

**BY-LAWS
of the
UPPER COLORADO RIVER COMMISSION¹**

(As amended on December 14, 2020)

Article I

THE COMMISSION

1. The Commission shall be composed of one Commissioner representing each of the States of Colorado, New Mexico, Utah and Wyoming, designated or appointed in accordance with the laws of each such State, and, if designated by the President, one Commissioner representing the United States of America.

2. The credentials of each Commissioner shall be filed with the Secretary of the Commission.

3. Each Commissioner shall advise in writing the Secretary of the Commission of the address to which all official notices and other communications of the Commission shall be sent to that Commissioner and shall further promptly advise in writing the Secretary of the Commission as to any change in such address.²

Article II

OFFICERS

1. The officers of the Commission shall be:

Chair,
Vice-Chair,
Secretary,
Treasurer,
Assistant Treasurer.³

2. The Commissioner representing the United States of America shall be the Chair of the Commission. The Chair shall preside at meetings of the Commission. The Chair's duties shall be such as are usually imposed on such officers and such as may be assigned by these by-laws or by the Commission from time to time.

3. The Vice-Chair shall be one of the Commissioners representing a State. The Vice-Chair shall be elected at a meeting of the Commission and shall hold office until a successor is elected. In the case of a vacancy in the office of Vice-Chair, the Commission shall at its next meeting elect a Vice-Chair. The Vice-Chair shall perform all the duties of the Chair when the Chair is unable for any reason to act or when for any reason there is a vacancy in the office of Chair. In addition, the Vice-

¹ Original By-Laws adopted at the September 19-20, 1949 (First Annual) Meeting.

² All gender-specific language replaced with gender-neutral language at the December 14, 2020, Regular Meeting (Meeting No. 291).

³ As amended at the November 27, 1950, Special Meeting (Meeting No. 8).

Chair shall perform such other duties as may be assigned by the by-laws or the Commission from time to time.⁴

4. The Secretary shall not be a member of the Commission, or an employee of any state signatory to the Upper Colorado River Basin Compact or of the United States of America while acting as Secretary. The Secretary shall be selected by the Commission. The Secretary shall serve for such term and receive such salary and perform such duties as the Commission may direct. In the case of a vacancy in the office of Secretary, the Commission shall proceed as expeditiously as possible to select a new Secretary. The Secretary shall furnish a bond for the faithful performance of the Secretary's duties if the Commission shall so direct. The cost of such bond shall be paid by the Commission. The Commission may from time to time designate, or it may authorize the Secretary to designate, an employee to serve as Acting Secretary during the time the Secretary temporarily may be incapacitated or absent from the principal office of the Commission.⁵

5. Neither the Treasurer nor the Assistant Treasurer need be a member of the Commission. The Treasurer shall be elected at a meeting of the Commission and shall hold office until a successor is elected and shall have qualified. The Assistant Treasurer shall be appointed by the Treasurer with the approval of the Commission and shall hold office until a successor is elected and shall have qualified. The Treasurer and the Assistant Treasurer shall have power to receive, hold and disburse funds of the Commission. The Treasurer and the Assistant Treasurer shall each furnish a bond, or they shall furnish a joint bond covering both, for the faithful performance of their duties in such amount as the Commission may direct. The cost of such bond, or bonds, shall be paid by the Commission. In the case of a vacancy in the office of Treasurer the Chair shall appoint a new Treasurer to serve until such time as the Commission shall elect a successor at a meeting and the person so elected shall have qualified. In the case of a vacancy in the office of Assistant Treasurer, the Treasurer shall, with the approval of the Chair, appoint a new Assistant Treasurer, who shall serve until such time as a successor shall have been appointed and such appointment shall have been approved by the Commission.⁶

6. The Commission may employ such engineering, legal, clerical and other personnel as, in its judgment, may be necessary. They shall receive such compensation and perform such duties as may be fixed by the Commission.

Article III

PRINCIPAL OFFICE

1. The location of the principal office and place of business of the Commission shall be designated by the Commission.⁷

2. The principal office shall be open for business on such hours and days as the Commission may from time to time direct.

3. All books and records of the Commission shall be kept at the principal office of the Commission. Except as otherwise provided in the Compact or herein, all records of the Commission shall be open to inspection by the public during the hours the principal office is open for business.

⁴ As amended at the June 18, 1996, Regular Meeting (Meeting No. 228).

⁵ As amended at the June 20, 1950, Special Meeting (Meeting No. 6).

⁶ As amended at the November 27, 1950, Special Meeting (Meeting No. 8), and as further amended at the June 18, 1996, Regular Meeting (Meeting No. 228).

⁷ As amended at the December 11, 1958, Special Meeting (Meeting No. 61).

Whenever the Commission believes that the purposes and objects of the Compact will be served by reserving certain of its records from public inspection, it may so order.

Article IV⁸

MEETINGS

1. The Commission shall meet at least twice each year unless all of the Commissioners agree in writing that one or both meetings is/are not necessary. The two meetings shall be held approximately six months apart in the year and shall be held in person or by any other means by which all participating members of the Commission may simultaneously hear each other during the meeting. A meeting may be called by the Chair, or in the case of vacancy in the office of the Chair or inability of the Chair to act, by the Vice-Chair, or at the request of two or more Commissioners. The Commissioners shall agree in writing to the date, time and place of each meeting.⁹

2. Special meetings of the Commission may be called by the Chair, or in case of vacancy in the office of the Chair or inability of the Chair to act, by the Vice-Chair. Upon written request of two or more Commissioners it shall be the duty of the Chair to call a special meeting.

3. Notice of all meetings of the Commission shall be sent by the Secretary, or in the case of a vacancy in the office of Secretary or the inability of the Secretary to act, by the Chair, to all members of the Commission by ordinary mail at least ten days in advance of each such meeting. The notice here required may be waived by unanimous consent of all members of the Commission.

4. All meetings will be held at a time and place agreed to in advance by not less than four members of the Commission. No meeting of the Commission shall be held other than in the Colorado River Basin States or in Washington, D.C., unless at least four members of the Commission have consented in writing to the place for the meeting in advance of the transmittal of notices of the meeting. The Commission shall hold no meetings outside of the United States of America.¹⁰

5. The Commission shall record and transcribe the proceedings of each meeting of the Commission. Minutes of each meeting will be prepared and approved by the Commission. Until approved, the Minutes, draft transcripts and recordings, shall not be official and shall be furnished only to Commissioners, Commission staff, and members of the Legal and Engineering Committees.¹¹

6. Any four members of the Commission shall constitute a quorum: provided that, when a quorum is present, an absent member may be represented by that member's proxy and such proxy shall have all of the powers of a member at such meeting.

7. Each member of the Commission shall have one vote.

8. Except as otherwise provided in the Upper Colorado River Basin Compact or herein, the concurrence of four members of the Commission shall be required in any action taken by it.

⁸ As amended at the June 18, 1996, Regular Meeting (Meeting No. 228) (original paragraphs 1, 2, and 12 deleted in their entirety).

⁹ As amended at the June 18, 1996, Regular Meeting (Meeting No. 228); as further amended at the December 14, 2020, Regular Meeting (Meeting No. 291).

¹⁰ As amended at the June 18, 1996, Regular Meeting (Meeting No. 228).

¹¹ As amended at the October 7, 2004, Regular Meeting (Meeting No. 248).

9. At each meeting of the Commission, the order of business, unless agreed otherwise, shall be as follows:

Call to order;
Reading of minutes of last meeting;
Approval of minutes of last meeting;
Report of Chair;
Report of Staff;
Report of Treasurer;
Report of Committees;
Unfinished business;
New business;
Adjournment.¹²

10. All meetings of the Commission, except executive sessions, shall be open to the public. Executive sessions shall be open only to officers and members of the Commission and two advisers designated by each member; provided, however, that the Commission may call witnesses before it in such sessions.

11. The Commission may hold special meetings of its members by telephonic conference or any other means by which all participating members of the Commission may simultaneously hear each other during the meeting with respect to all matters arising under the Compact; provided, that special meetings may be called by the same means described in Article IV (2). No action shall be taken during a special telephonic meeting unless a quorum as specified in Article IV (6) is present, each member of the Commission shall have one vote, and except as otherwise provided in the Upper Colorado River Basin Compact or herein, the concurrence of four members of the Commission shall be required in any action taken by it. The Secretary of the Commission shall prepare minutes of any special telephonic meeting, and such minutes shall be approved at the next meeting of the Commission held under Article IV (1) or (2).¹³

Article V

COMMITTEES

1. There shall be the following standing committees:

Engineering Committee,
Legal Committee,
Budget Committee.

2. The standing committees shall have the following duties:

(a) The Engineering Committee shall advise the Commission on all engineering matters that may be referred to it.

(b) The Legal Committee shall advise the Commission on all legal matters that may be referred to it.

¹² As amended at the June 18, 1996, Regular Meeting (Meeting No. 228).

¹³ As amended at the June 29, 2005, Regular Meeting (Meeting No. 249); as further amended at the December 14, 2020, Regular Meeting (Meeting No. 291).

(c) The Budget Committee shall prepare the annual budget and shall advise the Commission on all fiscal matters that may be referred to it.

3. Members of committees may or may not be members of the Commission. The number of members of each committee shall be determined from time to time by the Commission. Each member of the Commission shall designate the member or members on each committee representing that Commissioner's government. Except as provided by Article V, paragraph 4 herein, UCRC staff may serve on committees at the discretion of the Secretary unless otherwise designated by the Commission. In all committee action the vote shall be taken by governments with each government having one vote.¹⁴

4. The Chair and Secretary shall be ex-officio members of all committees.

5. The Chair of each Committee shall be designated by the Chair of the Commission from the members of the committee.

6. The Commission may from time to time create special committees, composed of such members and others and assigned such tasks as the Commission may determine.

7. Formal Committee reports shall be made in writing and filed with the Secretary of the Commission.

Article VI

RULES AND REGULATIONS

1. So far as consistent with the Upper Colorado River Basin Compact, the Commission may adopt Rules and Regulations.

2. All proposals for Rules and Regulations or for changes in Rules and Regulations must be presented to the Commission in writing and shall not be acted on at the meeting when first presented but shall go over for action at a designated subsequent meeting of the Commission.

3. Following presentation to the Commission, public notice of all proposed Rules and Regulations and changes in Rules and Regulations shall be given using a medium available to the public in each of the member states for a period determined by the Commission. The Commission member from each state shall designate the medium in that member's state in which such notice shall be made. No Rule or Regulation and no change in any Rule or Regulation shall be effective until a date specifically stated in the notice, which date shall be at least ten days after the last notice appears. It shall be the duty of the Secretary to see that the necessary notices are provided as herein required.¹⁵

4. The Secretary shall compile the Rules and Regulations of the Commission and shall prepare copies for distribution to the public under such terms and conditions as the Commission may prescribe.

¹⁴ As amended at the December 14, 2020, Regular Meeting (Meeting No. 291).

¹⁵ As amended at the December 14, 2020, Regular Meeting (Meeting No. 291).

Article VII

FISCAL

1. All funds of the Commission shall be received by the Treasurer or Assistant Treasurer and deposited in a depository or depositories designated by the Commission.
2. Disbursements of Commission funds shall be made by check by the Treasurer or Assistant Treasurer upon vouchers approved by the Chair, Vice-Chair, or the Secretary.
3. On or before December 1 of each year, the Commission shall adopt and transmit to the Governors of the four States and to the President of the United States a budget covering an estimate of its expenses for the following fiscal year and of the amount payable by each state under the provisions of the Upper Colorado River Basin Compact.¹⁶
4. The payment of the expenses of the Commission and of its employees shall not be subject to the audit and accounting procedures of any of the four states.
5. All receipts and disbursements of the Commission shall be audited yearly by a qualified independent public accountant to be selected by the Commission and the report of the audit shall be included in and become a part of the annual report of the Commission.
6. The Secretary shall prepare and keep up to date an inventory of all of the property of the Commission.
7. The fiscal year of the Commission shall begin July 1 of each year and end June 30 of the next succeeding year.
8. The Commission shall create a separate account in its budget to fund payout of accrued and qualifying employee leave upon separation from Commission employment. Monies in this sinking fund may also be used in emergencies for other purposes upon concurrence of the Commission provided it is recapitalized within three years.¹⁷

Article VIII

ANNUAL REPORT

1. The Commission shall make and transmit annually before July 1 to the Governors of the states signatory to the Upper Colorado River Basin Compact and to the President of the United States a report covering the activities of the Commission for the water year ending the preceding September 30.¹⁸
2. The annual report shall include among other things the following:
 - (a) The estimated budget;
 - (b) All hydrologic data which the Commission deems pertinent;
 - (c) Estimates, if any, of the Commission forecasting water runoff;

¹⁶ As amended at the June 20, 1950, Special Meeting (Meeting No. 6).

¹⁷ As amended at the June 20, 2013, Regular Meeting (Meeting No. 266).

¹⁸ As amended at the December 12, 2018, Regular Meeting (Meeting No. 283).

- (d) **Statements as to cooperative studies of water supplies made during the preceding year;**
- (e) **All findings of fact made by the Commission during the preceding water year;**
- (f) **Such other pertinent matters as the Commission may require.**

Article IX

SEAL

- 1. The seal of the Commission shall be a circular seal with the words "Upper Colorado River Commission" imprinted around the border and the word "Seal" in the center thereof.**
- 2. The Secretary of the Commission shall have custody of the seal of the Commission.**

Article X

MISCELLANEOUS

- 1. The Commission and its Secretary shall on request make available to the Governor of each of the states signatory to the Upper Colorado River Basin Compact any information within its possession at any time, and shall always provide free access to its records by the Governors of such states, or their representatives, or authorized representatives of the United States of America. The cost of making information available shall be borne by the person or government requesting such information.**
- 2. All contracts or other instruments in writing to be signed for and on behalf of the Commission, except matters relating to the receipt or disbursement of funds, shall be signed by the Chair or Vice-Chair and the Secretary. When necessary the seal of the Commission shall be affixed thereto.**
- 3. Except as otherwise provided by the Compact or herein, meetings of the Commission shall be in accordance with Robert's Rules of Order.**

Article XI

AMENDMENTS TO BY-LAWS

- 1. Amendments to the By-Laws may be made at any meeting of the Commission provided notice of the proposed amendment shall have been given in the notice of the meeting.**
- 2. Unless a proposed amendment to the By-Laws is unanimously agreed to by all five members of the Commission, action on the proposed amendment shall go over to a succeeding meeting of the Commission at which meeting the concurrence of four members of the Commission shall be necessary to the adoption of the amendment.**