute, Title 37, Article 45, as the same has been or may be amended from time to time. Each director shall be a real property owner and a resident of the county from which he may be appointed or elected.

SECTION 3. The Board Member's respective term as fixed by the order of the District Court of Montrose County, Colorado shall be four years. The appointment shall be made by said District Court Judge.

SECTION 4. Each Director, pursuant to statute, before entering upon the duties of his office shall take and subscribe an oath as required by statute, and shall be covered by bond in the sum of One Thousand Dollars (\$1,000) conditioned for the faithful and honest performance of the duties of his office.

ARTICLE II
MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. A regular meeting of the Board of Directors shall be held monthly on the third Wednesday at the hour of 9:00 a.m. at the District headquarters in Montrose, Colorado, provided, however, that the President of the District may, for good cause, change the place, date, or hour of such meeting from the place and hour herein specified, all meetings shall be held within the geographical boundaries of the District.

SECTION 2. A special meeting of the Board of Directors may be held at any time and place within the boundaries of the District, upon the call of the President or any three (3) members of the Board of Directors.

SECTION 3. A written notice of all regular meetings shall be given by mail to each Director. Notice shall be given not less than 6 days prior to the date and hour of such meeting. Written notice of all special meetings of the Board shall be given to each Director not less than 48 hours prior to the date and hour of such meeting. All notices shall specify the place and hour of the meeting.

SECTION 4. The notice herein required to be given of any regular or special meeting of the Board of Directors may be waived by any or all Directors and shall be deemed to have been waived in the event of any of the following shall occur:

- (a) If a Director shall sign a written waiver of such notice.
- (b) If a Director shall attend the meeting in question, and such fact appears from the minutes.

SECTION 5. Eight (8) members of the Board of Directors shall constitute a quorum thereof for the transaction of any business. The affirmative vote of a majority of the Directors in attendance shall be sufficient for the determination of any matter within the duties of the Board except as otherwise provided herein or by statute.

SECTION 6. All meetings or gatherings of the Tri-County Water Conservancy District of three or more Board Members in person, by telephone, or by other means of communication, at which public business is discussed or formal action could be taken, will be open to the public and be noticed. Notice and agenda of all meetings shall be posted in the entrance of the District's headquarters, Montrose, Colorado 48 hours prior to the meeting.

ARTICLE III OFFICERS

SECTION 1. The officers of the Board shall be a Chairman, who shall be the President of the District, a First Vice-President of the District, and a Second Vice-President of the District, a Secretary, an Assistant Secretary, and a Treasurer. The President, First Vice-President and Second Vice-President shall each be from a separate county. All officers shall be members of the Board of Directors, except the Assistant Secretary, who shall be the Manager. The Secretary and the Treasurer may be one and the same person.

SECTION 2. The election of officers shall take place on the first meeting after September 12 of each year. The term of office of each officer shall be for one year from the date of his election and shall not exceed three (3) years in succession.

SECTION 3. An Executive Committee of five (5) to six (6) members, not exceeding two from each county, shall be appointed annually by the President of the Board of Directors. The Executive Committee is authorized to act in the District's behalf and their duties shall be directed by the Board.

SECTION 4. The duties of the officers of the District shall be such as prescribed and provided for by statute of the State of Colorado, and shall otherwise be the same as those of officers of public corporations. Additional duties may be imposed upon any officer by amendment of these Bylaws or by motion or resolution of the Board of Directors.

ARTICLE IV
SEALS AND RECORDS

SECTION 1. The Seal of the District shall consist of two concentric circles with the name of the District between such circles, and the year of incorporation, "1957", and the word "Colorado", within the inner circle.

SECTION 2. The Board of Directors shall keep a records book as provided and required by the Statutes of the State of Colorado, which shall be, unless otherwise specifically provided for, at all times be filed at the District headquarters.

ARTICLE V
BOARD MEMBER COMPENSATION

Members of the Board of Directors shall receive such compensation, and shall be paid such amounts for expenses in attending Board Meetings as shall, from time to time, be determined by the Board but not to exceed statutory limits.

ARTICLE VI
AMENDMENTS

These Bylaws may be amended by the affirmative vote of a majority, which is eight members of the Board of Directors, provided, however, that no amendment shall be adopted which shall in any manner be unlawful or shall not be authorized by the statutes of the State of Colorado.

Bylaws as amended and adopted the 21st day of April, 2004.