



BOARD OF DIRECTORS BYLAWS

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**BYLAWS
OF
BOARD OF DIRECTORS
EASTERN RIO BLANCO METROPOLITAN
RECREATION AND PARK DISTRICT**

**ARTICLE I.
Authority and Purpose**

1.1 Authority

The Eastern Rio Blanco Metropolitan Recreation and Park District ("***District***") is a political subdivision of the State of Colorado with the powers and authority specifically authorized by law, including, but not limited to, the Colorado Special District Act, C.R.S. § 32-1-101, *et seq.* The District's Board of Directors ("***Board***") is expressly authorized to adopt, amend, and enforce bylaws not in conflict with the constitution and laws of the State of Colorado for carrying on the business, objects, and affairs of the Board and the District. C.R.S. § 32-1-1001(1)(m). The Board declares that these Bylaws are necessary for carrying on the business, objects, and affairs of the Board and the District, and will serve a public purpose. These Bylaws replace and supersede all versions of any bylaws previously adopted by the Board.

1.2 Mission and Core Values

The District creates year-round recreational, cultural, and outdoor experiences that improve well-being and promote a vibrant community for the residents, visitors, and future generations of Eastern Rio Blanco County.

The District's core values include open communication; operational excellence; quality experiences; respect; service; stewardship; and trust.

1.3 Provision of Park & Recreation Services

Consistent with the District's Service Plan, the District's services include the provision of park and recreation programs and services as defined in the Special District Act or otherwise provided or permitted under Colorado law. The District strives to provide park and recreation services to all segments of the population, including, but not limited to, sports and athletics, indoor/outdoor social events, physical fitness programs, cultural programming, outdoor education and experiences, and activities and services for all age groups. The District also strives to identify and meet the recreational and fitness needs of qualified individuals with disabilities in accordance with the federal Americans with Disabilities Act (ADA) and related state laws.

Park and recreation services available to the general public may include, among other activities, a multi-use recreational center; organized team sports; sports tournaments; karate; dance; exercise and aerobics classes; kickboxing; yoga; aquatic facilities, programming, and activities; social gatherings and meetings; cultural enrichment activities and opportunities; archery range; community playgrounds; parks and trails; community gardens; and facility rentals. The District also engages in or may engage in the preservation or conservation of sites, scenes, open

space, or vistas of recreational, scientific, historic, aesthetic, or other public interest, as specifically provided by C.R.S. § 32-1-1005(1)(b).

If a community need is indicated, the District may provide sports clinics, before and after school programs, day camps or other programs designed for teens, and other services consistent with community need, the District's Mission Statement and Core Values, and as authorized under Colorado law.

ARTICLE II. Offices

The principal office of the District is located at 101 Ute Road, Meeker, Colorado 81641 or at such other location within the District's service area or within 20 miles of the District's boundaries, as may be designated by resolution of the Board. The District may have other offices and places of business within its service area as the Board may determine.

ARTICLE III. Elections

3.1 Time for Holding Elections

Regular and special District elections for the position of Director, and for such other issues as the Board may deem appropriate, will be held on the dates established in the Colorado Local Government Elections Code, C.R.S. § 1-13.5-101, *et seq.*, and the Uniform Elections Code, C.R.S. § 1-1-101, *et seq.*, as applicable (collectively, the "Elections Code"), as the same may be amended from time to time. Currently, regular special district elections are held on the first Tuesday following the first Monday of May of even-numbered years, and special elections may be held on the first Tuesday after the first Monday in February, May, October, or December of any year; except that ballot issue elections may be held only on the date of a State general election, biennial special district regular election (*i.e.*, May of even-numbered years), or on the first Tuesday in November of odd-numbered years. Under circumstances of impossibility or impracticability, a court may order a special election to be conducted on a different election date.

3.2 Persons Entitled to Vote at Special District Elections

No person is permitted to vote in a District election unless that person is an eligible elector as defined in C.R.S. § 32-1-103(5)(a), as may be amended from time to time. Currently, "***eligible elector***" means a person who, at the designated time or event, is registered to vote pursuant to Colorado law, **AND**:

- a. Who is a resident of the District; **OR**
- b. Who, or whose spouse or civil union partner, owns taxable real or personal property within the District's boundaries, regardless whether that person resides within the District or not.

- i. Ownership of a mobile home (C.R.S. §§ 38-12-201.5(2), 5-1-301(29)) or a manufactured home (C.R.S. § 42-1-102(106)(b)) constitutes ownership of real property.
- ii. A person who is obligated to pay taxes under a contract to purchase taxable property within the District's boundaries is a property owner.

Pursuant to Section 32-1-307 of the Special District Act, any tract of land of 40 acres or more falling within the District's outer boundaries that is primarily used and zoned for agriculture has been excluded from the District's jurisdiction, unless the owners of any such property have petitioned for, and been granted, inclusion into the District. Accordingly, no individual may establish eligible elector status to vote in a District election based on ownership of, or residency within, any such excluded 40 acre parcel.

3.3 Conduct of Elections

Elections may be conducted by polling place, independent mail ballot, or, for November elections only, as coordinated elections; except that ballot issue (TABOR) elections may not be conducted by polling place. For all coordinated elections, the County Clerk and Recorder will be the coordinated election official. At least 100 days prior to the scheduled coordinated election, the District will take formal action to participate in the coordinated election and will notify the County Clerk and Recorder of the action in writing. The District will thereafter enter into an Intergovernmental Agreement with the County Clerk and Recorder for the conduct of the election. Whenever the date of a District election is identical to the date set for another special district election in a special district having boundaries coterminous with the District, the election may be held jointly with the other special district. An election held jointly is not a coordinated election.

The Board will appoint a designated election official to conduct non-coordinated elections and to assist in the conduct of coordinated elections. The designated election official must not be a Director in any election in which the Director is a candidate. The District may conduct an election by independent mail ballot after first filing a written plan for conducting the independent mail ballot election with the Secretary of State.

Except where the Board has contracted with the Clerk and Recorder to perform all or part of the required duties in conducting an election, the Board will govern the conduct of all regular and special elections of the District and will render all interpretations and make all decisions as to controversies or other matters arising in the conduct of the elections. All powers and authority to conduct regular and special elections may be exercised in the absence of the Board by the designated election official, or if none, by the Secretary.

3.4 Election and Recall of Directors

Directors will be elected by the District's eligible electors at regular special district elections held pursuant to Section 3.1 above, and may be elected at any special District election. Any Director elected to the Board who has held office for at least six months during his/her current term may be recalled from office by the District's eligible electors. A petition demanding the recall of any Director named in the petition and signed by the lesser of 300 eligible electors or 40% of

the eligible electors must be filed in the District Court for Rio Blanco County. Any recall will be governed by the provisions of Part 5 of Article 4 of Title 31, C.R.S.; except that, in the event of any conflict between the provisions of Part 5 of Article 4 of Title 31, C.R.S., and Part 9 of the Special District Act, Part 9 of the Special District Act controls.

3.5 Conflict with Elections Code

In the event that any portion of the Elections Code is amended so as to create a direct or indirect conflict with any provision of this Article 3 which cannot be reconciled, the provisions of the Elections Code will prevail.

ARTICLE IV. **Organization of the Board**

4.1 Board of Directors

The Board is the governing body of the District, and is responsible for all aspects of the District's administration, operations, finances, and policies. The Board can act only through a majority vote of the Directors. No individual Director may commit the District or the Board to any policy, act, agreement, or expenditure without specific Board authority and direction, and individual Directors do not have the power or authority to take any action or make any statement on behalf of the Board or the District.

Individual Directors do not have the power or authority to direct District employees to take any action, or to give directions to the Executive Director or other District employees except as specifically authorized by a majority vote of the Directors. In order to foster an effective and efficient line of communication between Executive Staff and the Board, communications between the Board, or individual Directors, and Executive Staff must be directed to the Executive Director, unless otherwise determined by a majority vote of the Directors.

Nothing in these Bylaws or any other District rule, policy, or procedure is intended to, and shall not be construed as, prohibiting an individual Director from exercising his/her First Amendment right to state his/her personal opinion on any matter of public concern, as long as the individual Director does so in a manner that ensures the recipients of the individual Director's opinions understand that the Director is expressing his/her personal opinion and is not authorized to express, and is not expressing, the opinion or position of the District or Board.

4.2 Director Conduct

In order to foster a cooperative environment and to further the District's goal of providing quality, cost-effective services, Directors must observe the following code of ethical conduct during their term of office:

- a. The dignity, style, values, and opinions of each Director must be respected;
- b. Directors must endeavor to be responsive and attentive in communications with other Directors and the public;

- c. Meeting the needs of the District's constituents is the primary purpose of each Director;
- d. The primary responsibility of the Board is the formulation and evaluation of policy for the District; day-to-day operations of the District must be left to the Executive Director;
- e. Directors should focus on issues, not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocks based on personalities rather than issues must be avoided;
- f. Different points of view are healthy in the decision-making process and are encouraged;
- g. Once the Board has voted on an issue, individual Directors must not take any actions that would create barriers or otherwise impede the District's ability to implement the Board's decision;
- h. The smooth working of the District is a team effort. All individuals must work together in a collaborative process to assist each other in conducting the District's affairs.
- i. The Board functions as a whole, and individual Directors have no authority to speak on behalf of the Board or the District, or to bind the District through their individual actions or statements;
- j. Any directions given to the Executive Director or other District staff must be authorized by a majority vote of the Board; individual Directors have no authority to direct staff, including the Executive Director, to take specific actions; and
- k. Directors must at all times conduct themselves with courtesy to each other, staff, District members and to the public present at Board meetings.

4.3 Oath and Bond of Directors

Each Director, within thirty days after his/her election, except for good cause shown, must appear before an officer authorized to administer oaths and take an oath that he/she will faithfully perform the duties of the office as required by law and will support the Constitution of the United States, the Constitution of the State of Colorado, and all other laws of the United States and the State of Colorado. The oath may be administered by the County Clerk and Recorder, the Clerk of the Court, a notary public, or the Board Chairperson, and must be filed with the Clerk of the Rio Blanco County District Court and the Colorado Division of Local Government. At the time of filing the oath, there also must be filed for each Director an individual, schedule, or blanket surety bond, at the expense of the District, in an amount determined by the Board of not less than \$1,000 each, conditioned upon the faithful performance of the Director's duties. The Board may delegate to Executive Staff the responsibility for ensuring that the oath and bond are filed as required by

law. If any Director fails to take the oath or if the bond is not furnished in the period allowed, except for good cause shown, his/her office will be deemed vacant, and the vacancy created will be filled in the same manner as other vacancies in the office of Director.

4.4 Number

The Board of Directors consists of five members.

4.5 Term

The term of office for an elected Director is four years. In May 2002, the District's eligible electors passed a ballot issue eliminating term limits for Directors. As such, there is no limit on the number of terms an individual may serve as a Director. The term of a Director appointed by the Board to fill a vacancy runs only until the next regular special district election, at which time the vacancy will be filled by election.

4.6 Qualifications

To qualify as a Director at the time of an individual's election and throughout the Director's term of office, a person must be an eligible elector of the District. "Eligible elector" is defined by the criteria set forth in Section 3.2 above. No individual may establish eligible elector status to serve on the Board of Directors based on ownership of, or residency within, any 40 acre tract of land falling within the District's outer boundaries that is primarily used and zoned for agriculture, and which has been excluded from the District's jurisdiction as described in Section 3.2 above.

4.7 Performance of Duties

A Director must perform his/her duties, including his/her duties as a member of any Board committee on which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the District's best interests, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. A Director is prohibited from taking personal advantage of a situation to benefit himself/herself or in a way that will prejudice the District.

4.8 Powers of the Board

The business and affairs of the District will be managed by the Board. For and on behalf of the District, the Board has the following powers:

- a. To have perpetual existence;
- b. To have and use a corporate seal;
- c. To sue and be sued and to be a party to suits, actions, and proceedings on behalf of the District;
- d. (1) To enter into contracts and agreements affecting the District's affairs, including contracts with the United States and any of its agencies or instrumentalities. Except in cases in which the District will receive aid from a governmental agency or

purchase through the state purchasing program, a notice will be published for bids on all construction contracts for work or materials, or both, involving an expense of \$60,000 or more of public moneys. The Board may reject any and all bids, and if it appears that the District can perform the work or secure material directly or from another source for less than the lowest bid, the Board may proceed to do so;

(2) No contract for work or material, including a contract for services, regardless of the amount, will be entered into between the District and a Director, or between the District and the owner of 25% or more of the territory within the District, unless a notice has been published for bids and such Director or owner submits the lowest responsible and responsive bid;

- e. To borrow money and incur indebtedness and evidence the same by certificates, notes, or debentures, and to issue bonds, including revenue bonds, and to invest any District moneys in accordance with Part 6 of Article 75 of Title 24, C.R.S.;
- f. To acquire, dispose of, and encumber real and personal property, including but not limited to, rights and interests in property, leases, and easements necessary to the District's functions or operations; except the Board must not pay more than fair market value and reasonable settlement costs for any interest in real property and must not pay for any interest in real property that must otherwise be dedicated for public use or the District's use in accordance with any governmental ordinance, regulation, or law;
- g. To refund any bonded indebtedness as provided in Part 13 of Article 1 of Title 32, or Article 54 or 56 of Title 11, C.R.S.;
- h. To govern the District's business and affairs, including supervising the Executive Director;
- i. To appoint, hire, and retain agents, employees, engineers, accountants, advisors, consultants, and attorneys;
- j. To fix and from time to time to increase or decrease fees, rates, tolls, penalties, or charges for services, programs, or facilities furnished by the District. The Board may pledge such revenue for the payment of any indebtedness of the District. Until paid, all such fees, rates, tolls, penalties, or charges will constitute a perpetual lien on and against the property served, and any such lien may be foreclosed in the same manner as provided by the laws of this state for the foreclosure of mechanics' liens.
- k. To cause the District to furnish services and facilities outside the District's boundaries and to establish fees, rates, tolls, penalties, or charges for such services and facilities as allowed by law;
- l. To accept or dispose of, on behalf of the District, title to real or personal property, and to accept gifts and conveyances made to the District upon such terms and conditions as the Board may approve;

- m. To adopt, amend, and enforce bylaws, standard operating procedures, and rules and regulations not in conflict with the constitution and laws of the State of Colorado for carrying out on the business, objects, and affairs of the Board and the District;
- n. To authorize the use of electronic records or signatures and adopt rules, standards, policies, and procedures for use of electronic records or signatures pursuant to Article 71.3 of Title 24, Colorado Revised Statutes;
- o. To exercise the power of eminent domain and, in the manner provided by Article 1 of Title 38, Colorado Revised Statutes, to take any property necessary to exercise of the power granted, for the purposes of: (1) television relay and translator facilities both within and outside of the District; and (2) for the purpose of easements and rights-of-way for access to park and recreational facilities operated by the District, but only within the District and only where no other access to such facilities exists or can be acquired by other means;
- p. To use the power granted in C.R.S. § 32-1-1001(1)(f) for the establishment of recreational facilities, including leases, easements, and other interests in land for the preservation or conservation of sites, scenes, open space, and vistas of recreational, scientific, historic, aesthetic, or other public interest. "Interests in land", as used in this subsection, means any rights and interests in land less than the full fee interest, including, but not limited to, future interests, easements, covenants, and contractual rights. Every such interest in land when recorded shall be deemed to run with the land to which it pertains for the benefit of District and may be protected and enforced by such District in any court of general jurisdiction by any proceeding known at law or in equity.
- q. To have and exercise all rights and powers necessary or incidental to or implied from the specific powers granted to special districts by the Special Districts Act. Such specific powers will not be considered a limitation upon any power necessary or appropriate to carry out the purposes and intent of the Special Districts Act.

4.9 Resignations

A Director may resign at any time by giving written notice to the Board. The resignation will take effect at the date and time stated in the written notice, regardless whether the Board accepts the resignation. If no date or time is stated in the written notice, then the resignation will take effect at 11:59 pm on the day that the written notice is submitted.

4.10 Vacancies

A Director's office will automatically become vacant upon the occurrence of any one of the following events prior to the expiration of the Director's term of office:

- a. If, for any reason, a properly qualified person is not elected to a Director's office by the eligible electors as required at a regular election;

- b. If a person who was duly elected or appointed fails, neglects, or refuses to subscribe to an oath of office or a bond is not furnished by the District on behalf of such Director in accordance with the Special District Act;
- c. If a person who was duly elected or appointed submits a written resignation to the Board, as provided in Section 4.9 above;
- d. If the person who was duly elected or appointed ceases to be qualified for the office of Director;
- e. If a person who was duly elected or appointed is convicted of a felony;
- f. If a court of competent jurisdiction voids the election or appointment or removes the person duly elected or appointed for any cause whatsoever, but only after his/her right to appeal has been waived or exhausted;
- g. If the person who was duly elected or appointed fails to attend three consecutive regular meetings of the Board and the Board does not enter into the minutes an approval for an additional absence(s); except that such additional absence(s) will be excused for temporary mental or physical disability or illness; or
- h. If the person who was duly elected or appointed dies during the term of office.

Any Director vacancy will be filled by appointment by majority vote of the remaining Directors, the appointee to serve until the next regular Director election, at which time the vacancy will be filled by election for any remaining unexpired portion of the term. If, within sixty days of a vacancy, the Board fails, neglects, or refuses to appoint a Director from the pool of duly qualified, willing candidates, the Board of County Commissioners may appoint a Director to fill the vacancy. The remaining Directors do not lose their authority to make the appointment unless or until the Board of County Commissioners has actually made an appointment to fill the vacancy. All appointments must be evidenced by an appropriate entry in the minutes of the meeting, and the Board will cause a notice of appointment to be delivered to the person appointed. A duplicate of each notice of appointment, together with the mailing address of the person appointed, will be forwarded to the State Division of Local Government.

4.11 Compensation

Directors may receive compensation for their service as permitted pursuant to the Special District Act. Until all Directors are serving a term of office beginning after January 1, 2018, the annual compensation amount is capped at \$1,600 per year. Once all Directors are serving a term of office beginning after January 1, 2018, the annual compensation amount will be capped at \$2,400 per year, or such other maximum annual amount as is permitted by the Special District Act, as such amount may be revised from time to time. Notwithstanding anything herein to the contrary, Directors may not receive compensation in an amount greater than the threshold amount for gift reporting under Colorado's Open Meetings Law, as provided in Section 4.15(b) below.

Director compensation pursuant to this Section 4.11 is payable at \$100 per meeting actually attended by a Director, and will be paid semi-annually. Reimbursement of a Director's actual expenses incurred in the performance of his/her duties as a Director, such as mileage and out-of-pocket expenses, is not considered compensation.

Directors may elect to receive a Recreation Center membership pass as part of his/her annual compensation. The value of such individual Recreation Center membership pass will be deducted from the total annual compensation the Director is eligible to receive pursuant to this Section 4.11 and will be included as income on the Director's Form W-2. Directors are required to purchase tickets, pay admission or registration fees, or otherwise pay the regular rate for the Director's participation in any other District-sponsored events or activities.

4.12 Conflicts of Interest—Disclosure

A Director must disqualify himself/herself from voting on any issue in which the Director has a conflict of interest, unless the Director has disclosed such conflict in compliance with C.R.S. § 18-8-308. A potential conflict of interest exists when a Director owns or controls, directly or indirectly, an interest in a private company that does business with the District. Failing to disclose a potential conflict of interest as described in this Section 4.12 is a Class 2 misdemeanor. Violations of the standards of conduct set forth in Sections 4.13 and 4.14 below also may constitute a conflict of interest.

If a Director owns undeveloped land that constitutes at least 20% of the territory within the District, the Director must disclose this fact in accordance with C.R.S. § 18-8-308 before each Board meeting, and the fact of such disclosure must be entered in the minutes of such meeting. The term "undeveloped land" means real property that has not been subdivided or that has no improvements, excluding real property dedicated for park, recreation, or open space purposes.

4.13 Conflicts of Interest—Rules of Conduct and Ethical Guides

The holding of public office or employment is a public trust, and Directors and District employees owe a fiduciary duty to carry out their duties for the benefit of the people of the District and the State. Parts 1 and 2 of Article 18 of Title 24, C.R.S., set forth rules of conduct and ethical guides for Director and District employee conduct. A Director or District employee whose conduct departs from his/her fiduciary duty may be liable to the people of the state as trustee of property, and appropriate judicial proceedings may be brought on behalf of the people.

a. General Rules of Conduct for Directors

Proof beyond a reasonable doubt that a Director or District employee has committed any of the following acts is proof that the Director or District employee breached his/her fiduciary duty and the public trust:

- (1) Disclosing or using confidential information acquired in the course of his/her official duties in order to further substantially personal financial interests;

- (2) Accepting a gift of substantial value, or an economic benefit tantamount to a gift of substantial value, which would tend improperly to influence a reasonable person in his/her position to depart from the faithful and impartial performance of his/her duties, or which the Director or District employee knows or reasonably should know is primarily intended to reward him/her for official action he/she has taken;
- (3) Engaging in a substantial financial transaction for his/her private business purposes with a person whom the Director or District employee inspects or supervises in the course of his/her official duties;
- (4) Performing an official act directly and substantially affecting to its economic benefit a business or other undertaking in which the Director or District employee either has a substantial financial interest or is engaged as counsel, consultant, representative, or agent; or
- (5) Accepting goods or services for the Director's or District employee's personal benefit from a person who is providing goods or services to the District under a contract or other means by which the person receives payment or other compensation from the District, unless the totality of the circumstances indicates that the transaction is legitimate, the terms are fair to both parties, the transaction is supported by full and adequate consideration, and the Director or District employee does not receive any substantial benefit as a result of his/her District status that is not available to members of the general public.

For purposes of the above, an economic benefit tantamount to a gift of substantial value includes, without limitation:

- (1) A loan at a rate of interest substantially lower than the commercial rate then currently prevalent for similar loans and compensation received for private services rendered at a rate substantially exceeding the fair market value of such service; or
- (2) The acceptance of goods or services for the Director's or District employee's personal benefit from a person who is providing goods or services to the District under a contract or other means by which the person receives payment or other compensation from the District, unless the totality of the circumstances indicates that the transaction is legitimate, the terms are fair to both parties, the transaction is supported by full and adequate consideration, and the Director does not receive any substantial benefit as a result of his/her Director status that is not available to members of the general public.

For purposes of the above, the following are not gifts of substantial value or an economic benefit tantamount to a gift of substantial value:

- (1) Campaign contributions and contributions in kind reported as required by the Fair Campaign Practices Act;

- (2) An unsolicited item of trivial value;
- (3) A gift with a fair market value of fifty-nine dollars (\$59) or less that is given to the Director or District employee by a person other than a professional lobbyist, as such amount may be adjusted pursuant to Article XXIX of the Colorado Constitution;
- (4) An unsolicited token or award of appreciation in the form of a plaque, trophy, desk item, wall memento, or similar item;
- (5) Unsolicited informational material, publications, or subscriptions related to the performance of the Director's or District employee's official duties;
- (6) A gift given by an individual who is a relative or personal friend of the Director or District employee on a special occasion;
- (7) Payment of salary from employment, including other government employment, in addition to that earned from being a District Director or District employee;
- (8) A component of the compensation paid or other incentive given to the Director or District employee in the normal course of employment.

It is not a breach of fiduciary duty and the public trust for a Director or District employee to use local government facilities or equipment to communicate or correspond with constituents, family members, or business associates, or to accept or receive a benefit as an indirect consequence of transacting District business.

A Director who has a personal or private interest in any matter proposed or pending before the Board must disclose such interest to the Board and may not vote on the matter or attempt to influence the decisions of the other Directors; provided, however, that a Director may vote on a matter in which he/she has a personal or private interest if:

- (1) The Director's participation is necessary to obtain a quorum or to enable the Board to act;
- (2) The Director discloses the interest in writing to the Secretary of State and the Board, listing the amount of his/her financial interest, the purpose and duration of his/her services rendered, the compensation received for the services, and such other information as is necessary to describe his/her interest; and
- (3) At the time of voting on the matter, the Director states for the record the fact and summary nature of the interest.

b. Ethical Guides

Directors and District employees should comply with the following ethical guides in the performance of their public duties:

- (1) A Director or District employee should not acquire or hold an interest in any business or undertaking which he/she has reason to believe may be directly and substantially affected to its economic benefit by official action to be taken by the District.
- (2) A Director or District employee should not, within six months following the termination of his/her office, obtain employment in which he/she will take direct advantage, unavailable to others, of matters with which he/she was directly involved during his/her term of office.
- (3) A Director or District employee should not perform an official act directly and substantially affecting a business or other undertaking to its economic detriment when he/she has a substantial financial interest in a competing firm or undertaking.
- (4) A Director or District employee should not assist or enable members of his/her immediate family in obtaining employment, a gift of substantial value, or an economic benefit tantamount to a gift of substantial value from a person whom the Director or District employee is in a position to reward with official action or has rewarded with official action in the past.

4.14 Conflicts of Interest—Interest in Contracts

Directors and District employees must not be interested in any contract made by them in their official capacity or by the Board, and former District employees may not, within six months following the termination of their employment, contract with or be employed by an employer who contracts with the District involving matters with which the District employee was directly involved during his/her employment. Notwithstanding the foregoing:

- (1) "Be interested in" does not include holding a minority interest in a corporation; and
- (2) "Contract" does not include:
 - a. Contracts awarded to the lowest responsible bidder based on competitive bidding procedures;
 - b. Merchandise sold to the highest bidder at public auctions;
 - c. Investments or deposits in financial institutions that are in the business of loaning or receiving money;
 - d. A contract with an interested party if, because of geographic restrictions, the District could not otherwise reasonably afford the subject of the contract. It is presumed that the District could not otherwise reasonably afford the subject of the contract if the additional cost to the District is greater than 10% of the contract with the interested party, or if the contract is for services that must be

performed within a limited period of time and no other contractor can provide the services within that time period;

- e. A contract with respect to which the Director or District employee has disclosed a personal interest and has not voted thereon, or with respect to which the Director discloses the interest in writing to the Secretary of State and the Board of Directors, listing the amount of his/her financial interest, the purpose and duration of his/her services rendered, the compensation received for the services, and such other information as is necessary to describe his/her interest and at the time of voting on the matter, the Director states for the record the fact and summary nature of the interest.

In addition to the above, Directors must not be purchasers at any sale or vendors at any purchase made by them in their official capacity. Pursuant to State statute, every contract made in violation of this Section 4.14 is voidable by any party to the contract except the interested Director or District employee. A Director or District employee who knowingly commits an act prohibited by this Section 4.14 commits a Class 1 misdemeanor.

4.15 Gifts or Donations

a. By District

The Colorado Constitution prohibits the District from making a donation or grant to or in aid of a private individual or entity, except upon the determination of the Board that the donation or grant satisfies a valid public purpose related to the District's mission and service delivery. District support for the activities or events of other governmental entities is not prohibited; however, such support must be reasonably tied directly or indirectly to the purposes for which the District was organized.

b. To Directors

Colorado's Open Meetings Law requires holders of "public office" to disclose certain gifts, honoraria, and other benefits they receive in connection with their public service. The term "public office" does not include Directors receiving compensation less than the amount specified in the Open Meetings Law, as such amount may be amended from time to time. Currently, for Directors serving a term of office beginning prior to January 1, 2018, the threshold compensation amount is \$1,600 per year, and for Directors serving a term of office beginning after January 1, 2018, the threshold compensation amount is \$2,400 per year.

c. District-Sponsored Events

The District may from time to time sponsor community contests, tournaments, competitions, drawings, or other events for which the District offers a prize, award, or other winnings to one or more event winners. Directors may elect to participate in such events; however, Directors are not eligible to receive the prize, award, or other winnings. Further, while an Director's immediate family may participate in such events, the immediate family member is not

eligible to receive the prize, award, or other winnings unless the event is based on an individual's effort, skill, or achievement, as opposed to chance. The Director or immediate family member whose performance or selection would otherwise qualify him/her as an event winner forfeits any prize, award, or other winnings, which will be distributed to the next eligible event participant. "Immediate family member" is defined as the Director's spouse, partner in a civil union, parents, children, sisters, brothers, grandparents, grandchildren, mother- and father-in-law.

4.16 Employment and Volunteerism by Directors

a. Employees Elected to Director Position; Application for Employment by Director

State law prohibits a Director from also being a District employee. Accordingly, an employee must resign his/her employment upon being elected to a Director position. In addition, a Director is not eligible to apply for employment with the District. A Director must resign his/her position prior to applying for employment with the District.

b. Director Requests to Volunteer

Directors desiring to do so may request to volunteer to serve as District athletic coaches, at District events, or otherwise to fill volunteer positions available at the District, pursuant to the District's ordinary volunteer application process. In the event a Director is selected to volunteer for the District, a two-member committee of the Board will be established for purposes of addressing any personnel issues or other disputes that arise involving the Director and/or his/her volunteer service. Directors providing volunteer service to the District are subject to all District rules, policies, and procedures applicable to District volunteers. The Board may, at any time, remove a Director from his/her volunteer position if the Board determines that the volunteer service is or has become incompatible with the Director's duties as a member of the Board.

The District's workers' compensation insurance does not cover volunteers, including any volunteer who is also a District Director. Accordingly, any Director who volunteers for the District must rely on his/her individual health insurance in the event of any accident or injury arising from the volunteer service.

ARTICLE V. Meetings of the Board

5.1 Place of Meetings

The Board will meet regularly at a time and in a place or places to be designated by the Board. At its first regular meeting of each year, the Board must designate the time and place for all regular Board meetings for the year and at least three public places within the District where notice of the meetings will be posted, in addition to posting notice at the office of the Rio Blanco County Clerk and Recorder. Special meetings may be held as often as the District's needs may require, upon notice to each Director. A "study session" or "work session" constitutes a special meeting, and must comply with all requirements for conducting a special meeting under these Bylaws and state law. All special and regular meetings must be held at locations within the

District's boundaries, or within Rio Blanco County or in any other County so long as the meeting location does not exceed twenty miles from the District's boundaries. All official business of the Board will be conducted only during duly posted regular or special meetings at which a quorum is present.

The provisions of this Section 5.1 limiting the location of meetings will not apply if: a) the proposed change in location appears on the agenda of a regular or special meeting; and b) the Board adopts a resolution stating the reason for exceeding the meeting location limits set forth in this Section, and the date, time, and place of the meeting.

5.2 Notice of Meetings

Notice of the time and place designated for a regular meeting must be posted in at least three public places within the District's boundaries, and, in addition, one notice must be posted in the Rio Blanco County Clerk and Recorder office. The notice must remain posted through the date and time of the meeting, and must be changed if the time or place of the meeting is changed.

Special meetings may be called by any Director by informing the other Directors of the date, time, and place of the special meeting, and the purpose for which it is called, and by posting a notice in the manner provided in this Section 5.2 at least 72 hours before the meeting.

The notice of any regular or special meeting must include specific agenda information where possible, and must include a specific notice of the undertaking of any of the following acts:

- a. A final determination to issue or refund general obligation indebtedness;
- b. Consolidation of the District;
- c. Dissolution of the District;
- d. Filing a plan for adjustment of debt under federal bankruptcy law;
- e. Entering a private contract with a Director; or
- f. Not making a scheduled bond payment.

In addition to the notice requirements for regular and special Board meetings, notice also must be given of all meetings or gatherings of a quorum of the Board at which any topic that may bear upon the Board's consideration of a matter is anticipated to be discussed, or at which formal action may be taken. This notice must be posted in accordance with this Section 5.2 no less than 72 hours before the meeting.

The District will keep a list of all persons requesting notice of meetings, and provide reasonable advance notice to such persons. A person requesting such notice will remain on the list for two years.

5.3 Waiver of Meetings

The annual notice posted in conformance with Section 5.1 above constitutes formal notice of regular Board meetings to Directors and no other notice of regular Board meetings is required to be given to the Directors. Special meeting notices must be provided to each Director when the same are publicly posted. A Director may waive notice of any meeting of the Board or any committee in a writing given either before, at, or after the meeting; his/her waiver shall be deemed the equivalent of giving notice to the Director. The Director's presence at a meeting constitutes waiver of notice of that meeting unless the Director attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened. Notwithstanding the foregoing, Directors may not waive the public posting of the notice of a regular or special meeting required by state law.

5.4 Board Member Attendance and Absences

A Director who expects to be absent from a regular or special meeting of the Board should notify the Board President or Executive Director of the expected absence as early as is reasonably practicable in advance of the Board meeting. The Board will vote, in its discretion on a case-by-case basis, whether to excuse the absence of a Director as approved, and the vote of the Board will be entered into the minutes of the meeting. Pursuant to the Special District Act and Section 4.10 above, following three consecutive unexcused absences from regular meetings of the Board, a Director's Board position will automatically be deemed vacant, unless the absences are for reasons of temporary mental or physical disability or illness.

Directors may participate in regular or special meetings of the Board by means of telephone, video conference, or other similar electronic means, provided that all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. Directors who anticipate remote participation at a meeting of the Board pursuant to this Section 5.4 should notify the Board of Directors and Executive Staff as early as is reasonably practicable in advance of the Board meeting, and assist Executive Staff in making arrangements for the delivery of the agenda, the Board packet, and any materials to be distributed at the meeting.

5.5 Public Meetings and Executive Sessions

Regular and special meetings of the Board, and any Board committee meetings where three or more Directors are present and any topic that may bear upon the Board's consideration of a matter is anticipated to be discussed, or at which formal action may be taken, are open to the public and subject to the Colorado Open Meetings Law, pursuant to C.R.S. § 24-6-401 *et seq.*, as may be amended from time to time.

By an affirmative vote of two-thirds of the quorum present, the Board may recess a public meeting to an executive session to discuss contract negotiations, personnel matters, receive advice of legal counsel, and/or for any other purpose allowed by the Colorado Open Meetings Act, but in no case will the Board take action on any matter during the executive session. Executive sessions must be electronically recorded, except where the District's legal counsel certifies on the record that the executive sessions constitutes a privileged attorney-client communication. Electronic

recordings are not available to the public, except upon application to and order by the District Court pursuant to the procedures described in the Colorado Open Meetings Law. Pursuant to the Colorado Open Meetings Law, the electronic recording of an executive session must be retained for 90 days from the date of the executive session. Unless a majority of the Board votes otherwise, the electronic recording of an executive session will be destroyed on the 91st day following the executive session.

5.6 Board Meeting Agendas

Any Board member desiring to place a matter on the agenda for a regular or special meeting should notify the Executive Director at least four days prior to the meeting, if practicable, in order to accommodate the time required for posting meeting notices as provided in Section 5.2 above. At every meeting, the Board may approve the agenda as presented, or may amend the agenda to add additional agenda items, to reorder the Board's consideration of the agenda items, or to remove any agenda item, including any agenda item previously requested by a Board member pursuant to this Section 5.5.

5.7 Public Comment

The public will be given an opportunity to offer comments at any meeting of the Board open to the public pursuant to Section 5.4 above. The Board will determine the time period to be set aside for public comment, which will be noted on the agenda of the meeting, and may establish reasonable procedures for public comment in order to promote the orderly and effective use of Board meeting time. In addition to any other procedures established by the Board pursuant to this Section 5.6, all comments offered during the public comment period are subject to the following:

- a. Each person will have five minutes to make his/her remarks. Each person may speak only once during public comment.
- b. Speakers must begin their remarks by stating their name and address.
- c. Speakers must direct their comments to the Board and address the Board as a whole. Speakers must not direct their comments to the audience or to individual Directors. Discussions between speakers and members of the audience will not be allowed.
- d. Public comment is not intended to require the Board to answer any impromptu questions or to accept written remarks or supporting documents. The Board will advise speakers who wish to submit questions, written remarks, or supporting documents on the appropriate procedure for doing so.
- e. Speakers must be courteous in their language, presentation, and remarks. Speakers must refrain from personal attacks, the use of profanity, and other inappropriate conduct. Speakers who do not follow these requirement may be removed from the meeting.
- f. Only one speaker will be acknowledged at a time.

Directors will not engage in discussion or other discourse regarding a matter with the speaker, general public, or each other during public comment; provided, however, that a Director may ask for clarification. If a matter raised during public comment requires further follow-up, the Board will advise the speaker on the appropriate staff member to contact. Members of the public who wish to have a specific matter placed on the meeting agenda for discussion must contact the District at the telephone number listed on the notice of meeting and make such request. The Board and/or District staff will determine, in its sole discretion, whether the matter will be placed on the meeting agenda.

5.8 Quorum

A "quorum" means more than one-half (1/2) of the number of Directors serving on the Board. Vacancies are not counted for purpose of determining whether a quorum is present.

5.9 Committees

The Board may from time to time, by motion or resolution of a majority of the Board, appoint one or more Directors to serve on one or more committees. The Board will define the purpose and scope of each committee. No committee may act independently of or in lieu of the Board. Unless authority to perform a duty is expressly delegated by the Board to a committee, committee motions and recommendations are advisory to the Board and do not commit the District to any policy, act, or expenditure; nor may any committee direct the Executive Director or any other District member to perform tasks unless authorized by the Board. The committee chair is authorized to schedule committee meetings as deemed necessary and to preside at the meetings.

5.10 Record of Meetings

The public portions of all Board meetings will be electronically recorded to assist the Recording Secretary in preparing proposed minutes of such meetings for Board consideration. The electronic recording of the public portions of a Board meeting will be destroyed immediately upon the Board's approval of the official minutes, unless an affirmative vote of the majority of the Board directs otherwise as to a particular recording.

5.11 Procedure

To the extent practicable, and in the absence of a rule governing a point of procedure, the Board will follow the latest edition of *Roberts' Rules of Order*. Failure of the Board to abide by any provision of *Roberts' Rules of Order* will not invalidate any Board action otherwise taken in compliance with state law. Notwithstanding the foregoing, the following actions may be taken despite any provision of *Roberts' Rules of Order* to the contrary:

- a. The Chairperson may vote on any motion or resolution brought before the Board (unless prohibited from voting by any federal or state law); and
- b. The Chairperson may make any motion or initiate action on any proposed resolution.

5.12 Emergency Meetings

An emergency meeting may be called in the event of an emergency that requires the immediate action of the Board in order for the District to carry out its statutory duties and provide services to the citizens and property within its jurisdiction. At an emergency meeting, the Board, by affirmative majority vote, may take any action that is within the express and implied powers of the Board to carry out its statutory duties and provide services to the citizens and property within the District's jurisdiction; provided however, any action taken at an emergency meeting is effective only until the first to occur of (a) the next regular meeting or (b) the next special meeting of the Board at which the emergency issue is on the public notice of the meeting. At such subsequent meeting, the Board may ratify any emergency action taken. If any emergency action taken is not ratified, then it shall be deemed rescinded.

5.13 Communications Between the Board and District Staff

The Board strongly supports, and is committed to, open communication with the staff and the public; however, this commitment cannot undermine the relationship between staff and management, or the ability of management and the Executive Director to perform their duties. Accordingly, the Board has adopted an Employee Handbook setting forth detailed procedures for staff members who are concerned about a District matter to resolve the concern through the management chain. Directors who are approached by staff members regarding a District concern must refer the staff member to the procedures in the Employee Handbook.

It is inappropriate for a staff member to attempt to circumvent the procedures set forth in the Employee Handbook by bringing a District matter to the Board under the claim that he/she is acting as a "citizen" rather than as an "employee". Certainly, each staff member also is a citizen. However, it would be very rare for a staff member to have a matter of public concern that is so removed from his/her status as a District employee that it would be appropriate to bring the matter directly to the Board or an individual Director as a "citizen" rather than as a staff member. Accordingly, Directors must review any such action carefully to ensure that the member is not attempting to circumvent the above procedures.

ARTICLE VI **Officers**

6.1. Officers

The officers of the Board are a President, Vice-President, Treasurer, and Secretary.

6.2. Election

The election of officers will be held at the first regular meeting of the Board after the regular May election of directors is certified. An election of officers also may be called at any time by the affirmative vote of two-thirds of the Directors holding office at the time the vote is taken. If an officer vacancy occurs, the Directors will elect a new officer as soon as practicable. Any Director may nominate any other Director for office. Any nominee may decline a nomination. Upon nomination, each office may be filled by secret ballot, roll call vote, or voice vote.

6.3. Qualifications

All Board officers must be Directors of the District.

6.4. Responsibility of President

Unless otherwise specified by a majority of the Board, the President will execute all contracts or agreements on behalf of the District. Contracts or agreements also may be signed by other officers delegated that responsibility by the Board, or by the Vice President in the absence of the President. The President will perform such other duties as may be necessary incident to performing the responsibilities of his/her office and as delegated by the Board from time to time. The President will serve as Chairperson at all meetings at which the President is in attendance.

6.5. Responsibility of Vice President

If the President resigns, or is removed, absent, or disabled, the Vice President will perform the President's duties. The Vice President also will perform such other duties as may be necessary incident to performing the responsibilities of his/her office and as delegated by the Board from time to time. If the President is absent from a meeting, or is disqualified from participating in an agenda item, the Vice President will perform the duties of the Chairperson.

6.6. Responsibilities of Treasurer

The Treasurer will keep strict and accurate accounts of all money received by and disbursed on behalf of the District in permanent records. The Treasurer will file with the Clerk of the Court, at the expense of the District, a corporate fidelity bond in an amount determined by the Board, but not less than \$5,000 or such amount as may be required by C.R.S § 32-1-902(2), conditional on the faithful performance of the duties of the Treasurer's office. The Board may delegate to Executive Staff the responsibility for ensuring that the Treasurer's bond is filed as required by law. The Treasurer will be the principal financial officer of the District, and may call upon the Executive Director and District staff, or utilize the services of the District's accountants and/or bookkeeper, to assist with the Treasurer's performance of his/her duties. The Treasurer will perform such other duties as may be necessary incident to performing the responsibilities of his/her office and as delegated by the Board from time to time, and will make such reports to it as may be required by the Board. If the President and Vice President are absent from a meeting, or are disqualified from participating in an agenda item, the Treasurer will perform the duties of the Chairperson.

6.7. Responsibility of Secretary

The Board will adopt a seal, and the Secretary will keep, in a well-bound book, or in a visual text format that may be transmitted electronically, a record of all of its proceedings, minutes of all meetings, certificates, contracts, agreements, bonds given by employees, and all corporate acts, which will be open to inspection of all electors, as well as to all other interested parties. The Secretary will be the principal administrative officer of the District, and may call upon the Executive Director and District staff to assist with the Secretary's performance of his/her administrative duties. The Secretary will attest to contracts or agreements signed by the President or other District officers. In the Secretary's absence, another District officer may attest to contracts or agreements signed by the President or other officers; provided that, no officer may both sign

and attest the same contract or agreement. The Secretary will perform such other duties as may be necessary incident to performing the responsibilities of his/her office and as delegated by the Board from time to time, and, upon request of the Board, will make such reports to it as may be required by the Board.

6.8. Acting Officers

A majority of the Board may appoint a Director to serve in an acting position for any other officer who is temporarily unable or unwilling to serve. An acting officer will perform the duties of the office to which the appointment is made and such other duties as the Board may delegate.

ARTICLE VII Certain Financial and Other Matters

7.1 Fiscal Year

The District's fiscal year begins on January 1st and ends on December 31st of each year.

7.2 Bank Accounts

District moneys must be deposited in the name and to the credit of the District in such bank(s) or trust company(ies) as are authorized by law to hold such public funds. The Board, by appropriate motion or resolution, must identify the individuals authorized to withdraw funds. Notes and commercial paper, when authorized by the Board, must be signed in the name of the District by such officer(s) or agent(s) as are authorized by the Board from time to time.

7.3 Books and Records

The District must keep correct and complete books and records of account and must keep minutes of the proceedings of its Board and any committees thereof. The District must keep, at its principal place of business, a record of the names and addresses of the Directors. All such books and records of the District may be inspected upon reasonable notice during normal business hours.

7.4 Governing and Operating Procedures

The Board has adopted an Employee Handbook, Fiscal Policies, and Investment Policy ("***Governing Procedures***") setting forth the rules, policies, and procedures of the District. The Board may modify, amend, or restate the Governing Procedures, or any portion thereof, at any regular or special meeting upon the affirmative majority vote of the Board.

The Executive Director may adopt, without Board approval, Standard Operating Procedures, Administrative Policies, and/or other procedures (collectively, "***Operating Procedures***") to implement the day-to-day administration and operations of the District. The Operating Procedures shall not conflict with the Governing Procedures adopted by the Board. In the event of any conflict between the Operating Procedures and the Governing Procedures, the Governing Procedures shall control.

ARTICLE VIII
Amendments

A majority of the Board may amend, supplement, restate, or repeal these Bylaws or adopt new Bylaws at any regular or special Board meeting.

ARTICLE IX
Indemnification

The District will indemnify its Directors, employees, and volunteers to the extent required under the Colorado Governmental Immunity Act, C.R.S. § 24-10-101, *et seq.* After evaluation and upon a finding that indemnification is appropriate and in the best interests of the District, the Board may adopt a written resolution whereby it agrees to provide indemnification beyond the requirements of the Colorado Governmental Immunity Act.

ARTICLE X
Miscellaneous

10.1 Savings Clause

The invalidity or unenforceability of any particular provision of these Bylaws shall not affect the other provisions herein, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision was omitted.

10.2 Governing Law

These Bylaws shall be governed by and construed in accordance with the laws of the State of Colorado. Reference to a specific statute shall include any amendments thereto.

VERIFICATION

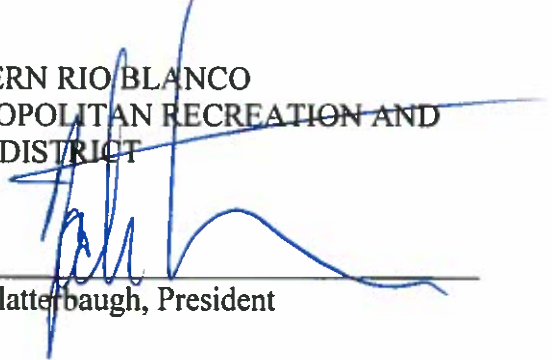
The undersigned, being the President and Secretary of the District, verify that the foregoing is a true and accurate copy of the Bylaws of the Board, which were adopted at a meeting of the Board held on the 12th day of December, 2017.

ATTEST:

EASTERN RIO BLANCO
METROPOLITAN RECREATION AND
PARK DISTRICT



Kris Arcolesse, Secretary



Zach Clatterbaugh, President