

## **SECOND AMENDED BYLAWS OF THE SOUTHWEST COLORADO COUNCIL OF GOVERNMENTS**

### **ARTICLE I Adoption and Effect**

These Second Amended Bylaws shall become effective upon the adoption thereof by a two-thirds majority of the voting representatives of the Southwest Colorado Council of Governments (hereinafter, the "SWCCOG" or "Board") (a separate governmental entity formed by intergovernmental agreement pursuant to Article XIV, Section 18 of the Colorado Constitution and Section 29-1-201 et seq., Colorado Revised Statutes) at any regular meeting, and according to the procedure established for voting by the Articles of Association ("Articles") and shall not be construed to operate in contravention of any provision of said Articles, or of the Intergovernmental Agreement for The Southwest Colorado Council of Governments ("SWCCOG Member IGA"). Any provision herein determined to be contrary to or in violation of said Articles or SWCCOG Member IGA shall be null, void, and of no effect.

The SWCCOG is an "association" formed by the Member Jurisdictions, as defined below, pursuant to C.R.S. §§ 29-1-401 and 402.

### **ARTICLE II Representatives of Member Jurisdictions, Term, Voting, Conflicts of Interest, Vacancies, Quorum, Compensation**

#### **1. Representatives**

A "Member Jurisdiction" is a city, county or town in the five county area served by SWCCOG that has a current executed SWCCOG IGA. Each Member Jurisdiction shall be entitled to a voting representative on the SWCCOG Board of Directors as set forth in these Bylaws. A Member Jurisdiction shall appoint a representative and alternate to the SWCCOG. The Southern Ute and Ute Mountain Ute Tribes, as "Affiliate Members" of the SWCCOG, shall each be entitled to appoint one non-voting representative.

#### **2. Term**

Unless sooner replaced by the appointing Member Jurisdiction, the term of each representative and alternate representative shall be two years and shall commence at the first regular SWCCOG meeting held in January.

#### **3. Allocation of Voting Rights**

A Member Jurisdiction's representative shall be entitled to one (1) vote on all matters that may be cast by the representative or alternate representative if the representative is absent. Affiliate Members' representatives are not entitled to vote.

#### **4. Conflict of Interest**

No representative to the Board or alternate representative nor any immediate member of the family of any such representative shall acquire or have any interest, direct or indirect, in (a) any property or property acquired, held, leased or sold by the SWCCOG: or (b) any entity with whom the SWCCOG has contracted with to plan, finance, construct, reconstruct, repair, maintain, manage or operate any property, project or program related to the SWCCOG. If any representative or alternate representative has such an interest, whether direct or indirect, he or she shall immediately disclose the same to the Board, and such disclosure shall be entered upon the minutes of the Board. Upon such disclosure, such representative shall not participate in any action by the Board affecting the project, property, or contract unless the Board determines that, in light of such personal interest, the participation of such member in any such act would not be contrary to the public interest, and that such action is authorized by applicable Colorado law regarding conflicts of interest, public trust and fiduciary duty.

#### **5. Vacancies**

If any SWCCOG representative shall cease to hold office on the governing board or cease to hold his or her appointed position of its Member Jurisdiction, a vacancy shall exist and the appointing Member Jurisdiction shall fill the vacancy and such appointee shall serve until the expiration of the original representative's term.

#### **6. Quorum**

A quorum shall consist of at least one half plus one of the total number of voting representatives. Any representative may attend a meeting of the Board in person, or by remote, electronic or telephonic communication methods provided the representative may hear and be heard by others attending the meeting.

#### **7. Proxy Voting**

Proxy voting is not permitted.

#### **8. Vote**

A simple majority of votes cast at any meeting shall be required to adopt any matter before the SWCCOG or by any duly authorized SWCCOG Committee, except as otherwise provided herein.

#### **9. Compensation**

No representative shall receive any pay or other compensation from the SWCCOG for acting as such, except that a representative may be reimbursed for expenses incurred on behalf of the SWCCOG upon approval of a majority of the representatives.

## **ARTICLE III Officers**

### **1. Officers**

The SWCCOG will elect a Chair, Vice Chair and Secretary-Treasurer from among its representatives. No representative may be an officer unless its Member Jurisdiction has a current SWCCOG Member IGA.

A. **Chair:** The Chair shall preside at all meetings of the SWCCOG and shall be the chief officer of the SWCCOG. The Chair will only be able to vote in the event of a tie. The governmental entity that appointed the person named Chair will be able to appoint an additional voting representative to the SWCCOG. The Chair may serve successive 1 year terms as voted upon by the representatives.

B. **Vice Chair:** The Vice Chair shall exercise the functions of the Chairman in the Chair's absence or incapacity.

C. **Secretary-Treasurer:** The secretary shall (i) cause to be kept the official minutes of the proceedings of the Board and any committees of the SWCCOG, (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, and (iii) shall perform such other duties as may be consistent with his or her office or as may be required by the Chair.

### **2. Election of Officers:**

Officers shall be elected by a simple majority of the voting representatives of the SWCCOG making up a quorum. Officers shall serve for a term of one (1) year from the date of their election, unless they cease to be a representative before that time. Officers may be elected to successive 1 year terms as voted on by the representatives

### **Duties and Powers of Officers**

A. The Officers of the Board shall also comprise the Executive Committee. The Executive Committee shall have all of the powers and duties which may lawfully be assigned to it by the Board of Directors and it shall be permitted to function, in its discretion, between Board meetings and while the Board is not in session. Meetings of the Executive Committee may be called by any member of the Executive Committee and the conduct of such meeting shall comply with the Colorado Open Meetings Law. The Executive Committee is authorized, subject to further order of the Board of Directors, to oversee the following business and affairs of the SWCCOG and to direct and supervise professional staff and the specific powers to do the following:

1. Develop specific policies regarding the employment of and job related duties for employees of the SWCCOG and directly supervise the performance and activities of such employees except that any recommendation as to the hiring, firing, suspension, or demotion of an Executive Director must be referred to the Board of Directors for decision. Members of the Board of Directors who have substantive issues or concerns

with respect to the supervision, performance or acts of any employees shall direct all inquiries to the Executive Committee.

2. Develop specific policies regarding the general day-to-day operations of the SWCCOG.

3. Advise staff on correspondence, administrative policy, operational decisions that need to occur before the next regularly scheduled Board meeting. Conduct follow-up work on Board decisions and discussions and other matters as appropriate to provide staff guidance consistent with the decisions of the Board.

4. The powers provided to the Executive Committee have been granted to facilitate the regular and day-to-day operations of the SWCCOG. However, the power to make major or substantial decisions regarding the operation of the SWCCOG is reserved to the Board of Directors. The Executive Committee shall not be empowered except through the Board's adoption of a separate resolution, to make any decisions on behalf of the SWCCOG that are out of the ordinary course of its business, including, but not limited to, the following:

- a) Amending these Bylaws or the SWCCOG's Articles of Association;
- b) Removing or appointing a representative or officer from office or to a committee;
- c) Fixing compensation, hiring or removing an employee, contractor or agent;
- d) Obligating the SWCCOG to any new debt or financial obligations;
- e) Entering into a multi-year financial obligation;
- f) Selling, transferring, or acquiring a major asset;
- g) Taking any action that is inconsistent or conflicts with the policies, resolutions, or the expressed wishes of the Board.

B. The Chair may be authorized by the Board to finalize and execute contracts and other documents.

C. The Secretary-Treasurer shall review all bills and shall authorize their payment in accordance with the direction of the Board. The Secretary-Treasurer shall regularly review and approve financial reports and see that they are forwarded to the Board.

D. Any use of the authority of the Executive Committee shall require all officers to be properly notified in advance of the meeting, require at least 2 officers participating in the meeting, and require at least 2 affirmative votes. The Chairman may vote in Executive Committee meetings.

E. All decisions of the Executive Committee shall be reported at the following Board meeting.

#### **4. Removal, Resignations and Vacancies of Officers**

Any Officer elected by the Board may be removed at any time by the Board by a two-thirds vote. Any Officer may resign at any time by giving written notice of the Officer's resignation to the Chair or to the Secretary-Treasurer, and acceptance of such resignation shall not be necessary to make it effective unless the notice so provides. Any vacancy occurring in any Officer position, the election to which is made by the Board, shall be filled by the Board for the unexpired portion of the term.

### **ARTICLE IV Annual Dues Assessment Policies**

#### **1. Dues Assessment**

The Board may decide upon an annual dues assessment for services. In recognition of the mandatory nature of regional delivery of many of SWCCOG's services and the matching fund requirements for these services, the SWCCOG shall establish dues assessment policies that serve to ensure the equitable distribution of its member jurisdiction assessment obligations.

### **ARTICLE V Financial Management**

#### **1. Annual Budget**

The SWCCOG budget and fiscal year will follow the calendar year. Each year by September 1st, the Chairman shall submit, to the SWCCOG an estimate of the budget required for the operation of the SWCCOG during the ensuing calendar year. The SWCCOG will adopt their budget by December 15th of each calendar year.

#### **2. Funding Sources**

The SWCCOG is specifically empowered to contract or otherwise participate in and to accept grants, funds, gifts or services from any Federal, State or local government or its agencies or instrumentality thereof, and from private and civic sources, and to expend funds received there from, under provisions as may be required of and agreed to by the SWCCOG, in connection with any program or purpose for which the SWCCOG exists.

#### **3. Accounting**

The SWCCOG shall comply with the Local Government Budget Law of Colorado, Colo. Rev. Stat. § 29-1-101 *et seq.*, the Colorado Local Government Audit Law, Colo. Rev. Stat. § 29-1-601 and Colorado Local Government Uniform Accounting Law, Colo. Rev. Stat. § 29-1-501 *et seq.* and shall establish financial policies and arrange for a systematic and continuous record of its financial affairs and transactions. The SWCCOG will obtain a third party review of its financial transactions and expenditures comply with state and federal audit law and generally accepted accounting principles.

**ARTICLE VI  
Amendment**

These Bylaws may be amended by 2/3 majority vote of the quorum of representatives, acting by resolution, in either regular or special session.

**ARTICLE VII  
Rules of Order**

Except as otherwise limited by State law and these Bylaws, Robert's Rules of Order shall prevail for the conduct of business of the SWCCOG.

**ARTICLE VIII  
Meetings**

**1. Regular Meetings**

The regular meetings of the Board shall occur at a date, time and place fixed by the Board. SWCCOG representatives shall meet at least quarterly and at such other times as the Chair may direct. All Board and committee meetings shall be open to the public and comply with the Colorado Open Meetings Law, C.R.S. 24-6-401 et seq, or any successor statute thereto. Executive sessions may be held in compliance with the Colorado Open Meetings Law, or any successor statute thereto.

**2. Special Meetings**

Special meetings may be called by the Chair or a majority of the Executive Committee Members or with a request made by a majority of the representatives.

**3. Public Notice of Meetings**

Public notices of meetings will be posted at the La Plata County Courthouse and shall otherwise comply with the Colorado Open Meetings Law.

**ARTICLE IX  
Committees**

**1. Executive Committee**

The Executive Committee shall be comprised of the Chair, Vice Chair and Secretary-Treasurer.

## **2. Advisory Committees**

The Board or Executive Committee may create such standing or ad hoc committees as it deems necessary or appropriate in order to carry out the affairs of SWCCOG. Official voting committee members shall only be comprised of members of the SWCCOG. The Board may abolish, as appropriate, any standing or ad hoc committee. In addition, to those specific powers and duties assigned by the Board at the time of the creation, committees shall render advice and make recommendation to the Board in fulfillment of the committee's purpose, provide oral or written reports to the Board and prepare such additional reports as may be requested by the Board from time to time, study their own structures, purposes and direction and make recommendation relating to such to the Board and, when possible, attend or have a representative attend Board meetings. Committees shall act in an advisory capacity to the Board and shall not have the authority to enter into contracts or otherwise legally bind the SWCCOG.

## **ARTICLE X Immunity, Indemnification, and Insurance**

The SWCCOG is an "instrumentality of its member political subdivisions" and, as such shall enjoy, the immunities, rights, benefits, protection, or other provisions of the Colorado Governmental Immunity Act, Section 24-10-101, et. seq., Colo. Rev. Stat., as now or hereafter amended, or any other applicable sovereign or governmental immunity. The SWCCOG shall be liable for all matters set forth in Section 24-10-110, Colo. Rev. Stat. with respect to the costs of defense and the payment of all judgments and settlements of claims against it, its Representatives, Officers, employees, servants or authorized volunteers.

The Representatives, Officers, employees, servants or authorized volunteers of the SWCCOG should use ordinary care and reasonable diligence in the exercise of their powers, and in the performance of their duties hereunder. Representatives, Officers, employees, servants or authorized volunteers of the SWCCOG shall not be liable for any mistake of judgment or other action made, taken or omitted by them in good faith; nor for any action taken or omitted by any agent, employee or independent contractor selected with reasonable care. No Representative, Officer, employee, servant or authorized volunteer shall be liable for any action taken or omitted by any other Representative, Officer, employee, servant or authorized volunteer.

SWCCOG shall purchase and maintain at all times an adequate policy of public entity liability insurance on behalf of any and all of its present or former Representatives, Officers, employees, servants or authorized volunteers which insurance shall at the minimum provide the amount of coverage described in C.R.S. § 24-10-115(1), including errors and omissions coverage. The SWCCOG may purchase such additional insurance as the Board deems prudent.

The SWCCOG's Representatives, Officers, employees, servants or authorized volunteers acting within the scope of their employment and during the scope of his or her duties shall be indemnified pursuant to C.R.S. § 24-10-110. The SWCCOG may also in its discretion make payments of reasonable costs and expenses, including reasonable liability expenses and attorneys' fees, that are incurred by Representatives, Officers, employees, servants or authorized volunteers of the SWCCOG, pending a final disposition of a proceeding against

them and a final determination of that person's eligibility for indemnification, but such person shall have in place a suitable contractual arrangement requiring any such payment or reimbursement to be repaid to SWCCOG if it is ultimately determined that his or her action was not made, taken, or omitted in good faith or was not within the scope of his or her authority.

**ARTICLE XI  
Principal Office**

The central communications address and headquarters of the SWCCOG for the purpose of notice, record keeping and communications shall be at 295A Girard St. Durango, CO., The SWCCOG Board may relocate the SWCCOG headquarters and change the address, as it deems fit.

**Amended by SWCCOG Board on June 1, 2012:**

Attest: Tom Jennerell Date: 6/19/12

**Tom Jennerell, SWCCOG Chair**