

**ARTESIA FIRE PROTECTION**  
**DISTRICT BYLAWS**

Adopted April \_\_, 2023

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# **BYLAWS OF ARTESIA FIRE PROTECTION DISTRICT**

## **ARTICLE I. OFFICES**

### **1.1 Principal Office**

The principal office of the Artesia Fire Protection District ("District") shall be located at 301 Stegosaurus Street, Dinosaur, Colorado 81610 or at such other location within the service area of the District in the State of Colorado, as may be designated by resolution of the Board of Directors. The District may have other offices and places of business within its service area as shall be determined by the Board of Directors.

## **ARTICLE II. ELECTIONS**

### **2.1 Time for Holding Elections**

Regular special district elections for the position of Director, and for such other issues as the Board of Directors may deem appropriate, shall be held on the first Tuesday following the first Monday of May in every numbered year. Special elections may be held on the first Tuesday after the first Monday in February, May, October, or December of any year, on the first Tuesday after the first Monday in November 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. Ballot issue (TABOR) elections may be held only in a State general election, biennial special district regular election (as a mail ballot election only), or on the first Tuesday in November of odd-numbered years.

### **2.2 Persons Entitled to Vote at Special Elections**

No person shall be permitted to vote in an election unless that person is an eligible elector as defined in Section 32-1-103(5)(a), C.R.S., as may be amended from time to time.

### **2.3 Conduct of Elections**

All November elections in which the eligible electors of the District are the same as or its boundaries overlap with those of other jurisdictions shall be coordinated elections, unless the election is to be conducted as an independent mail ballot election. For all coordinated elections, the County Clerk and Recorder shall be the coordinating election official. At least 70 days prior to the scheduled coordinated election, the District shall enter into an Intergovernmental Agreement with the County Clerk and Recorder for the conduct of the elections.

The Board shall appoint a designated election official to conduct non-coordinated elections and to assist in the conduct of coordinated elections. The District may conduct an election by mail ballot after first obtaining approval from the Secretary of State of a written plan for conducting the mail ballot election. The designated election official shall not be a Board member in any election in which the Board member is a candidate.

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 shall govern the conduct of all regular and special elections of the District and shall 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.

## **2.4 Election and Recall of Directors**

Directors shall be elected by the eligible electors of the District at any regular or special district election. Any Director elected to the District Board who has held office for at least six (6) months during his/her current term may be recalled from office by the eligible electors of the District. 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 shall be filed in the District Court for Moffat County. Any recall shall be governed by the provisions of Part 1 of Article 12 of Title 1, C.R.S.

# **ARTICLE III. ORGANIZATION OF THE BOARD**

## **3.1 Board of Directors**

The Board of Directors is the governing body of the Artesia Fire Protection District and shall be responsible for all aspects of the administration, operations, finances, and policies of the District. An individual Director(s) shall not commit the District to any policy, act, agreement, or expenditure without specific Board authority and direction.

The Board can act only through a majority vote of the Board members. Individual Board members have no power or authority to take any action or make any statement on behalf of the Board or the District. Individual Board members do not have the power or authority to direct District employees to take any action. Individual Board members shall not give directions to the Fire Chief or other District employees except as specifically authorized by a majority vote of the Board members. To foster an effective and efficient line of communication between Chief Staff and the Board, communications between the Board, or individual Board members, and Chief Staff shall be directed to the Fire Chief, unless otherwise determined by a majority vote of the Board members.

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

Board member's opinions understand that the Board member is expressing his/her personal opinion and is not authorized to express, and is not expressing, the opinion or position of the Board.

## **3.2 Director Conduct**

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

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

- c. Meeting the needs of the District's constituents should be the primary purpose of each Director;
- d. The primary responsibility of the Board of Directors is the formulation and evaluation of policy for the District; day-to-day operations of the District should be left to the Fire Chief;
- 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 should 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 shall 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 should work together in a collaborative process to assist each other in conducting the District's affairs. 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;
- i. Directors shall at all times conduct themselves with courtesy to each other, Chief Staff, District members and to the public present at Board meetings.

### **3.3 Oath and Bond of Directors**

Each Director, within thirty (30) days after his/her election, except for good cause shown, shall 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 person authorized to administer oaths in the State of Colorado, or the Chairman of the Board, and shall be filed with the Clerk of the Moffat County District Court and the Colorado Division of Local Government. At the time of filing the oath, there also shall 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. If any Director fails to take the oath or furnish the requisite bond in the period allowed, except for good cause shown, his/her office shall be deemed vacant, and the vacancy created shall be filled in the same manner as other vacancies in the office of Director.

### **3.4 Number**

The Board of Directors shall consist of five (5) members.

### **3.5 Term**

The term of office for an elected Director shall be four (4) years, unless modified or eliminated by the District's eligible electors. The term of a Director appointed by the Board to fill a vacancy shall run only until the next regular special district election, at which time the vacancy shall be filled by election.

### **3.6 Qualifications**

To qualify as a Director at the time of election and throughout the Director's term of office, a person must be an eligible elector of the District, which is defined as a person who is a registered voter of Colorado and is either: 1) a resident of the District for not less than 30 days; or 2) the owner (or spouse of the owner) of taxable real or personal property situated in the District; or 3) a person obligated to pay taxes under contract to purchase taxable property.

### **3.7 Performance of Duties**

A Director shall perform his/her duties as a Director, including his/her duties as a member of any committee of the Board of Directors upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of the District, 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.

### **3.8 Powers of the Board**

The business and affairs of the District shall be managed by the Board of Directors. For and on behalf of the District, the Board of Directors shall have 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 affairs of the District, 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 shall be published for bids on all construction contracts for work or materials, or both, involving an expense of \$25,000 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, shall be entered into between the District and a member of the Board of Directors unless a notice has been published for bids and such member 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 moneys of the District in accordance with C.R.S. 24-75-101 et seq;
- f. To acquire, dispose of, and encumber real and personal property including, without limitation, rights and interests in property, leases, and easements necessary to the functions or the operation of the District; except that the Board shall not pay more than fair market value and reasonable settlement costs for any interest in real property and shall not pay for any interest in real

property which 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 C.R.S. 32-1-1301 et seq and 11-54 and 56;
- h. To govern the business and affairs of the District, including supervising the Fire Chief;
- i. To appoint, hire, and retain agents, employees, engineers, accountants, advisors, consultants, and attorneys;
- j. 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;
- k. 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;
- l. 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;
- m. To acquire, dispose of, or encumber fire stations, fire protection and firefighting equipment, and any interest therein, including leases and easements;
- n. To have and exercise the power of eminent domain and dominant eminent domain and, in the manner provided by Article 1 of Title 38, C.R.S., to take any property necessary to the exercise of the powers granted, both within and without the District;
- o. To undertake and operate as a part of the duties of the District an ambulance service, an emergency medical service, a rescue unit, a hazardous materials response unit, and a diving and grappling service, including contracting or combining with other entities to provide such services as allowed by law;
- p. To adopt, amend and enforce fire codes, as the Board deems necessary, but no such code shall apply within any municipality or the unincorporated portion of any county unless the governing body of the municipality or county adopts a resolution stating that such code or specific portions thereof shall be applicable within the District's boundaries;
- q. To fix and from time to time increase or decrease the following fees and charges inside its jurisdiction, and the Board may pledge such revenue for the payment of any District indebtedness:
  - (1) Ambulance or emergency medical services and extrication, rescue, or safety services provided in furtherance of ambulance or emergency medical services. "Extrication, rescue, or safety services" includes but is not limited to any:
    - (a) services provided prior to the arrival of an ambulance;
    - (b) rescue or extrication of trapped or injured parties; and
    - (c) lane safety or blocking provided by District equipment; and



- (2) Requested or mandated inspections, including plan reviews; and
  - (3) Hazardous incident responses.
- r. In areas of the District where a county or municipality has rejected the adoption of a fire code submitted by the District, to compel the owners of premises, whenever necessary for the protection of public safety, to install fire escapes, fire installations, fire proofing, automatic or other fire alarm apparatus, fire extinguishing equipment, or other safety devices to the extent allowed by law;
  - s. To create and maintain one or more paid firefighters' pension fund(s), under the provisions of Parts 2 and 4 of Article 30.5 of Title 31, C.R.S., subject to the provisions of Article 31 of Title 31, and a volunteer firefighter pension fund under Part 11 of Article 30 of Title 31, C.R.S.;
  - t. 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, C.R.S.; and
  - u. To have and exercise all rights and powers necessary or incidental or implied from the specific powers granted to the District by the Special District Act. Such specific powers should not be considered as a limitation on any power necessary or appropriate to carry out the purposes and intent of the Special District Act;

### **3.9 Resignations**

A Director may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect at the date and time stated in the written notice, regardless of whether the Board accepts or declines to accept the resignation.

### **3.10 Vacancies**

A Director's office shall 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 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 to furnish a bond in accordance with the Special District Act;
- c. If a person who was duly elected or appointed submits a written resignation to the Board, upon the effective date and time of said resignation;
- d. If the person who was duly elected or appointed ceases to be qualified for the office to which he/she was elected;
- 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 (3)

consecutive regular meetings of the Board without the Board having entered upon its minutes an approval for an additional absence or absences; except that such additional absence or absences shall 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 shall be filled by appointment by majority vote of the remaining Directors, the appointee to serve until the next regular Board member election, at which time the vacancy shall be filled by election for any remaining unexpired portion of the term. If, within sixty (60) 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 shall not lose their authority to make the appointment to fill a vacancy unless or until the Board of County Commissioners has actually made an appointment to fill the vacancy. All appointments shall be evidenced by an appropriate entry in the minutes of the meeting, and the Board shall cause a notice of appointment to be delivered to the person so appointed. A duplicate of each notice of appointment, together with the mailing address of the person so appointed, shall be forwarded to the State Division of Local Government Affairs.

### **3.11 Compensation**

As authorized by the Special District Act, Directors may receive up to \$100.00 per meeting, not to exceed \$1,600.00 in a calendar year. 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.

### **3.12 Conflict of Interest**

#### **a. Disclosure Required**

A Director shall disqualify himself/herself from voting on any issue in which the Director has a conflict of interest, unless the Director has disclosed such conflict of interest in compliance with C.R.S. §18-8-308, No Director receiving workers' compensation benefits awarded in the line of duty as a volunteer firefighter and no Director receiving pension payments as a retired firefighters shall vote on issues involving the Director's disability or pension payments.

#### **b. Acts Constituting a Conflict of Interest**

A potential conflict of interest exists when a Director is an executive officer, or owns or controls, directly or indirectly, an interest in a private company that does business with the District.

A District Board member, as a local government official (elected or appointed), or District employee, cannot:

- (1) Disclose or use confidential information acquired during his/her official duties to further his/her personal financial interests.
- (2) Accept gifts of substantial value or of substantial economic benefit tantamount to a gift of substantial value, which would tend to improperly influence a "reasonable person" in his public position to depart from the faithful and impartial discharge of his public duties.
- (3) Engage in a substantial financial transaction for his/her personal business purposes with a person whom he/she inspects or supervises in the course of

his/her official duties.

- (4) Perform an official act directly and substantially affecting, to its economic benefit, a business or other undertaking in which he/she either has a substantial financial interest or is engaged as counsel, consultant, representative, or agent.
- (5) Have a direct or indirect personal interest in any contract made in his/her official capacity or by any body, agency, or board of which he/she is a member or employee.

The following exceptions are not considered to be conflicts of interest:

- (1) A Director holding a minority interest in a corporation contracting with the District is not considered "interested" in such contract;
- (2) Contracts in which the Director has disclosed a personal interest and has not voted thereon; and
- (3) A Director may vote, notwithstanding any other prohibition, if participation is necessary to obtain a quorum or otherwise enable the Board to act, and if the Director complies with the voluntary disclosure procedures.

**c. Guides to Ethical Conduct**

The Colorado statutes (C.R.S. §§ 24-18-101 through -113, 24-18-201 through -206), set forth the following "guides" for Director, officer, and public employee conduct:

- (1) A local government official or employee should not acquire or hold an interest in any business or undertaking which he has reason to believe may be directly and substantially affected to its economic benefit by official action to be taken by the local government agency over which he has substantial authority.
- (2) A local government official or employee should not, within six (6) months following the termination of his office or employment, obtain employment in which he will take direct advantage, unavailable to others, of matters with which he was directly involved during his term of employment.
- (3) A local government official or employee should not perform an official act directly and substantially affecting a business or other undertaking to its economic detriment when he has a substantial financial interest in a competing firm or undertaking.

**d. Effect of Existence of Potential Conflict of Interest**

Failing to disclose a potential conflict of interest described in Section 3. 12(b) above is a Class 2 misdemeanor, except any Director who knowingly has a direct or indirect personal interest in any contract made in the Director's official capacity or by any body, agency, or board of which the Director is a member or employee (Section 3.12(b)(5) above) is a Class 1 misdemeanor. A Director who, within six (6) months following the termination of his/her office or employment, knowingly obtains employment in which he/she will take direct advantage, unavailable to others, of matters with which he/she was directly involved during his term of employment commits a Class 1 misdemeanor. Any contract, vote or other official act in which a Director had a potential conflict, not cured by disclosure, may result in the avoidance of the act or the contract being void.

**e. Employee or Active Volunteer Elected to Director Position**

State law prohibits a District Director from also being a District employee. Accordingly, an employee must resign his/her employment upon being elected to

a District 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.

The Board has determined that the "incompatibility of offices" doctrine prohibits a District Director from also being an active volunteer or active retiree. Accordingly, an active volunteer or active retiree must resign from the applicable District volunteer program upon being elected to a District Director position.

### **3.13 Gifts or Donations**

#### **a. By District**

The Colorado Constitution prohibits the District from donating or granting to or aiding a private individual or entity. District support for charitable or non-profit community events is not prohibited; however, such contributions must be tied directly or indirectly to the purposes for which the District was organized.

#### **b. To Directors**

Colorado's Sunshine 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" includes Directors receiving \$1,200 or more per year.

A Director subject to the statute who, in connection with his/her public service, receives any gift, honorarium, or other benefit listed in the statute must file a quarterly report for any quarter in which he/she receives such gift, honorarium, or other benefit. Each report must disclose the gifts received since the last quarterly disclosure period. The reports must be filed with the County Clerk and Recorder and are due on January 15, April 15, July 15, and October 15 of each year.

The following items, gifts, honorarium, or other benefits, must be disclosed:

- (a) any money, including but not limited to a loan, pledge, or advance of money or a guarantee of a loan of money, with a value of twenty-five dollars or more;
- (b) any gift of any item of real or personal property, other than money, with a value of fifty dollars or more;
- (c) any loan of any item of real or personal property, other than money, if the value of the loan is fifty dollars or more. For such purpose, the "value of the loan" means the cost saved or avoided by the Director by not borrowing, leasing, or purchasing comparable property from a source available to the public;
- (d) Any payment for a speech, appearance, or publication;
- (e) Tickets to sporting, recreational, education, or cultural events with a value of fifty dollars or more for any single event, or a series of tickets to sporting events of a specific team scheduled during a season with a total value of one hundred dollars or more, or a series of tickets to cultural events of a specific performing company or organization with a total value of one hundred dollars or more;
- (f) Payment or reimbursement for actual and necessary expenditures for travel and lodging for attendance at a convention or other meeting at which the Director is scheduled to participate, unless the payment of or reimbursement for such expenditures is made from public funds, from the funds of an organization

declared to be a joint government agency by § 2-3-311, C.R.S., [i.e., the council of state governments, the National Conference of State Legislators, the energy council, and the American Legislative Exchange Council], or from the funds of any association of public officials or public entities whose membership includes the Director's office or the governmental entity in which such office is held; and

- (g) Any gift of a meal to a fund-raising event of a political party.

The statute also lists certain items, the receipt of which do not require filing a disclosure

report:

- (a) A contribution or contribution in kind that has already been reported pursuant to the Fair Campaign Practices Act;
- (b) Any item of perishable or nonpermanent value, including but not limited to meals, unless such item is required to be reported under paragraph (e) or (g), above;
- (c) A non-pecuniary award publicly presented by an organization in recognition of public service;
- (d) Payment of or reimbursement for actual and necessary expenditures for travel and lodging for attendance at a convention or other meeting at which the Director is scheduled to participate, if the payment of or reimbursement for such expenditures is made from public funds, from the funds of an organization declared to be a joint governmental agency, or from the funds of an association of public officials or public entities whose membership includes the incumbent's or elected candidate's office or the governmental entity in which such office is held;
- (e) Payment of salary from employment, including other government employment, in addition to that earned from being a member of the general assembly or by reason of service in other public office.

The individual providing the gift, honoraria or other benefit must provide the recipient with a written statement of the item's dollar value; this value must be included in the disclosure report.

A Director need not file a disclosure report for any reporting period in which the Director does not receive a gift, honoraria, or other benefit. Any Director who willfully fails to file a report (when required), who willfully files an incomplete or false report is guilty of a misdemeanor and, upon conviction thereof, may be fined between \$50 and \$1,000.

## **ARTICLE IV. MEETINGS OF THE BOARD**

### **4.1 Place of Meetings**

The Board shall meet regularly at a time and in a place or places to be designated by the Board, and no change shall be made to the regular meeting schedule or location unless the proposed change appears on the agenda of a meeting, and a resolution is adopted stating the reason for the change in time or place. 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 (3) public places within the District where notice of the meetings will be posted, in addition to posting notice at the office of the Moffat County Clerk and Recorder. Special meetings may be held as often as the needs of the District may require, upon notice to each Director. A "study session" or "work session" constitutes a special meeting, and shall comply with all requirements for conducting a special meeting under these Bylaws and State law. All special and regular meetings of the Board shall be held at locations within the District's boundaries, or within the boundaries of any County in which the District is located, in whole or in part. All official business of the Board shall be conducted only during duly posted regular or special meetings at which a quorum is present.

### **4.2 Notice of Meetings**

Notice of the time and place designated for a regular meeting shall be posted in at least three (3) public places within the District's boundaries, and, in addition, one such notice shall be posted in the office of the Moffat County Clerk and Recorder. The notice shall remain posted through the date and time of the meeting and shall be changed if the time or place of the regular 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 4.2 at least seventy- two (72) hours prior to the meeting.

The notice of any regular or special meeting shall 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 shall be given of all meetings or gatherings of a quorum of the Board at which any public business is anticipated to be discussed. This notice must be posted according to Section 4.2 at least seventy-two (72) hours prior to the meeting and include specific agenda information when possible.

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

### **4.3 Waiver of Meetings**

Section 4.1 above shall constitute formal notice of regular Board meetings to Directors and no other notice of regular Board meetings shall be required to be given to the Directors. Special meeting notices shall be provided to each Director when the same are publicly posted. A Director may waive notice of any meeting of the Board of Directors or any committee thereof 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 attendance of a Director at a meeting shall constitute 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.

#### **4.4 Public Meetings and Executive Session**

Regular and special meetings of the Board, and any Board committee meetings where three (3) or more Board members are present and public business is discussed or at which formal action may be taken, shall be open to the public and subject to the Colorado Sunshine Act of 1972, pursuant to C.R.S. § 24-6-401 et seq., as may be amended from time to time.

All regular and special meetings shall be conducted both in-person and by electronic means and be electronically recorded. A record of the meeting (other than those portions conducted in executive session as described below) shall be retained and made available for inspection for a period of seven (7) years.

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 Sunshine Act, but in no case shall the Board act on any matter during the executive session. Executive sessions shall be electronically recorded, except where the District's legal counsel certifies on the record that the executive sessions shall constitute a privileged attorney-client communication. The electronic recording of an executive session shall be retained for a minimum of 90 days from the date of the executive session. Upon the vote of a majority of the Board, the electronic recording of an executive session may be destroyed on or after the 91st day following the executive session pursuant to C.R.S. §24-6-402 (d.5)(I)(E).

#### **4.5 Public Comment**

The public shall be given an opportunity to offer comments at any meeting of the Board open to the public pursuant to Section 4.4 above. The Board shall select the time to be set aside for public comment, which shall 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 4.5, all comments offered during the public comment period shall be subject to the following procedures:

- a. Each person will have three (3) 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 Board members. 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.
- f. Only one speaker will be acknowledged at a time.

Members of the Board shall not engage in discussion or other discourse regarding a matter with the speaker, public, or each other during public comment. If a matter raised during public comment requires further follow-up, the Board shall 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 shall contact the District at the telephone number listed on the notice of meeting and make such a request. The Board and/or District staff shall determine, in its sole and absolute discretion, whether the matter shall be placed on the meeting agenda.

#### **4.6 Quorum**

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

#### **4.7 Committees**

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

#### **4.8 Records of Meetings**

- a. The public portions of all Board meetings shall be electronically recorded to assist chief staff in preparing proposed minutes of such meetings for Board consideration.
- b. An electronic recording of the public portions of a Board meeting shall 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. Chief staff shall take all necessary and appropriate actions to ensure that this policy is immediately implemented and consistently followed.



#### **4.9 Procedure**

To the extent practicable, and in the absence of a rule governing a point of procedure, the Board shall follow the latest edition of Roberts' Rules of Order. Failure of the Board to abide by any provision of Roberts' Rules of Order shall 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 President or 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 President or Chairperson may make any motion or initiate action on any proposed Resolution.

#### **4.10 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 fire and emergency services to the citizens and property within its jurisdiction. At such 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 fire and emergency services to the citizens and property within the District's jurisdiction; provided however, any action taken at an emergency meeting shall be 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.

#### **4.11 Communications Between the Board and District Members**

The Member Handbook identified in Section 6.4, below, shall contain a detailed and fair procedure for a District member to bring a matter concerning the District to the Board's attention through the chain of command. Members who have concerns regarding the District and who would like to address such concerns with the Board must follow the procedures set forth in the Member Handbook. Members may not communicate directly with the Board or individual Board members on District matters, except through the procedures set forth in the Member Handbook.

Members may not circumvent the rules, policies, and procedures set forth in the Member Handbook by bringing a District-related matter directly to the Board under the claim that he or she is acting as a "citizen" rather than as a "member". While the possibility exists that a member may at some time have an issue that is so removed from his or her status as a District member that it would be appropriate to bring the matter directly to the Board or an individual Board member as a "citizen", the Board will review such action carefully to ensure that a member is not attempting to circumvent the rules, policies, and procedures established by the Board.

Consistent with the above, members may not insert themselves directly into Board discussion on matters of policy, administration, or operations at a public Board meeting. Members who wish to provide input into any matter before the Board must follow the chain of command and provide their input to the appropriate Chief Officer(s), who shall communicate directly with the Board. The Board will not engage in discussion or other discourse regarding a District matter with any member at a Board meeting, except as provided above or unless the member has been specifically invited to speak with or to present information on a particular matter to the Board at the Board meeting.

## **ARTICLE V MEETINGS OF THE BOARD**

### **5.1 Officers**

The officers of the Board of Directors shall consist of a President, Vice-President, Treasurer, and Secretary.

### **5.2 Elections**

The election of officers shall be held at the first regular meeting of the Board of Directors following the regular May election of directors. In the event an officer vacancy occurs, the Directors shall elect a new officer as soon as practicable. An election of officers also may be called at any time by the affirmative vote of two-thirds (2/3) of the Directors holding office at the time the vote is taken. Any member of the Board of Directors may nominate for office any member of the Board of Directors, except themselves. Any nominee may decline a nomination. Upon nomination, each office may be filled by secret ballot, roll call vote, or voice vote.

### **5.3 Qualifications**

All Board officers shall be Directors of the District.

### **5.4 Responsibility of President**

Unless otherwise specified by a majority of the Board, the President shall 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 shall 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 shall serve as Chairperson at all meetings at which the President is in attendance.

### **5.5 Responsibility of Vice President**

In the event the President resigns, or is removed, absent, or disabled, the Vice President shall perform the President's duties. The Vice President also shall 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 disqualified from participating in an agenda item, the Vice President shall perform the duties of the Chairperson.

### **5.6 Responsibilities of Treasurer**

The Treasurer shall keep strict and accurate accounts of all money received by and disbursed on behalf of the District in permanent records. The Treasurer shall 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 § 32-1-902(2), C.R.S., conditional on the faithful performance of the duties of the Treasurer's office. The Treasurer shall be the principal financial officer of the District, and may call upon the Fire Chief and Administrative 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 shall perform all other duties incident to the office of Treasurer or as may be requested by the Board and shall 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 shall perform the duties of the Chairperson.

## **5.7 Responsibility of Secretary**

The Board shall adopt a seal, and the Secretary shall 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 shall be open to inspection of all electors, as well as to all other interested parties. The Secretary may delegate the ministerial portion of these functions to a recording secretary, who shall be directly responsible to the Secretary, and the Secretary shall retain ultimate responsibility for these functions notwithstanding any such delegation. The Secretary also shall attest to all contracts or agreements signed by the President or other officers of the District. In the absence of the Secretary, another officer of the District 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 shall perform all other duties incident to the office of Secretary, or as may be delegated by the President, and, upon request of the Board, shall make such reports to it as may be required by the Board.

## **5.8 Additional Duties**

The officers shall perform other such duties and functions as may be required by the Board from time to time.

## **5.9 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 shall perform the duties of the office to which the appointment is made and such other and further duties as the Board may request.

## **5.10 Legal Counsel**

The Board shall appoint an attorney to advise the Board. The attorney shall attend such meetings as the Board may request.

## **5.11 Accountant**

The Board may appoint an accountant to advise the District. The accountant shall attend such meetings as the Board may request.

# **ARTICLE VI CERTAIN FINANCIAL AND OTHER MATTERS**

## **6.1 Fiscal Year**

The fiscal year of the District shall begin on January 1st and end on December 31st of each year.

## **6.2 Bank Accounts**

The moneys of the District shall 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, shall identify the individuals who are authorized to withdraw funds. Notes and commercial paper, when authorized by the Board of Directors, shall be signed in the name of the District by such officer or officers or agent or agents as shall thereunto be authorized from time to time.

### **6.3 Books and Records**

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

### **6.4 Member Handbook and Standard Operating Procedures**

The Board shall adopt a Member Handbook setting forth the rules, policies, and procedures of the District. The Board may modify, amend, or restate the Member Handbook, or any portion of the Member Handbook, at any regular or special meeting upon the affirmative majority vote of the Board.

The Fire Chief may adopt, without Board approval, General Operating Guidelines, Administrative Policies, and/or Fire Prevention Policies to implement the day-to-day operations of the District. The General Operating Guidelines, Administrative Policies, and/or Fire Prevention Policies shall not conflict with the Member Handbook. In the event of any conflict between the General Operating Guidelines, Administrative Policies, and/or Fire Prevention Policies and the Member Handbook, the Member Handbook shall control.

## **ARTICLE VII AMENDMENTS**

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

## **ARTICLE VIII INDEMNIFICATION**

The District shall indemnify its Directors, officers, members, and employees 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 IX. MISCELLANEOUS**

### **9.1 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.

### **9.2 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 District, which were adopted at a meeting of the Board of Directors of the District held this \_\_\_\_\_ day of \_\_\_\_\_, 2023.

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Secretary

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Chairperson