

**The By-Laws for Rio Grande Wildfire and  
Water Source Protection Collaborative Charter  
As Amended and Restated  
July 7, 2023**

**Chapter I. Preamble.**

The Rio Grande Wildfire and Water Source Protection Collaborative Charter (“Charter”) is a collaboration between federal, state and local government agencies, non-profit organizations, private parties, Native American tribes and forest industry, designed to help protect forests in the Rio Grande watershed from wildfire and restore the Rio Grande watershed. The Charter is not a partnership, joint venture or any other legal entity and imposes no binding obligations upon its collaborators. The purpose of these Charter By-Laws is to provide guidance as to the structure of the Executive Committee so that it: (i) represents the diversity of public and private sector Charter signatories; and (ii) provides direction to the signatories regarding potential projects and funding.

**Chapter II. Executive Committee**

**Section 1. Election**

1. The current signatories to the Charter are maintained in an Attachment (collectively, the “Signatories”). The Signatories shall establish an executive committee (the “Executive Committee”), chosen from the Signatories to facilitate their collaborative efforts to further the purposes of the Charter. The Executive Committee shall be composed of (i) only signatory organizations that have made a financial contribution or investment within the 12 months prior to the election date to achieve the purposes of the Charter; (ii) Signatories that are either raising funds to be expended for forest, grassland and watershed restoration projects recommended pursuant to Section 3 of the Charter or that will separately fund such projects from resources available to those Signatories. The Executive Committee may elect a Chair, Vice-Chair, and Secretary of the Executive Committee.
  
2. The Executive Committee shall normally be elected at an annual meeting by a majority vote of the current signatories of the Charter and shall be elected for a term of three (3) years and such terms shall expire on December 31 of a year. The Executive Committee members will retire in rotation. To start the rotation sequence, the first group of Executive Committee members will have a staggered length of term, such that one-third of the Executive Committee members will retire after

one year in office, and the balance of the Executive Committee Members will serve for three years calculated from the date on which they first take office and for up to two terms. Any vacancy on the Executive Committee caused by death, resignation, retirement, removal or any other cause may be appointed by a majority of the Executive Committee for the unexpired term.

## **Section 2. Powers and Duties**

Although the Executive Committee shall not have the power to bind any of the Signatories to the Charter, with a majority of its members, it shall be allowed to make suggestions for collaboration in recommended projects (as defined in Section 3 of the Charter) for potential funding by one or more of the Signatories and report on the Executive Committee activities to the Signatories.

## **Section 3. Meetings and Voting**

1. The quarterly meetings of the Executive Committee shall be held on the [regular date set by EC such as first Tuesday] of each quarter throughout the calendar year.
2. Other meetings of the Executive Committee may be called by the Chair and shall be called by him/her whenever five (5) Signatories shall present a written request stating the purpose of the proposed meeting.
3. A notice of the meeting shall be sent by electronic mail or by other electronic means to each member of the Executive Committee at least 48 hours before the date of each meeting of the Executive Committee and shall state the time, purpose and place of said meeting.
4. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee but a lesser number may adjourn from time to time until a quorum is obtained.
5. The act of a majority of the Executive Committee present at a meeting at which a quorum is present at the time of the act shall be the act of the Executive Committee, except as may otherwise be required by law. Each Executive Committee member must act personally; there shall be no voting by proxy, power of attorney or other delegation method.

6. The Executive Committee may permit any or all Executive Committee members to participate in a regular or special meeting of the Executive Committee by, or conduct the meeting through the use of, any means of communication, by which all participating Executive Committee members may simultaneously hear each other during the meetings. An Executive Committee member participating in a meeting by this means is deemed to be present in person at this meeting.

#### **Section 4. Rules and Order of Business**

1. The rules of parliamentary procedure, as generally understood, shall govern the Executive Committee in all cases to which they are applicable, and in which they are not inconsistent with special rules and orders of the Executive Committee.
2. The order of business for the Executive Committee meetings may include reports from the Chair and from committees of the Executive Committee or subcommittee Chairs and committee and subcommittee members, and other business within the power and duties of the Executive Committee. A majority of the members of the Executive Committee present at any meeting may determine the order of business at that meeting.

#### **Section 5. Policy Governing Potential Conflicts of Interest**

1. The Executive Committee shall assume that each and every Executive Committee member shall at all times act in a manner consistent with his/her responsibility for the well-being and reputation of the Rio Grande Wildfire and Water Source Protection Collaborative and will exercise particular care to avoid conflicts between his/her interests and those of the Rio Grande Wildfire and Water Source Protection Collaborative.
2. Whenever an Executive Committee member perceives a potential conflict of interest on any matter involving the Rio Grande Wildfire and Water Source Protection Collaborative, he/she shall promptly disclose the potential conflict of interest to the rest of the Executive Committee.
3. Any such Executive Committee having a duality of interest or possible conflict of interest on any matter shall not vote or use his/her personal influence on the matter; and he/she shall not be counted in determining the quorum for the meeting, even where permitted by law.

4. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

### **Chapter III. Officers**

#### **Section 1. Officers of the Executive Committee**

1. Officers of the Executive Committee shall be elected from the Executive Committee at an annual meeting and shall hold offices for a term as set forth below, commencing \_\_\_\_\_ and until their successors have been elected and take office. The Officers of the Executive Committee shall consist of the following:
  - (a) A Chair, who shall serve a term of one (1) year, whose responsibilities consist of running all Executive Committee and Officer meetings pursuant to the terms of these By-Laws, and preparing an Annual Report about the activities, accomplishments and funding.
  - (b) A Vice-Chair, who shall serve a term of one (1) year, whose responsibilities consist of exercising in the place and stead of the Chair all powers, duties and privileges that under these By-Laws vest in the of the office of the Chair, if the Chair is absent from any meeting of the Executive Committee or is at any time unable to act.
  - (c) A Secretary/Water Fund Coordinator, who shall serve a term of six (6) years, and whose responsibilities consist of taking the notes for all meetings involving the Executive Committee and/or the Officers and distributing the notes in electronic form to all the members of the Executive Committee. Additionally, the Secretary shall be the lead in helping the Rio Grande Wildfire and Water Source collaboratively carry out the activities necessary to achieve the purposes of the Charter.
2. The Executive Committee may at any time fill any vacancy occurring in any such office for the unexpired term.

3. The Executive committee shall elect the Chair upon the affirmative vote of not less than two-thirds of the Executive Committee members then in office.

## **Section 2. Removal/Resignation of Officers**

1. The Executive Committee may remove from any office any officer after due notice, investigation, and opportunity for a hearing; it shall appear that there is cause sufficient to justify such removal.
2. The Chair may be removed by concurring vote of not less than two-thirds of the Executive Committee, but no such action shall be taken unless notice thereof is set forth in the call of the meeting.
3. Any Officer may resign from the Executive Committee by providing written notice to the Chair at least ninety (90) days prior to the date of resignation.

## **Chapter IV. Standing Subcommittees**

The Executive Committee shall establish a Technical Review Panel and an Advisory Board and may from time to time establish working groups and other subcommittees with such duties as the Executive Committee may designate. The Advisory Board members are not required to be a signatory to the Charter, but are eligible to join the Charter and to serve on any working group established by the Executive Committee. The Advisory Board shall provide advice to the Executive Committee regarding potential projects and funding and shall act as a liaison to their particular constituencies to provide information received from the Executive Committee. None of said subcommittees shall take any action except pursuant to power delegated to that subcommittee by the Executive Committee or by these By-Laws.

## **Chapter V. Amendment of the By-Laws**

Amendments to these by laws may be initiated by any member of the Executive Committee or Signatory. Changes initiated by a signatory must have the support of at least one Executive Committee member. At least one Executive Committee meeting must be convened to discuss the proposed amendments. Proposed amendments must be approved by a majority of Executive Committee members, with all members voting, before being put to the Signatories for a vote. Voting may occur virtually. The Executive Committee may

convene a working group to discuss and draft amendments to the bylaws comprised of Executive Committee members and/or Signatories.

Proposed amendments to these bylaws will be posted on [riograndewaterfund.org](http://riograndewaterfund.org) and emailed to all Signatories. There will be a 21-day comment period for Signatories to voice support or opposition to the proposed changes and to make suggestions for amendments to the draft language. Feedback may be received virtually, e.g. via email or a survey. Following the 21-day comment period, the Executive Committee will share the proposed amendments again, including any new changes, with the Signatories during a final 10-day period. During the 10-day voting period, Signatories will vote in support or opposition to the updated bylaws. The proposed amendments will pass unless a majority of all signatories respond that they do not support the proposed changes. If the proposed amendments do not pass, the Executive Committee will continue to be governed by the most current version of the bylaws and a new review process will need to be initiated to make changes.

#### **Chapter VI. Use of Electronic Communication**

Unless otherwise prohibited by any applicable law, any notice delivered under these By-Laws may be transmitted via electronic mail or other electronic means.

#### **Chapter VII. Non-Discrimination**

In connection with the Rio Grande Wildfire and Water Source Protection Collaborative, the Charter and By-Laws shall be in conformity with all applicable federal and states statutes and regulations, and shall not discriminate on the basis of race, color, religion, national or ethnic origin, age, disability, veteran status, sex, marital status, sexual orientation, gender identity or gender expression.

#### **Chapter VIII. Conflict between By-Laws and Charter**

In the event of a conflict between the terms of these By-Laws and the terms of the Charter, the Charter shall control.