**COLORADO CITY METROPOLITAN DISTRICT**

**BYLAWS**

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**COLORADO CITY METROPOLITAN DISTRICT**

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**COLORADO CITY METROPOLITAN DISTRICT**

**BYLAWS**

**Section 1**. Authority. Colorado City Metropolitan District is a governmental subdivision of the State of Colorado and a body corporate with those powers of a public or quasi-municipal corporation which are specifically authorized by, and in compliance with, Section 32-1-101 et seq., C.R.S.

**Section 2**. Purpose. It is hereby declared that the Bylaws hereinafter set forth will serve a public purpose.

**Section 3**. Policies of the Board. It shall be the policy of the Colorado City Metropolitan District Board of Directors, consistent with the availability of revenues, personnel, and equipment, to use its best efforts to provide water, sewer and recreation services.

**Section 4**.  Board of Directors. All powers, privileges and duties vested in, or imposed upon, the Colorado City Metropolitan District (hereinafter referred to as “District”) by law shall be exercised and performed by and through the Board of Directors (hereinafter referred to as “Board”), whether set forth specifically or impliedly in these Bylaws. The Board may delegate to officers and employees of District any or all administrative and ministerial powers.

Without restricting the general powers conferred by these Bylaws, it is hereby expressly declared that the Board shall have the following powers and duties:

a. To confer upon any appointed officer of District the power to choose, remove or suspend employees or agents upon such terms and conditions as may seem fair and just and in the best interest of District.

b. To determine and designate, except as otherwise provided by law or these Bylaws, who shall be authorized to make purchases, negotiate leases for office space, and sign receipts, endorsements, checks, releases and other documents.

c. To create standing or special committees and to delegate such power and authority thereto as the Board deems necessary and proper for the performance of such committee’s functions and obligations.

d. To prepare financial reports, other than the statutory audit, covering each year’s fiscal activities; and said reports, if requested, shall be submitted to the Board and made available for inspection by the public.

**Section 5**. Office.

a. Business Office. The principal business office of District shall be at 4497 Bent Brothers Boulevard, Colorado City, Colorado, unless otherwise designated by the Board.

b. Establishing Other Offices and Relocation. The Board, by resolution, may from time to time, designate, locate and relocate its executive and business office and such other offices as, in its judgment, are necessary to conduct the business of District.

**Section 6**. Meetings.

a. Regular Meetings Regular meetings of the Board shall be held on the second and last Tuesday of each month at the Colorado City Administration Office, 4497 Bent Brothers Boulevard, Colorado City, Colorado, unless otherwise noticed and posted. The Board shall hold a study session meeting beginning at 6:00 p.m. on the second and last Tuesday, which will be followed by a regular meeting upon completion of the study session.

b. Meeting Public. All meetings of the Board, other than executive sessions, shall be open to the public.

c. Notice of Meetings. Section 6.a shall constitute formal notice of regular meetings to Board members, and no other notice shall be required to be given to the Board, other than the 24-hour agenda notice as required by statute, which shall be provided on the District’s public website or at a designated public place within the boundaries of the District, in the event that the District is unable to post a notice online in exigent or emergency circumstances such as a power outage or an interruption in internet service that prevents the public from accessing the notice online. Written waivers of notice by Board members are not necessary.

d. Special Meetings. Special meetings of the Board may be called upon 24 hours written notice, which shall be posted, as required by statute, on the District’s public website or at a designated public place within the boundaries of the District, in the event that the District is unable to post a notice online in exigent or emergency circumstances such as a power outage or an interruption in internet service that prevents the public from accessing the notice online.

e. No Informal Action by Directors. All official business of the Board shall be conducted at regular or special meetings. All matters concerning personnel, litigation and real estate will be addressed at executive sessions of the Board.

f. Adjournment and Continuance of Meetings. When a regular or special meeting is for any reason continued to another time and place, notice need not be given of the continued meeting if the time and place thereof are announced at the meeting at which the continuance is taken, other than as required by law. At the continued meeting, any business may be transacted which might have been transacted at the original meeting.

**Section 7**. Conduct of Business.

a. Quorum. All official business of the Board shall be transacted at a regular or special meeting at which a quorum (i.e. a majority of the current members of the Board) of the Directors shall be present, except as provided in Section 7.b.

b. Vote Requirements. Any action of the Board shall require the affirmative vote of a majority of the Directors present and voting. When special or emergency circumstances affecting the affairs of District and the health and safety of District residents so dictate, then those Directors available at the time may undertake whatever action is considered necessary and may so instruct District’s employees, such actions which shall later be ratified by the Board.

c. Order of Business. The business of all regular meetings of the Board shall be transacted, as far as practicable, in the following order:

1. Call to Order;
2. Pledge of Allegiance;
3. Quorum Check;
4. Approval of Agenda;
5. Approval of Minutes;
6. Bills Payable;
7. Manager’s Report;
8. Reading by Chairperson of the Statement of Conduct and Demeanor.

STATEMENT OF CONDUCT AND DEMEANOR

In order for the business of the Board to be conducted in the most effective and expeditious manner, it is necessary that all persons present maintain a demeanor of civility toward the board, staff, and each other. Conduct that appears threatening or aggressive will not be tolerated. Shouting, speaking out of order, or the use of offensive gestures similarly are not acceptable. Such behavior shall constitute the forfeiture of your right to remain in attendance and may, as a point of order brought to the board’s attention by counsel or any board member including the chairperson, result in your being asked to leave the meeting by the chairperson or, upon your refusal, being escorted out of the meeting by the proper authority.

1. Citizens Input (This shall be limited to 5 minutes for any one speaker, and not more than 10 speakers may participate. The chairperson shall designate someone to time the presentations, or an electronic device may be utilized. In order to qualify to speak, each speaker must sign the sheet made available at the door prior to the meeting. The sheet shall contain the speaker’s name, address and the agenda item or other subject to be addressed. Space shall be provided on the sheet for a speaker to address additional agenda items if fewer than 10 speakers have signed. The sheet shall be collected at 6:00, and no other participants may be added. At the appropriate time, the chairperson shall call on the speakers in order of their signing. No person may yield his/her time to any other speaker. If fewer than 10 citizens have signed in, the chairperson may call upon citizens who have signed to address additional agenda items. This shall be accomplished in the order of signing for additional items. Once 10 speakers have addressed the board, citizen input shall end. At the chairperson’s discretion, citizens may be called out of signing order to offer opposing points of view to those made by a previous speaker. Chairperson also has discretion to end the comment of a citizen if the comment merely repeats the comments of an earlier speaker. In the rare instance of the board’s having to take action on an item not anticipated in advance of a meeting, the chairperson, any director, or the district manager may seek input from citizens. These comments shall similarly be limited to 5 minutes with not more than 4 speakers being allowed to make presentations. On rare occasion, the board may deviate from the 10 person limit if such deviation is unanimously approved by the directors present. If the board elects to so deviate, the number of additional speakers shall be set, and presentations shall be limited to 3 minutes for each additional speaker. There shall be no repeat speakers. This is not a time for citizens to be asking for immediate input from directors or staff. That should be accomplished by phone, e-mail, letter, or in person, not during the board meeting and only after the director or staff member has been given ample opportunity for proper deliberation. All comments must conform to the expectations expressed in the Statement of Conduct and Demeanor.)
2. Agenda Items (This is a time to consider and act on specific agenda items. Discussion of these items shall generally occur only among directors. This shall not be open to public discussion unless a director or the district manager believes a certain citizen may have particular insight into the item under consideration. Directors may seek input from staff in attendance and/or counsel. Unsolicited comments made by the public shall be considered out of order. If a person has requested and approved to be placed on the agenda to present an agenda item to the board, and such person fails to timely arrive at the meeting that agenda item may be stricken by the chairperson. It shall remain at the discretion of the staff to determine whether or not the request of a citizen to present an agenda item shall be granted.)
3. Attorney’s Report
4. New Business
5. Old Business
6. Correspondence
7. Executive Session (if needed)
8. Adjournment

d. Motions and Resolutions. Each and every action of the Board necessary for the governing and management of the affairs of District, for the execution of the powers vested in the District, and for carrying into effect the provisions of Article 1 of Title 32 , C.R.S., shall be taken by the passage of motions or resolutions.

e. Minute Book. Within a reasonable time after passage, all resolutions and motions and all minutes of Board meetings shall be recorded in a book kept for that purpose and shall be attested by the Secretary.

**Section 8**. Directors, Officers and Personnel.

1. Director Qualifications and Terms. Directors shall be eligible electors of the District. The term of each Director shall be determined by relevant statutory provisions with elections held in even numbered years until May of 2022 and then odd years beginning November of 2023, and conducted in the manner prescribed by Articles 1 through 13, Title 1, and Part 8, Article 1, Title 32, C.R.S. or as provided by law. Each Director shall sign an oath of office and, at the expense of the District, furnish a faithful performance surety bond in a sum of no less than $1,000.

b. Director’s Performance of Duties. A Director of the District shall perform duties as a Director, including duties as a member of any committee of the Board upon which the Director may serve in good faith, in a manner in which the Director reasonably believes is in the best interest of the District, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing the Director’s duties, the Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in subparagraphs 1, 2 and 3 of this subsection b; but the Director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs the Director’s duties will be subject to protections afforded under the Indemnification Resolution, described in Section 13 below, and the Colorado Governmental Immunity Act. 24-10-101, eq seq., C.R.S. Those programs and groups upon whose information, opinions, reports, and statements a Director is entitled to rely on are:

1. One or more officers or employees of District whom the Director reasonably believes to be reliable and competent in the matters presented;

2. Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such persons’ professional or expert competence; and

3. A committee of the Board upon which the Director does not serve, duly designated in accordance with the provisions of the Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

c.  Oath of Office. Each member of the Board, before assuming the responsibilities of his office, shall take and subscribe to an oath of office in the following form, to-wit:

**OATH OF OFFICE**

**STATE OF COLORADO )**

**COUNTY OF PUEBLO )**

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, [swear] or [affirm] [*(optional)* by the ever living God] that I will support the Constitution of the United States, the Constitution of the State of Colorado, and the laws of the State of Colorado, and will faithfully perform the duties of office of Director of the Colorado City Metropolitan District, upon which I am about to enter to the best of my ability.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

County Clerk,

District or County Court Judge,

Magistrate, Clerk or Deputy Clerk

Officer of the Board of Directors, or

Person Designated by the Board

Notary Public

d. Election of Officers. The Board of Directors shall elect from its membership a President, a Secretary, a Treasurer, and other officers as determined by the Board, who shall be the officers of the Board of Directors and of the District. The officers shall be elected by a majority of the Directors voting at said election. The election of the officers shall be conducted at the first regular meeting of the Board following the regular election of the Directors held in May. Each officer so elected shall serve for a term until the next District election or until removed by vote of the Board or until the Director is no longer a Board member. Unless earlier removed or vacated, each term shall expire upon the election of the successor or upon their reelection to that office.

e. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by an affirmative vote of a majority of the remaining Directors, as prescribed by statute. The appointed individual must meet the statutorily prescribed qualifications for Directors, and shall serve until the next regular election.

f. Resignation and Removal. Directors may be removed from office only by provisions prescribed by statute. Any Director may resign at any time giving written notice to the President, and acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.

g. President and Chairman. The President shall be the Chairman of the Board and preside at all meetings; the President shall also be the chief executive officer of the District. Except as otherwise authorized, the President shall sign all contracts, deeds, notes, debentures, warrants and other instruments on behalf of the District.

h. Secretary. The Secretary shall be responsible for the records of the District; may act as Secretary at meetings of the Board and record all votes; shall be responsible for composing a record of the proceedings of the Board in a minute book kept for that purpose, which shall be an official record of the Board; and shall perform all duties incident to that office. The Secretary shall be custodian of the seal of the District and shall have the power to affix such seal to and attest all contracts and instruments authorized to be executed by the Board.

i. Treasurer. The Treasurer shall be chairman of the Budget Committee and of the Audit Committee, if any. The Treasurer shall keep or cause to be kept strict and accurate accounts of all money received by and disbursed for and on behalf of District in permanent records. The Treasurer shall file with the Clerk of the Court, at the expense of District, a corporate fidelity bond in an amount determined by the Board of not less than $5,000, conditioned on the faithful performance of the duties of the Treasurer’s office.

j. Recording Secretary. The Board shall have the authority to appoint a recording Secretary who need not be a member of the Board of Directors, and who shall be responsible for recording all votes and composing a record of the proceedings of the Board in a minute book kept for that purpose, which shall be the official record of the Board. The recording secretary shall not be required to take an oath of office, nor shall the recording secretary be required to post a performance bond.

k. Additional Duties. The officers of the Board shall perform such other duties and functions as may from time to time be required by the Board, by the Bylaws or Rules and Regulations of the District, or by special exigencies, which shall later be ratified by the Board.

l. Manager. The Board may appoint a manager to serve for such term and upon such conditions, including salary, as the Board may establish. The manager shall have general supervision over the administration of the affairs, employees and business of District and shall be charged with the hiring and discharging of employees and the management of District properties.

Except as delegated to the Director of Finance, per the Financial Policies of the District, the manager shall have the care and custody of all funds of District and shall deposit the same in the name of District in such banks or savings and loan associations as the District may select. The manager should approve all vouchers, orders and checks for payment, unless delegated to a Department head. The manager or the Director of Finance shall keep regular books of account of all District transactions and shall obtain, at District’s expense, such bond for the faithful performance of the duties as the Board may designate.

m. Personnel Selection and Tenure. The selection of agents, employees, engineers, accountants, special consultants, and attorneys of the District by the Board will be based upon the relative qualifications and capabilities of the applicants and shall not be based on political services or affiliations. Agents and employees shall hold their offices at the pleasure of the Board. Contracts for professional services of engineers, accountants, special consultants, and attorneys may be entered into on such terms and conditions as may seem reasonable and proper to the Board.

**Section 9**. Financial Administration.

a. Fiscal Year. The fiscal year of the District shall commence on January 1 of each year and end on December 31.

b. Budget Committee. There shall be a permanent committee, known as the Budget Committee, composed of the Treasurer, a member of the Board appointed by the President, and the manager, which shall be responsible for preparation of the annual budget of District and such other matters as may be assigned to it by the President or the Board.

c. Budget. On or before October 15th of each year, the Budget Committee shall prepare and submit to the Board a proposed budget for the ensuing fiscal year. Such proposed budget shall be accompanied by a statement which shall describe the important features of the budget plan and by a general summary wherein shall be set forth the aggregate figures of the budget in such manner as to show the balance relations between the total proposed expenditures and the total anticipated income or other means of financing the proposed budget for the ensuing fiscal year, as contrasted with the corresponding figures for the last completed fiscal year and the current fiscal year. It shall be supported by explanatory schedules or statements classifying the expenditures contained therein by services, subjects and funds. The anticipated income of the District shall be classified according to the nature of receipts.

d. Notice of Budget. Upon receipt of such proposed budget, the Board shall cause to be published a notice that the proposed budget is open for inspection by the public at the business office; that the Board will consider the adoption of the proposed budget on a certain date; and that any interested elector may inspect the proposed budget and file or register any objections thereto at any time prior to its final adoption. Notice shall be posted or published in substantial compliance with Section 29-1-106, C.R.S.

e. Adoption of Budget. On the day set for consideration of such proposed budget, the Board shall review the proposed budget and revise, alter, increase or decrease the items as it deems necessary in view of the needs of District and the probable income of District. The Board shall then adopt a budget setting forth the expenditures to be made in the ensuing fiscal year. The Board shall provide for sufficient revenues to finance budget expenditures with special consideration given to the proposed ad valorem tax levy.

f. Levy and Collection of Taxes. On or before December 15th of each year, the Board shall certify to the Board of County Commissioners of the county in which the District was formed the mill levy established for the ensuing

fiscal year, in order that, at the time and in the manner required by law for the levying of taxes, such Commissioners shall levy such tax upon the assessed valuation of all taxable property within the District.

g. Filing the Budget. On or before January 30th of each year, the Board shall cause a certified copy of such budget to be filed with the Division of Local Government in the Colorado State Department of Local Affairs.

h. Appropriating Resolution.

1. At the time of adoption of the budget, the Board shall enact a resolution making appropriations for the ensuing fiscal year. The amounts appropriated thereunder shall not exceed the amounts fixed therefor in the budget adopted pursuant to Section 9.e.

2. The income of District, as estimated in the budget and as provided for in the tax levy resolution and other revenue and borrowing resolutions, shall be allocated in the amounts and according to the funds specified in the budget for the purpose of meeting the expenditures authorized by appropriation resolution.

3. The Board may make an appropriation to and for a contingent fund to be used in cases of emergency or other unforeseen contingencies.

i. No Contract to Exceed Appropriation. The Board shall have no authority to enter into any contract, or otherwise bind or obligate the District to any liability for payment of money for any purposes, for which provisions is not made in appropriation resolution, including any legally authorized amendment thereto, in excess of the amounts of such appropriations for that fiscal year. Any contract, verbal or written, contrary to the terms of this sub-section shall be void ab initio, and no District funds shall be expended in payment of such contracts, except as provided in the following sub-section.

j. Contingencies.

1. In cases of emergency caused by a natural disaster, public enemy, or some contingency which could not reasonably have been foreseen at the time of the adoption of the budget, the Board may authorize the expenditure of funds in excess of the budget by resolution duly adopted by a majority vote of the entire membership of the Board. Such resolution shall set forth in full the facts concerning the emergency and shall be included in the minutes of that meeting.

2. If so enacted, a copy of the resolution authorizing additional expenditures shall be filed with the Division of Local Government in the Colorado State Department of Local Affairs and shall be published in compliance with statutory requirements.

k. Payment of Contingencies.

1. If there is unexpended or uncommitted money in funds other than those to which the emergency relates, the Board shall transfer such available money to the fund from which the emergency expenditure is to be paid.

2. To the extent that transferable funds are insufficient to meet the emergency appropriation, the Board may borrow money through (a) the issuance of tax anticipation warrants / notes / loans, to the extent that the mill levy authority of the District is available as specified under Section 29-1-112, C.R.S., or (b) the issuance of bond anticipation notes payable from future bond proceeds or operating revenue, or (c) any other lawful and approved method.

l. Annual Audit.

1. The Board shall cause an annual audit to be made at the end of the fiscal year of all financial affairs of the District through December 31st of such fiscal year. In all events, the audit report must be submitted to the District within six months of the close of such fiscal year. Such audit shall be conducted in accordance with generally accepted auditing standards by a registered or certified public accountant, who has not maintained the books, records and accounts of the District during the subject fiscal year. The auditor shall prepare, and certify as to its accuracy, an audit report, including a financial statement and short form balance sheet based on such audit, an unqualified opinion or qualified opinion with explanations, and a full disclosure of violations of State law, pursuant to statutory requirements.

2. A copy of the audit report shall be maintained by the District as a public record for public inspection at all reasonable times.

3. The Treasurer shall forward a copy of the audit report to the State Auditor or other relevant State official, pursuant to statutory requirements.

**Section 10**. Corporate Seal. The seal of the District shall be a circle containing the name of the District shall be used on all documents and in such manner as seals generally are used by public and private corporations. The Secretary shall have custody of the seal and shall be responsible for its safe keeping and care.

**Section 11**. Disclosure of Conflict of Interest. Any Board member’s potential conflict of interest shall be disclosed in accordance with Colorado law, particularly Article 18 of Title 24, C.R.S., and Section 32-1-902(3) and 18-8-308, C.R.S. or as provided by law.

**Section 12**. Compensation. Each Director may receive compensation as prescribed by statute. No Director shall receive compensation as an employee of the District, except as may be provided by statute.

**Section 13**. Indemnification of Directors and Employees. The District shall defend, hold harmless and indemnify any Director, officer, agent, or employee, whether elective or appointive, against any tort or liability, claim or damage, whether groundless or otherwise, arising out of any alleged act or omission occurring during the performance of duty, as more fully defined by an Indemnification Resolution. The provisions of this Section 13 shall be subject to and, to the extent of any inconsistency therewith, shall be modified by the Colorado Governmental Immunity Act, 24-10-101, eq seq., C.R.S.

**Section 14**. Bidding and Contracting Procedures. Except in cases in which District will receive aid from a government agency, a notice shall be published for bids on all construction contracts for work or material, or both, involving an expense of $60,000 or more. District may reject any and all bids, and if it appears that District can perform the work or secure material for less than the lowest bid, it may proceed to do so in accordance with Section 32-1-1001(d), C.R.S.

A Notice or Invitation to Bid shall be prepared and published in accordance with statutory directive.

Notwithstanding the foregoing, the District may award an integrated project delivery (i.e., “design/build”) contract upon (i) the determination of the Board that integrated project delivery represents a timely or cost-effective alternative for a project; (ii) publication of a request for qualifications and/or request for proposals; and (iii) compliance with Part 18 of Article 1, Title 32, C.R.S. The Board retains the right, in its sole discretion, to reject any or all proposals; determine the proposal and contractors that will serve the best interests of the District; and determine the proposal and contractor which is most responsible to perform the work.

Bids must be accompanied by an acceptable bidder’s bond, or a certified check payable to District, in an amount equal to 5% of the bid. If, within the time designated in the Notice of Award, the Contract is not executed, and, if required, a Payment and Performance Bond and Certificates of Insurance are not provided, District shall keep the bid bond as liquidated damages, and assess such other damages as District may determine.

A Payment and Performance Bond is required for contracts over $50,000 for construction or repair of a public building or public works and are discretionary with the Board under that amount. Sections 38-26-105 and 106, C.R.S.

For any contract exceeding $150,000 for the construction, alteration, or repair of any highway, public building, public work, or public improvement, structure, or system, including real property, five percent of all progress payments shall be withheld during the construction until the contract work has been performed. For any contract exceeding $150,000, the contractor may deposit acceptable securities in lieu of such retained amounts in accordance with law in accordance with Section 24-91-105, C.R.S.

**Section 15**. Modification of Bylaws. These Bylaws may be altered, amended, or repealed at any regular meeting or at any special meeting of the Board called for that purpose.

ADOPTED this 12th day of April, 2022, by the Board of Directors of the Colorado City Metropolitan District.