



**MINUTES OF ACTION BY BOARD OF DIRECTORS
OF
BIG DRY CREEK WATERSHED ASSOCIATION**

September 20, 2005

1. The undersigned, being all of the members of the Board of Directors of Big Dry Creek Watershed Association, a Colorado nonprofit corporation (the "Corporation") hereby take, ratify and consent to the action taken by these minutes of action (pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act). The undersigned received notice of this meeting on August 11, 2005 via e-mail under the Colorado Revised Nonprofit Corporation Act, or under the Corporation's articles of incorporation or bylaws. The organizational meeting was called to order at 10:40 a.m., September 20, 2005.
2. The following directors attended the meeting: Hallie Mahan, Shelley Stanley, Gabri Vergara and Vic Lucero. Westminster alternate Mary Fabisiak attended, as did Broomfield alternate Lesa Julian. Robin Byers, Attorney, and Jane Clary, Watershed Coordinator, also attended.
3. Robin Byers presented the draft tax-exempt recognition application to the IRS and clarified various issues. Each Board member had the opportunity to ask questions and provide input based on their review of the paperwork, which had been distributed to the Board prior to the meeting. A few specific items of discussion included:
 - The paperwork grants Robin Byers the Power of Attorney to discuss the application with the IRS on behalf of the BDCWA.
 - A blank for ex-officio membership should be added to the membership form.
 - Dues and other funding requests should be sent via mail, not by e-mail.
 - Robin recommended that the BDCWA have co-ownership specified in contracts regarding "works done for hire."
 - Robin recommended that BDCWA register with the Secretary of State for fund raising. The cost is \$10.
 - Remainder of the discussion focused on clarification of miscellaneous items in the application itself.
 - The cost of filing the tax-exempt recognition application is \$500.
 - Robin recommended that Shelly contact the accountant to file Form 990.

Following discussion of the draft tax-exempt application, Vic Lucero moved that Robin Byers make the edits to the application discussed in the meeting and that David Carter sign and file the application on behalf of the BDCWA. Gabri Vergara seconded that motion and the motion carried. (Note: The application was expected to be completed while Hallie Mahan was on vacation leave.)

4. Robin Byers recommended that the Board adopt a conflict of interest policy in the Bylaws. Following discussion of the recommendation, Mary Fabisiak moved that a conflict of interest policy be adopted, Shelly Stanley seconded, and the motion carried.
5. Hallie Mahan presented the slate developed for the 2006 Board of Directors. All current Board Members retained their existing offices as follows: Hallie Mahan—Chairperson, David Carter—Vice-chairperson, Shelley Stanley—Treasurer, Vic Lucero—Secretary, and Gabri Vergara—Member-at-Large. It was discussed, moved by Mary Fabisiak, seconded by Gabri Vergara and carried that the proposed slate of directors be accepted.
6. Jane Clary presented the minutes of the June 23, 2005 meeting of the Board of Directors. It was moved by Mary Fabisiak, seconded by Gabri Vergara and carried to approve the June 23, 2005 meeting minutes.
7. Shelley Stanley, acting as Treasurer, presented an income/expense report for the Big Dry Creek Watershed Association. It was moved by Mary Fabisiak, seconded by Gabri Vergara and carried to accept this income/expense report.
8. Jane Clary and Hallie Mahan informed the group that the USGS gage behind Front Range Community College will no longer be funded by the USGS, as of September 30, 2005. Westminster and Broomfield have historically paid for half of the cost of the gage operation. Additional partners are needed to continue operation of the gage and Thornton and Northglenn were asked to help fund the gage. Jane Clary will follow through with the USGS on contracting mechanisms between the USGS and BDCWA and follow-through with Thornton, Northglenn and FRICO on potential cost-sharing for the gage.
9. Jane Clary requested funding from the BDCWA to cover a portion of the \$4,500 additional cost of the Big Dry Creek Hydrologic Study. Provided that the Colorado Water Conservation Board covers \$1,000 and Adams County covers \$2,500, then the balance to the BDCWA is \$1,000. It was discussed, motioned by Gabri Vergara, seconded by Shelley Stanley and carried that BDCWA will pay WWE an additional \$1,000 for the hydrologic study. (Note: Shelley Stanley will invoice the CWCB for \$1,000 for their matching contribution.)
10. The meeting adjourned at 12:55 p.m., September 20, 2005.

These minutes of action constitute the record of the third meeting of the board of directors of the Corporation and any officer of the Corporation is hereby authorized to certify any action taken by these minutes of action as having been duly taken or ratified by the board of directors of the Corporation on September 20, 2005, notwithstanding the date of actual signing.

By: _____
Vic Lucero, Secretary