BYLAWS
The Conference for the Model Aquatic Health Code (CMAHC)

Article 1. Principal Office

Section 1. Principal Office. The principal office of the Conference shall be located at Denver County, Colorado. The principal office may be changed by the board of directors. The Conference may also have offices at other places within or outside of Colorado as the board of directors may approve.

Article 2. Members

Section 1. Classes of Membership. CMAHC shall consist of a Board of Directors and the Board shall make determination of classes of membership.

Article 3. Dues and Assessments

Section 1. Members. All members shall pay dues or assessments in the amounts and at the times determined by the board of directors.

Section 2. Nonpayment of Dues and Assessments. The failure to pay dues or assessments in the amounts and at the times determined by the board of directors shall cause the member's privileges or membership to be suspended or terminated, as determined by the board of directors.

Article 4. Meetings of Members

Section 1. Meetings of Members. Purpose of meetings and their frequency shall be determined by the Board of Directors.

Article 5. Board of Directors

Section 1. Size of Board. The initial board of the Conference shall consist of seven directors. Thereafter, the Conference shall have a board consisting of not less than five directors and not more than eleven directors. The number of directors may be fixed or changed from time to time within the range by the voting members of the board of directors. A director need not be a resident of Colorado or a member of the Conference. Directors shall serve a term of two years; and may serve additional terms upon determination by unanimous vote of the board of directors. Directors may be elected for successive terms.
Section 2. **Vacancies.** Vacancies on the board of directors may be filled for the unexpired term of the predecessor in office by a majority vote of the remaining directors at any meeting of the board of directors. A vacancy created by an increase in the number of directors may be filled for a term of office continuing only until the next election of directors. If, however, the vacant office was held by an elected officer, the vacancy shall be filled in accordance with the requirements of Colorado law.

Section 3. **Power and Duties of the Directors.** The board of directors shall have control and general management of the affairs, property and business of the Conference and, subject to these bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the board of directors may deem proper. The powers shall include but not be limited to the appointment and removal of the officers of the Conference.

Section 4. **Election of Directors.** The election of directors shall be at the regular meeting at an interval as determined by the Board of Directors meeting or such other method authorized by these bylaws.

Section 5. **President, Vice President, Secretary and Treasurer.** From among its members, the board of directors shall elect a President, Vice-President, Secretary and Treasurer of the board. The President of the board shall preside at meetings of the members and the board of directors.

Article 6. Meetings of Directors

Section 1. **Regular Meetings.** Regular meetings of the board of directors may be held with notice of the date, time, place or purpose of the meeting.

Section 2. **Special Meeting.** Special meetings of the board of directors shall be preceded by at least two days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the meeting unless otherwise required by law.

Section 3. **Action of the Board; Quorum.** An action at a meeting of the board of directors may take place if a quorum of the board is in attendance at the meeting, either in person or via telecommunications. For a quorum, fifty-one percent [51%] of the board must be in attendance and able to vote.

Section 4. **Action Without Meeting.** Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if each and every member of the board in writing either: (a) votes for the action; or (b) votes against the action or
abstains, and waives the right to demand that a meeting be held. The affirmative votes
must equal or exceed the minimum number necessary to take action at a meeting at
which all of the directors then in office were present and voted.

Section 5. Meetings by Telecommunication. Any or all of the board may participate in
annual, regular or special meetings, through the use of any means of communicating by
which all participating in the meeting may hear each other during the meeting. A director
participating in a meeting by these means is deemed to be present in person at the
meeting.

Section 6. Electronic Ballots. Any action that may be taken at any annual, regular, or
special meeting of the Board may be taken without being in-person if the board provides
an electronic ballot to every member of the board of directors entitled to vote on the
matter.

Article 7. Officers and Duties

Section 1. Officers. The officers of the Conference shall consist of a president of the
board, one or more vice presidents, a secretary and a treasurer. Any two or more offices
may be held by the same person, except the offices of president and secretary. Officers
shall be elected or appointed by the board of directors at the biennial meeting of the
directors. A vacancy in any office may be filled by the board of directors at any regular or
special meeting called for that purpose.

Section 2. President of the Board. The president of the board shall preside at all meetings
of the members and the board of directors, and may have any other powers and duties
as may be conferred by the board of directors. The president may, subject to the
direction and supervision of the board of directors, be the chief executive officer of the
Conference and shall have general and active control of its affairs and business and
general supervision of its officers, agents and employees. The president shall have the
authority to co-sign all contracts and other instruments on behalf of the Conference,
except as the authority may be restricted by resolutions of the board of directors adopted
from time to time.

Section 3. Vice President. Vice president shall have the duties that the board of directors
or the president may delegate to them from time to time. In the absence of the president
or his or her inability to act, the duties and powers of the office shall be performed and
exercised by a vice president.

Section 4. Secretary. The secretary shall have the responsibility for the preparation and
maintenance of minutes of the directors' and members' meetings and other records and
information required to be kept by the Conference and for authenticating records of the Conference. The secretary shall perform all duties usually incident to the office of the secretary, those duties specified in these bylaws, and other duties that may from time to time be delegated by the board of directors.

Section 5. Treasurer. The treasurer shall have general supervision over the care and custody of the funds and securities of the Conference and shall deposit the same or cause the same to be deposited in the name of the Conference in the bank or banks, trust company or trust companies, that the board of directors may designate. The treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Conference and whenever required by the board of directors, shall render or cause to be rendered financial statements of the Conference.

Article 8. Amendment of Bylaws

Section 1. Board Action. The board of directors may vote to amend the bylaws at any time to add, change, or delete a provision unless it would result in a change of the rights, privileges, preferences, restrictions, or conditions of a membership class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class.

Section 2. Membership Action. The members may petition the Board to amend the bylaws even though the bylaws may also be amended by the board of directors.