

**AMENDED BYLAWS OF THE
FOUNTAIN CREEK WATERSHED, FLOOD CONTROL,
AND GREENWAY DISTRICT**

The Fountain Creek Watershed, Flood Control, and Greenway District (“District”) was established by the Colorado Legislature pursuant to §§32.11.5-101 *et seq.*, C.R.S. (the “Act”). Bylaws of the District were adopted by the Board of Directors of the District (“Board”) on August 27, 2010. Pursuant to Resolution No. 2014-03—General, the Board hereby adopts these Amended Bylaws effective April 25, 2014 (hereinafter “Bylaws” or “Amended Bylaws”), which supersede and replace those Bylaws approved by the Board on August 27, 2010. In the event of a conflict between the provisions of the Act and these Bylaws, the provisions of the Act shall govern.

ARTICLE I. PURPOSE AND AUTHORITY

The District is a body politic and corporate and a political subdivision of the state; however, it is not an agency of state government. The purposes of the District are to primarily manage, administer, and fund the capital improvements necessary in the Fountain Creek Watershed Management Area to prevent and mitigate flooding, sedimentation, and erosion; improve water quality and otherwise address water quality and water quantity issues; improve drainage; fund the acquisition and protection of open space; develop public recreational opportunities, including parks, trails, and open space; and improve wildlife and aquatic habitat and restore, enhance, establish, and preserve wetlands. § 32-11.5-102(1)(e), C.R.S.

The District is authorized to adopt rules and regulations governing its procedure pursuant to the Act, Roberts’ Rules of Order, and such additional authority and powers as are or may be lawfully conferred upon it by the Colorado General Assembly. The District has all rights and powers necessary or incidental to or implied from the specific powers granted by the Act. The Board shall exercise all powers, rights, privileges, and duties of the District.

ARTICLE II. DEFINITIONS

As used in these Bylaws, the following words and phrases are defined as follows:

A. “Parties” means the governmental bodies that are represented on the Board pursuant to the Act: Pueblo County by and through the Board of County Commissioners of Pueblo County, Colorado (“Pueblo County”); El Paso County by and through the Board of County Commissioners of El Paso County, Colorado (“El Paso County”); the City of Colorado Springs, Colorado a Colorado home rule city and municipal corporation; the City of Fountain, Colorado; the City of Pueblo, Colorado; the Town of Monument, Colorado; the Town of Green Mountain Falls, Colorado; the City of Manitou Springs, Colorado; the Town of Palmer Lake, Colorado; and the Lower Arkansas Valley

Water Conservancy District (“Lower Arkansas”). “Parties” may be referred to individually as a “Party.”

B. “Small Municipalities” means the Town of Monument, the Town of Green Mountain Falls, the Town of Palmer Lake, and the City of Manitou Springs.

C. “Citizen appointees” means the citizens that may be appointed by the Board pursuant to the Act.

ARTICLE III. LOCATION OF OFFICE

The principal office of the District shall be located within the boundaries of either Pueblo County or El Paso County, as designated by the Board.

ARTICLE IV. DIRECTORS

A. Number and Appointment Criteria. The business and affairs of the District shall be managed by the Board of Directors consisting of up to nine Directors appointed as provided in §32-11.5-203, C.R.S. of the Act. Each Director shall be identified in writing at the Annual Meeting by his/her appointing Party. The Board is vested with all executive, legislative, and managerial powers of the District. Each Party, upon appointment of its Director as described in the Act and herein, thereby grants decision-making authority to its respective Director or Alternate Director for decisions to be made by the Board relating to the Act and management of the District.

B. Term of Office. Pursuant to §32-11.5-203(2)(b), C.R.S. of the Act, the term of office for each Director shall be two (2) years, except for the initial appointees, whose terms are staggered pursuant to the Act. All terms commence on February 1 and terminate on January 31 of the applicable calendar year. Directors may serve successive terms as determined by their appointing authority.

C. Vacancies. Any Director may resign at any time by giving written notice to the District. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Pursuant to §32-11.5-203(2)(c) & (d), C.R.S. of the Act, any vacancies on the District shall be filled by the appointing body of the Party in such manner as they may deem appropriate, but in any event, within thirty (30) days of the creation of the vacancy.

D. Removal. Any Director may be removed from the Board by the appointing body of such Director to the District. Directors serve at the pleasure of the appointing body and may be dismissed by the appointing body.

E. Compensation. Pursuant to §32-11.5-203(3)(a) & (b), C.R.S. of the Act, Directors will not receive a salary or reimbursement for any expenses incurred in the performance of their duties, other than as may be provided by the represented public

body or other organization the Director represents at the sole discretion of that organization or unless as authorized by the Board.

F. Directors and Staff. Pursuant to §32-11.5-205(2)(i)(I), C.R.S., of the Act, the Parties agree to provide appropriate staff, resource, and funding support to the District. The Parties agree to fund independent staff or pledge to support the District with their own employees or contribute funding as deemed appropriate and that is fair and equitable. No Director shall negotiate any policy, contract, purchase or procurement independently of the Board. No Director shall approve any policy, contract, purchase or procurement other than in a regular or special meeting of the Board.

G. Alternate Directors. Pursuant to §32-11.5-203(2)(c), C.R.S. of the Act, each appointing Party's governing body may also name an Alternate Director to attend meetings if the primary Director is unavailable or has a conflict of interest, and shall designate such Alternate Director in writing to the District. The Alternate Director may act as the Party's Director in the absence or unavailability of that Party's designated Director. When acting as a Director, the Alternate Director shall be deemed to be a Director for all purposes except as follows:

1. If both a Director and an Alternate Director of the same Party are present at a meeting of the District, the Director shall have the sole power to vote.
2. An Alternate Director may not succeed to the position of Director or any District office based solely on his/her status as an Alternate Director.

H. Conflicts of Interest. Pursuant to §32-11.5-205(h)(II), C.R.S. of the Act, Directors shall not vote on any issue with respect to which the Director has a conflict of interest as required by §§ 18-8-308, 24-18-108.5, and 24-18-110, C.R.S. §24-18-109, C.R.S. prohibits action on nonfinancial grounds: a member of the governing body shall disclose, not vote, and refrain from attempting to influence the decisions of the other members of the governing body if that member "has a personal or private interest in any matter proposed or pending before the governing body." Any Party may name an Alternate Director to cure the temporary disqualification, which Alternate Director may vote in place of their disqualified Director.

1. If the Director's participation is necessary to maintain a quorum or to otherwise enable the Director to act he/she may participate if he/she complies with the following disclosure requirements:
 - a. Disclose and summarize the nature of the interest prior to the matter being heard at the meeting/hearing.
 - b. Disclose the interest in writing to the Secretary of State. §24-18-110, C.R.S.

I. Super Majority Voting. Pursuant to §32-11.5-204(1)(b)(II), C.R.S. of the Act, the Board shall adopt spending or other fiscal policy resolutions including, but not limited to, Resolutions that, subject to applicable voter approval requirements, establish or increase taxes levied or fees imposed and collected by the District or multiple-fiscal year financial obligations to be incurred by the District, and public policy Resolutions, including but not limited to Resolutions that initiate condemnation proceedings and Resolutions to initiate or voluntarily participate in litigation, only by a super majority vote as shown in the Table below:

Board Members Appointed	2	3	4	5	6	7	8	9
Votes Required for Approval	2	2	3	4	4	5	6	7

Table: Voting Requirements for Super Majority Voting

J. Director and Alternate Director Voting; Proxies. Pursuant to §32-11.5-204(1)(b)(III), C.R.S. of the Act, each Director or their Alternate Director, as limited by Article IV. G above, shall be entitled to one vote. Voting by proxy shall not be permitted.

K. Executive Director. Pursuant to §32-11.5-203(1)(b)(II), C.R.S. of the Act, the Board may appoint an Executive Director. This Director shall have powers granted by the Board, which may include, but are not limited to, the ability to hire consultants and/or staff, as needed, to carry out the day to day operations of the District and to help execute the spending plan adopted by the Board. The Board may contract for professional services as deemed necessary to administer and implement the purposes of the Act.

ARTICLE V. OFFICERS

A. Officers. The Board shall elect the following officers at its first meeting, and thereafter, at the annual meeting in January of each calendar year pursuant to §32-11.5-204, C.R.S. of the Act. Officers shall be elected by a majority vote of a quorum of the Directors by an appropriate method as may be determined by the Chairperson. In no instance shall an Alternate Director serve as an officer.

1. Chairperson. The Chairperson shall preside over all meetings of the Board and see that the meeting and debate are conducted in an orderly and expeditious manner. The Chairperson shall sign all contracts, agreements, and legal documents of the Board, and in general, shall perform all duties incident to the office of Chairperson. The Chairperson may place reasonable time limitations on debate and public testimony including discussion by Directors. The Chairperson must be a Director who is an official elected by the general public from one of the governmental entities that are a Party under the Act.

2. Vice Chairperson. The Vice Chairperson shall assume the duties of the Chairperson in his/her absence. The Vice Chairperson must be a Director who is

an official elected by the general public from one of the governmental entities that are a Party under the Act.

3. Secretary. The Secretary may be elected or appointed by the Board. The Secretary shall keep a written or recorded record of the minutes of all meetings, ensure that all notices required by law are duly given and posted, shall serve as the custodian of District records, shall attest to documents as the need arises, and shall perform such other functions as may be prescribed by the Board. These duties may be delegated to the Executive Director. The Offices of Secretary and Treasurer may be held by the same person. The Secretary may be a Director or another person elected or appointed by the Board.

4. Treasurer. The Treasurer may be elected or appointed by the Board. The Treasurer shall be responsible for managing the accounts of the District, keeping the books of the District, preparing the annual budget, making disbursements, and arranging for annual audits as may be required. These duties may be delegated to the Executive Director. The Treasurer may be a Director or another person elected or appointed by the Board.

B. Rotation of Office. The offices of Chairperson and Vice Chairperson shall rotate annually between the governmental entity Parties to the Act located north of the Pueblo County line (City of Fountain, El Paso County, City of Colorado Springs, and the Small Municipalities' Representative Director (if appointed)) and the governmental entity Parties to the Act located south of the Pueblo County line (Pueblo County and City of Pueblo) so that the Chairperson and Vice Chairperson shall always be an official elected by the general public from one of the governmental entity Parties from opposite sides of the Pueblo County line.

C. Term. All Officers shall hold office for a term of one (1) year or until he/she is no longer qualified to serve as a Director or until his/her successor is chosen, unless he/she is sooner removed from office as a Director by his/her appointing Party, or until his/her death, or until he/she shall resign. Officers may be elected to successive terms.

D. Pro tem Chairperson. In the event both the Chairperson and Vice Chairperson are absent from the meeting, the Directors present shall vote for a Director to act as Chairperson *pro tem* for that meeting; however, the Director selected as pro tem Chairperson is not required to be an official elected by the general public from one of the governmental entity Parties.

ARTICLE VI. MEETINGS

A. Place of Meetings. The regular or special meetings of the District or any committee designated by the Board shall be held at the place designated at the annual meeting or at any other place within the boundaries of the District that a majority of the Board or any such committee, as the case may be, shall designate.

B. Regular Meetings. The Board shall meet once a month or as otherwise determined by the Board, for the purpose of transacting such business as may come before the Board.

C. Special Meetings. Special meetings, including emergency special meetings, of the District may be called as set forth herein, either by the Chairperson or by three Directors, and held at any time and in any place, subject to the notice requirements set forth below.

D. Notice of Meetings. Notice of the regular and special meetings of the District or any committee designated by the Board shall be as follows:

1. Regular Meetings. The time and place of regular meetings shall be set by the Board and written or electronic notice of the time and place shall be provided to the Directors pursuant to subparagraph D.4 below and posted for the public at least twenty-four (24) hours, prior to any regular meeting.

2. Special Meetings. Notice of each special meeting of the Board setting forth the time and place of the meeting shall be given as follows:

a. To each Director by writing or electronic means pursuant to subparagraph D.4 below not less than twenty-four (24) hours prior to the time fixed for the meeting.

b. To the public by posting a notice of the meeting in the designated posting place, including specific agenda information, when possible, at least twenty-four (24) hours prior to the time fixed for the meeting.

3. Special Emergency Meeting. In case of an emergency, a special emergency meeting may be held by giving each Director and the public at least twenty-four (24) hours notice prior to the time fixed for the meeting. Such notice to Directors may be by telephone or other electronic means.

4. Methods of Notice. Notice of regular and special meetings may be given to Directors either by sending a copy of the notice through the United States mail, by fax, electronic mail, or other electronic means. If mailed, such notice shall be deemed to be timely delivered when deposited in the United States mail properly addressed, with postage prepaid thereon, forty-eight (48) hours prior to the time of the meeting. If notice is given by fax or electronic mail, such notice shall be deemed to be delivered when the notice is delivered to the fax address or electronic mail address twenty-four (24) hours prior to the time of the meeting).

5. Waiver of Notice. A Director may verbally or in writing waive notice of any special meeting of the District, either before, at, or after the meeting, and his/her waiver shall be deemed the equivalent of receiving timely notice. Attendance of a Director at a meeting shall constitute waiver of notice of that meeting unless he/she

attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

E. Meeting Agenda. A written agenda shall be prepared by the Secretary or Executive Director or their designee for each regular and special meeting of the District, who shall arrange to have it posted at least twenty-four (24) hours prior to the meeting at the designated posting locations as determined by the Board at its Annual Meeting. Best efforts shall be made so that the regular meeting agenda shall generally be prepared and sent by written or electronic means to all Directors at least two (2) days prior to each regular meeting. The agendas for each regular and special meeting shall consist of items requested by the Chairperson or, in the absence of the Chairperson, the Vice Chairperson, the Executive Director, the attorney(s) for the District, or at least two (2) Directors. Directors shall submit requests for agenda items to the Chairperson or, in the absence of the Chairperson, the Vice Chairperson or Executive Director. The agenda may be changed at a meeting by the Chairperson or by consensus of the Directors present. The agenda may include changes, postponements or amendments thereto.

F. Executive Sessions. The Board, TAC, CAG, and any committees appointed by the Board, may meet in executive session for any lawful purpose. The Chairperson shall poll Directors, and, upon consent of two-thirds (2/3) of the Directors present, may hold a closed executive session. If consent for the closed executive session is not given, the item may be discussed in open session or withdrawn from consideration. The reasons for going into executive session shall only be those allowed for a local public body under § 24-6-402, C.R.S., as amended. The TAC, CAG, and committees shall follow the same procedure.

G. Quorum and Voting. A majority of the Directors appointed shall constitute a quorum of the Board for the transaction of business unless a different number is set by resolution of the Board at the Annual Meeting. Spending or other fiscal policy resolutions require the affirmative vote of a super majority of Directors appointed as defined in Article IV.I. Except for those matters requiring a super majority vote, the affirmative vote of a majority of a quorum of the Board shall be sufficient to conduct the business of the District. The following governs the standards/procedures when voting:

1. Each Director is entitled to one vote.
2. All voting shall be by voice vote or roll call or written ballot as determined by the Chairperson.
3. Votes in favor shall be “aye” and votes in opposition shall be “no”.
4. No abstentions are allowed with the exceptions of a conflict. (see Article IV., Section H. Conflicts of Interest) or need to refrain pursuant to paragraph G.8 below.
5. Voting shall be required to transact business.
6. A majority vote of a quorum present is required for approval or denial of a given issue (for those matters not requiring a super majority vote).
7. In the event of a tie vote, the motion being voted on shall be deemed to have failed.

8. A Director or Alternate Director shall refrain from voting on any matter when he/she has not been present to hear and observe all evidence presented and accepted into the record.
9. It shall be improper for any Director to state the vote or sentiments of any absent Director.
10. Voting by proxy shall not be permitted.

If less than a quorum is present at a meeting, the Chairperson or another officer may determine that it is appropriate to consider information and take comments on items on the agenda, but the Board shall not take any actions. The Chairperson or another officer may adjourn the meeting to a different time and place, and in such case, the Chairperson shall notify absent Directors of the time and place of such adjourned meeting.

H. Telephone Participation. The Directors or any committee designated by the Board may participate in any meeting of such Board or committee by means of a telephone conversation or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. Any such telephone meeting shall conform to the Open Meetings Law, §§24-6-401, *et seq.* C.R.S., as amended, including the provision of proper notice, as may be relevant, that the telephone participant(s) has access to the same information and evidence as those participating in person, and there is a facility to permit members of the public in attendance to hear all of the proceedings.

I. Open Meetings Compliance. The proceedings of the District, including all regular, special, and emergency special meetings, shall comply with all applicable provisions of the Colorado Open Meetings Law, §§ 24-6-401, *et seq.* C.R.S., as amended, and shall provide opportunities for public input by, at a minimum, permitting the public to address the Board in open meetings. At the Annual Meeting of the Board, the Board shall make designations to comply with §24-6-402, C.R.S. of the Open Meetings Law. Meeting notice/agenda for Board and any committee meetings shall be posted in both El Paso and Pueblo Counties at least 24 hours prior to the meeting.

J. Annual Meeting/Sunshine Act Compliance. The Board shall hold a regular meeting in January of each year, which shall be the Annual Meeting. At the Annual Meeting, the Board shall designate the following to comply with the Colorado Sunshine Act of 1972, specifically, the Open Meetings Law, §§ 24-6-401, *et seq.*, as amended:

1. Public place(s) where meeting notices will be posted.
2. Fix the time and place of regular meetings.
3. The custodian of the records.
4. The form of the official record of meetings (audio recording, etc.).
5. Location where minutes and records will be maintained.
6. Official newspaper(s) for publication of required notices.
7. Order that executive sessions shall be audio recorded (except for attorney/client communications).

K. Expert and Technical Advice. The District is authorized to utilize expert advice and information from all federal, state, and local officials, departments, and agencies having information, maps, and data pertinent to the purposes and jurisdiction of the District, including, but not limited to, land use, floodplain, and drainage matters, as well as technical assistance while conducting hearings and meetings.

ARTICLE VII. TECHNICAL ADVISORY COMMITTEE

A. Authority. Pursuant to §32-11.5-205(1)(i), C.R.S. of the Act, the Board has authority to appoint a Technical Advisory Committee (the “TAC”). Pursuant to the Act, the Board has authority to consult with the TAC regarding public policy or expenditure of funds for the benefit of the Watershed. The TAC shall be advisory to the District, and therefore, has only recommending authority. The Board may choose to provide additional definition and guidance regarding the TAC besides those as defined in these Bylaws by policy statements or resolutions.

B. Purpose and Responsibility. The purpose of the TAC is to conduct technical and other investigations, measurements, collect data, and make analyses, studies, and inspections pertaining to facilities, projects, and related property both within and outside of the District as set forth in the Act—particularly as such relate to land use, flood control, drainage, and recreation activities and impacts that may affect the Watershed. Responsibilities shall be those as directed by the Board and its Executive Director. These may include, but are not limited to, the following:

1. Evaluate technical, policy, and fiscal issues and provide recommendations to the Board, the Executive Director, District staff, and others as directed by the Board.
2. Review the spending plan (including capital projects and operation and maintenance) and make recommendations to the Board.
3. Integrate in its review responsibilities and prioritize recommendations of the Fountain Creek Vision Task Force Strategic Plan, Army Corps of Engineers Watershed Study, Fountain Creek Corridor Master Plan and other ongoing Watershed activities.
4. Provide technical review and advocacy for Watershed health (e.g. supporting non-structural solutions to Watershed concerns).
5. Participate in public outreach and education programs as may be directed by the Board.
6. Report to the Board at regular meetings or as directed by the Board or Executive Director.

C. Membership. The Board shall determine the appropriate composition of membership for the TAC. The TAC may recommend to the Board potential appointees and areas of expertise or interests/perspectives that would be helpful for the TAC to fulfill its responsibilities. The Board shall approve and appoint members to the TAC. The Board shall appoint replacements to fill vacancies on the TAC.

D. Term. Each TAC member shall serve a term of one (1) year. At its Annual Meeting, the Board may reappoint existing TAC members to an additional one-year term, and there is no limit to the number of successive terms a TAC member may serve. TAC members serve at the pleasure of the Board and may be removed at the discretion of the Board or for cause.

E. Citizens Advisory Group Liaison. The TAC shall designate one of its members to serve as a liaison to the Citizens Advisory Group.

F. Alternate Members. The TAC may nominate an alternate TAC member for each primary TAC member to attend meetings if the primary TAC member is unavailable or has a conflict of interest, and shall designate such alternate member in writing to the District Board. Alternate TAC members shall be appointed to the TAC by the District Board for a one year term, just as primary TAC members. The alternate TAC member may act in the absence or unavailability of the designated primary TAC member. When acting as a TAC member, the alternate TAC member shall be deemed to be a TAC member for all purposes except as follows:

1. If both a primary TAC member and an alternate TAC member of the same seat are present at a meeting of the TAC, the primary TAC member shall have the sole power to vote.
2. An Alternate TAC member may not succeed to the position of TAC member based solely on his/her status as an alternate TAC member.

ARTICLE VIII. CITIZENS ADVISORY GROUP

A. Authority. Pursuant to §32-11.5-205(1)(j), C.R.S. of the Act, the Board has authority to appoint a Citizens Advisory Group (the “CAG”). Pursuant to the Act, the Board has authority to consult with the CAG and receive the CAG’s advice on management of the Watershed. The CAG shall be advisory to the District, and therefore, has only recommending authority. The Board may choose to provide additional definition and guidance regarding the CAG besides those as defined in these Bylaws by policy statements or resolutions.

B. Purpose and Responsibility. The purpose of the CAG is to offer advice to the Board regarding the management of the Watershed from the perspective of citizens within the District. Responsibilities shall be those as directed by the Board and its Executive Director. These may include, but are not limited to, the following:

1. At the Board's direction, establish and maintain strong communication with interest groups, communities and stakeholders by serving as a public sounding board for the District; and provide an opportunity for the cooperative exchange of information regarding emerging issues, new ideas and approaches, dissemination of watershed information, as well as early resolution of problems.
2. Evaluate technical, policy, and fiscal issues and provide recommendations to the Board, the Executive Director, District staff, and others as directed by the Board.
3. Assist the Board by providing recommendations in the creation, review and prioritization of management strategies and projects for the District.
4. Participate in public outreach and education programs as may be directed by the Board.
5. Report to the Board at regular meetings or as directed by the Board or Executive Director.

C. Membership. The Board shall determine the appropriate composition of membership for the CAG. The CAG may recommend to the Board potential citizen appointees and areas of expertise or interests/perspectives that would be helpful for the CAG to fulfill its responsibilities. The Board shall approve and appoint members to the CAG. The Board shall appoint replacements to fill vacancies on the CAG.

D. Term. Each CAG member shall serve a term of one (1) year. At its Annual Meeting, the Board may reappoint existing CAG members to an additional one-year term, and there is no limit to the number of successive terms a CAG member may serve. CAG members serve at the pleasure of the Board and may be removed at the discretion of the Board or for cause.

E. Citizen Director. Pursuant to § 32-11.5-203(2)(a)(IX), C.R.S. of the Act, the CAG shall recommend to the Board two or more nominees from their members to the Board to serve as a Citizen Director from the CAG. Such recommendation is not binding on either the Board, or the Pueblo and El Paso County Boards of County Commissioners, as they are not limited to the CAG's nominees in appointing this Director.

F. Alternate Members. The CAG may nominate an alternate CAG member for each primary CAG member to attend meetings if the primary CAG member is unavailable or has a conflict of interest, and shall designate such alternate member in writing to the District Board. Alternate CAG members shall be appointed to the CAG by

the District Board for a one year term, just as primary CAG members. The alternate CAG member may act in the absence or unavailability of the designated primary CAG member. When acting as a CAG member, the alternate CAG member shall be deemed to be a CAG member for all purposes except as follows:

1. If both a primary CAG member and an alternate CAG member of the same seat are present at a meeting of the CAG, the primary CAG member shall have the sole power to vote.
2. An Alternate CAG member may not succeed to the position of CAG member based solely on his/her status as an alternate CAG member.

ARTICLE IX. TAC AND CAG PROCEDURES

The TAC and the CAG shall be subject to the Bylaws of the Board as applicable, and are not required to have separate Bylaws. The following provisions are provided to give the TAC and CAG specific direction in procedural matters.

A. **Annual Meeting/Sunshine Law Compliance.** The TAC and CAG shall each hold a regular meeting in January of each year, which shall be the Annual Meeting. At the Annual Meeting, the TAC and CAG each shall designate the following to comply with the Colorado Sunshine Act of 1972, specifically, the Open Meetings Law, §§ 24-6-401, *et seq.*, as amended:

1. Public place(s) where meeting notices will be posted.
2. Fix the time and place of regular meetings.
3. The custodian of the records.
4. The form of the official record of meetings (audio recording, etc.).
5. Location where minutes and records will be maintained.
6. Official newspaper(s) for publication of required notices.
7. Order that executive sessions shall be audio recorded (except for attorney/client communications).

B. **Open Meetings Compliance.** All meetings of the TAC and CAG, including subcommittee meetings, shall comply with all applicable provisions of the Colorado Open Meetings Law, C.R.S. §§ 24-6-401, *et seq.*, as amended, and shall provide opportunities for public input by, at a minimum, permitting the public to address the TAC and CAG in open meetings. Meeting notices/agendas for the TAC and CAG and any subcommittee meetings shall be posted in both El Paso and Pueblo Counties at least twenty-four (24) hours prior to the meeting.

C. **Regular and Special Meetings.** The TAC and CAG shall each meet once a month for a regular meeting or as they otherwise determine or as otherwise directed by the Board. Special meetings of the TAC and CAG may be called either by the Chairperson or by three members of the respective group or by the Board.

D. Notice of Meetings. Notice of regular meetings of the TAC and CAG shall be provided to the respective members at least twenty-four (24) hour prior to the time fixed for the meeting by sending a copy of the notice by United States mail, by fax, electronic mail, telephone, or other electronic means. Notice of special meetings of the TAC and CAG shall be provided to the respective members at least twenty-four (24) hour prior to the time fixed for the meeting by the means identified above.

E. Quorum and Voting. A majority of the members of the TAC and CAG appointed shall constitute a quorum of the TAC and CAG for the transaction of business unless a different number is set by resolution of the TAC or CAG at their Annual Meetings. The affirmative vote of a majority of a quorum of the members shall be sufficient to conduct the business of the District. Each member of the TAC and CAG is entitled to one vote. Voting shall be required to transact business. If less than a quorum is present at a meeting, the Chairperson or another officer may determine that it is appropriate to consider information and take comments on items on the agenda, but the TAC or CAG shall not take any actions. The Chairperson or another officer may adjourn the meeting to a different time and place, and in such case, the Chairperson shall notify absent members of the time and place of such adjourned meeting.

F. Officers. The TAC and CAG shall each elect the following officers at their respective Annual Meetings. Officers shall be elected by a majority vote of a quorum of the members by an appropriate method as may be determined by the Chairperson. The offices of Chairperson and Vice Chairperson are not required to be rotated annually between the Parties to the Act north of the Pueblo County line and the Parties to the Act south of the Pueblo County line as is required for these offices of the Board.

1. Chairperson. The Chairperson shall preside over all meetings of the TAC and CAG and see that the meeting and debate are conducted in an orderly and expeditious manner. The Chairperson shall prepare recommendations to be presented to the Board. The Chairperson shall perform all duties incident to the office of Chairperson. The Chairperson may place reasonable time limitations on debate and public testimony including discussion by members.

2. Vice Chairperson. The Vice Chairperson shall assume the duties of the Chairperson in his/her absence.

3. Secretary. The TAC and CAG shall elect or appoint a Secretary who shall keep a written or recorded record of the minutes of all meetings, ensure that all notices required by law are duly given and posted, shall serve as the custodian of TAC or CAG records, respectively, and shall perform such other functions as may be prescribed by the TAC and CAG.

4. Term. All Officers of the TAC and CAG shall hold office for a term of one (1) year. Officers may be elected to successive terms.

5. **Pro tem Chairperson.** In the event both the Chairperson and Vice Chairperson are absent from the meeting, the members present shall vote for one of their members to act as Chairperson *pro tem* for that meeting.

G. **Conflicts of Interest.** Members of the TAC and CAG are subject to the same conflict of interest provisions in Article IV. H. of the Bylaws and the laws of the State of Colorado.

H. **Attendance/Dismissal for TAC and CAG Members.** If a member of the TAC or a member of the CAG misses three (3) consecutive regular meetings of the TAC or CAG, respectively, the TAC Chairperson and the CAG Chairperson, respectively, shall review the matter and recommend to the Board that such member be dismissed and a new appointment be made to replace that member.

ARTICLE X. COMMITTEES

A majority of a quorum of the Directors present shall have the power to appoint regular, temporary or ad hoc committees as deemed necessary to study matters coming before the Board not within the ambit of either the TAC or CAG. The Board may appoint itself as a Committee of the Whole to hear any matters that may be brought before it. The creation of all such committees and appointments thereto shall be done in an open and public meeting. All committee meetings shall be held in compliance with the Colorado Open Meetings Law, §§ 24-6-401, *et seq.* C.R.S., as amended. All committees, including the TAC and CAG, have advisory authority only.

ARTICLE XI. ANNUAL BUDGET AND AUDIT

The District shall comply with all applicable annual budget requirements set forth in the Local Government Budget Law of Colorado, §§ 29-1-101, *et seq.*, C.R.S., as amended, and with Colo. Const. Art. X, § 20 (the Taxpayer's Bill of Rights (TABOR)), if applicable. The District shall comply with all applicable annual audit requirements set forth in the Colorado Local Government Audit Law, §§ 29-1-601, *et seq.*, C.R.S., as amended.

ARTICLE XII. SEAL AND FISCAL YEAR

A. **Seal.** The Board may adopt a seal. The seal shall include therein the name of the State of Colorado and of the Fountain Creek Watershed, Flood Control, and Greenway District.

B. **Fiscal Year.** The fiscal year of the District shall be the calendar year.

ARTICLE XIII. CONDUCT OF BUSINESS

In order to ensure that the public meetings, hearings, and debate run in a smooth, orderly, and expeditious manner, the Board, TAC, and CAG shall employ the current edition of Robert’s Rules of Order while conducting its meetings and hearings in which they are applicable and in which they are not inconsistent with either the Colorado Revised Statutes or the Act.

ARTICLE XIV. SEVERABILITY

If any section, subsection, sentence, clause, or phrase of these Bylaws is for any reason held by a court of competent jurisdiction to be invalid, such a decision shall not affect the validity of the remaining portions of these Bylaws.

ARTICLE XV. ADOPTION AND AMENDMENTS

These Bylaws shall be adopted by, and shall only be amended by a simple majority vote of the Board.

ARTICLE XVI. GOVERNING LAW

These Bylaws shall be governed by and construed in accordance with the constitution and laws of the State of Colorado, and the Act, as all may be amended from time to time. In the case of a conflict between the Bylaws and the Act, the provisions of the Act shall control.

I, _____, hereby certify that the foregoing Amended Bylaws were adopted by Resolution of the Board of Directors of the Fountain Creek Watershed, Flood Control, and Greenway District by a majority vote of ____ to ____; effective this 25th day of April, 2014.

**FOUNTAIN CREEK WATERSHED, FLOOD CONTROL,
AND GREENWAY DISTRICT:**

By: _____
Eva Montoya, Chairperson

ATTEST:

By: _____
Richard Skorman, Secretary