

**NORTH METRO FIRE RESCUE DISTRICT**

**BOARD BYLAWS**

**Effective: January 19, 2021**

**TABLE OF CONTENTS**

**CHAPTER I INTRODUCTION** ..... 1

**CHAPTER II BOARD POWER AND AUTHORITY** ..... 2

    A. Statutory Power and Authority ..... 2

    B. No Authority For Official Action By An Individual Board Member ..... 4

    C. Board Communication with the Fire Chief and District Employees..... 4

    D. Right of District Employees to Participate in the Political Process Under the Colorado Firefighter Safety Act..... 5

**CHAPTER III BOARD MEMBERSHIP** ..... 7

    A. Qualifications – Definition of..... 7

    B. Director Oaths and Bonds ..... 7

    C. Director Vacancies ..... 7

    D. Term Limits ..... 8

    E. Mandatory Filings ..... 9

    F. Fiduciary Obligations ..... 10

    G. Compensation and Expense Reimbursement ..... 11

    H. Gifts ..... 11

    I. Bylaws, Rules & Regulations, and Policies ..... 11

    J. Director Recall ..... 12

**CHAPTER IV BOARD MEETINGS**..... 12

    A. Calling the Meeting ..... 12

    B. Open to the Public ..... 13

    C. Rules of Procedure ..... 13

    D. Voting and Quorum..... 14

    E. Attendance ..... 14

    F. Minutes ..... 14

    G. Executive Sessions ..... 15

    H. Resolutions and Motions ..... 16

    I. Emergency Board Meetings ..... 16

**CHAPTER V DIRECTORS AND OFFICERS** ..... 17

    A. Director Qualifications and Terms ..... 17

    B. Director’s Performance of Duties..... 17

    C. Election of Officers ..... 18

    D. Vacancies..... 18

    E. Resignation and Removal..... 18

    F. President ..... 18

    G. Vice-President ..... 19

    H. Secretary ..... 19

    I. Treasurer..... 19

    J. Assistant Secretary ..... 19

    K. Recording Secretary ..... 20

    L. Additional Duties ..... 20

**CHAPTER VI CONFLICT OF INTEREST**..... 20

    A. Disclosure Required ..... 20

    B. Acts Constituting a Conflict of Interest..... 21

C.	Guides to Ethical Conduct.....	22
D.	Effect of Existence of Potential Conflict of Interest .....	22
<b>CHAPTER VII</b>	<b>ELECTIONS.....</b>	<b>22</b>
A.	Ballot Issues and Ballot Questions.....	23
B.	Joint and Coordinated Elections.....	23
C.	Regular and Special Elections.....	23
D.	Independent Mail Ballot Elections.....	23
E.	Polling Place Elections.....	23
F.	Designated and Coordinated Election Officials .....	24
G.	Cancellation of Election .....	24
H.	Election Recall of Directors .....	25
I.	Fair Campaign Practices Act Limitations .....	25
<b>CHAPTER VIII</b>	<b>SERVICE PLANS .....</b>	<b>26</b>
A.	Following Service Plan .....	26
B.	Amendment and Modification.....	26
<b>CHAPTER IX</b>	<b>FINANCIAL MATTERS .....</b>	<b>27</b>
A.	Fees and Charges.....	27
B.	The Annual Budget, Mill Levy and Revenue and Spending Limitations .....	27
C.	Appropriations.....	28
D.	Audit Committee .....	28
<b>CHAPTER X</b>	<b>AUDITS .....</b>	<b>29</b>
<b>CHAPTER XI</b>	<b>LIABILITY .....</b>	<b>29</b>
A.	Federal and State Tort Claims .....	29
B.	Contract Claims and Criminal Acts.....	29
<b>CHAPTER XII</b>	<b>CONTRACTS.....</b>	<b>30</b>
A.	Construction Contracts .....	30
B.	Contracts and Purchase – No Bids Required.....	31
C.	Board Approval of Contracts .....	31
D.	Authority of Fire Chief to Enter into Contracts and Authorize Purchases.....	31
<b>CHAPTER XIII</b>	<b>BOUNDARY ISSUES .....</b>	<b>31</b>
<b>CHAPTER XIV</b>	<b>AMENDMENT OF BYLAWS.....</b>	<b>32</b>
<b>CHAPTER XV</b>	<b>SEVERABILITY .....</b>	<b>32</b>

## **CHAPTER I INTRODUCTION**

Welcome to the Board of Directors (“Board”) of North Metro Fire Rescue District (“District”). Serving as a Board member of this dynamic, progressive and high-quality District will be challenging and rewarding. The District was formed in 1946 by a group of thirty (30) volunteers from the area of Eastlake, Colorado, and later transitioned to an all paid, professional department. The District covers an area of approximately 60 square miles with a population of approximately 123,000 residents.

The District’s service area presents a unique firefighting challenge. Contained within the District’s boundaries is a wide mix of uses, including: offices, hotels, entertainment venues, such as the 1STBANK Center, shopping malls, heavy industrial and light manufacturing facilities, the Rocky Mountain Metropolitan Airport facility, the Colorado and Southern Rail Lines, Interstate 25 and U.S. Highway 36, densely populated residential areas of the City and County of Broomfield and the City of Northglenn, rural farms and agricultural areas, energy research facilities, and oil and gas exploration wells.

Services provided by the District include fire prevention and investigation, safety education, fire suppression, hazardous materials response, rescue services, emergency medical response and ambulance transport. All the District’s line employees are cross-trained as Emergency Medical Technicians (EMTs) or Paramedics.

The District’s line personnel provide a dedicated and efficient firefighting group for District citizens. The District is continually upgrading firefighting training and delivery of its emergency, fire, medical, rescue and hazardous materials services to the citizens of the City and County of Broomfield, the City of Northglenn, and unincorporated portions of Jefferson, Boulder, Adams and Weld Counties. The District has a fire prevention staff, including fire protection engineers that review plans and provide Fire Code enforcement services. The District provides community education and training. The District has a fully staffed, state-of-the-art Training Center, which is not only used to keep its own personnel well trained, but the facility is also rented by other departments and entities for training purposes as well. The District also has a maintenance facility used to maintain and perform minor repairs to its own vehicles and apparatus. Other departments also may have their vehicles and apparatus serviced at the maintenance facility for a charge.

The Fire Chief administers the District through implementation of the policies established by the Board. The five-member Board establishes District policies and is responsible for ensuring that the Fire Chief implements those policies.

The purpose of these Bylaws is to assist Board members in understanding their duties as Directors of the District and the proper roles of the Directors and Officers of the Board as the policy-making governing body, and the Chief Staff in implementing the policies established by the Board.

## CHAPTER II BOARD POWER AND AUTHORITY

### A. Powers and Authority

The Colorado Special District Act, Colorado Revised Statutes (“C.R.S.”) 32-1-101, *et seq.* (“Special District Act”), sets forth the specific powers and authority of the Board. For and on behalf of the District, the Board, through a majority vote of the Board at a properly noticed meeting at which a quorum is present, has the following authority and powers:

- (1) To have perpetual existence;
- (2) To have and use a corporate seal;
- (3) To sue and be sued and to be a party to suits, actions, and proceedings on behalf of the District;
- (4)
  - (a) 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 \$60,000 or more of public moneys. The Board may reject any and all bids, and if it appears that the District can perform the work or secure material directly or from another source for less than the lowest bid, the Board may proceed to do so;
  - (b) 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 or between the District and the owner of 25% or more of the territory within the District unless a notice has been published for bids and such member or owner submits the lowest responsible and responsive bid;
- (5) 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 Part 6 of Article 75 of Title 24, C.R.S.;
- (6) 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;
- (7) To refund any bonded indebtedness as provided in Part 13 of Article 32, or Article 54 or 56 of Title 11, C.R.S.;
- (8) To manage, control and supervise all of the business and affairs of the District as defined in the Special District Act directly or through the Fire Chief and staff as the Board deems

appropriate in its sole discretion, including all construction, installation, operation, and maintenance of District improvements;

(9) To appoint, hire, and retain agents, employees, engineers, accountants, advisors, consultants and attorneys;

(10) To furnish services and facilities outside the boundaries of the District and to establish fees, rates, tolls, penalties, or charges for such services and facilities as allowed by law;

(11) 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;

(12) To adopt, amend and enforce guidelines, bylaws, standard operating procedures and rules and regulations not in conflict with the constitution and laws of the State of Colorado for carrying on the business, objects, and affairs of the Board and the District;

(13) To acquire, dispose of, or encumber fire stations, fire protection and firefighting equipment, and any interest therein, including leases and easements;

(14) 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 the powers granted, both within and outside the District;

(15) 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;

(16) 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, as the case may be, adopts a resolution stating that such code or specific portions thereof shall be applicable within the District's boundaries;

(17) To fix and from time to time increase or decrease fees and charges within its jurisdiction as follows, and the Board may pledge such revenue for the payment of any indebtedness of the District:

- (a) 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: (1) services provided prior to the arrival of an ambulance; (2) rescue or extrication of trapped or injured parties; and (3) lane safety or blocking provided by District equipment; and
- (b) Requested or mandated inspections, including plan reviews; and
- (c) Hazardous incident responses; and,

(d) Services provided outside the jurisdiction of the District to the extent allowed by law.

(18) To collect impact fees as allowed by law, if a municipality or county agrees to impose the impact fees on behalf of the District.

(19) 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;

(20) To create and maintain paid firefighters' pension funds, 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.;

(21) 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,

(22) 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.

#### **B. No Authority For Official Action By An Individual Board Member**

The Board can only act through a majority vote of the Board at a properly noticed public meeting at which a quorum is present. Individual Board members have no power or authority to take any action or make any statement on behalf of the Board or the District, except as specifically authorized by the Board. Individual Board members do not have the power or authority to direct District employees to take any action. Individual Board members shall not give direction to the Fire Chief or other District employees except as specifically authorized by the Board.

#### **C. Board Communication with the Fire Chief and District Employees**

In order to foster an effective and efficient line of communication between the Fire Chief, Chief Staff, and the Board, communications regarding District business between the Board and employees of the District, and all requests for information regarding District business by the Board and individual Board members shall be directed to the Fire Chief.

To avoid multiple or inconsistent direction to the Fire Chief, individual members of the Board are encouraged, but not required, to communicate with the Fire Chief through the President of the Board with respect to District business. However, every member of the Board has the right, as an elected official, to speak directly with the Fire Chief. If a member of the Board other than the Board President intends to speak with the Fire Chief directly regarding District business, that member should, as a courtesy to the other members of the Board, and as soon as reasonably

practicable under the circumstances, provide the other members of the Board with a courtesy phone call or email advising them of the need to make direct contact with the Fire Chief, the subject of the contact, and the information received or action taken as a result of the contact. The President of the Board shall advise the other members of the Board of his or her communications with the Fire Chief regarding District business in a reasonably prompt manner considering the nature of the contact. Communications with the Fire Chief on matters other than District business are not subject to this provision.

The Board recognizes the need for an established and cohesive chain of command, and the need to support, and not undermine, the authority it has given the Fire Chief to manage the day-to-day operations and activities of the District. For example, the Board recognizes that smooth and efficient operations and activities of the District, including personnel matters that do not directly involve the Fire Chief, should be handled through the District's chain of command. Employees may address matters directly to the Board only as permitted in, and pursuant to the provisions of, the relevant portions of the Employee Rules and Regulations, as amended from time to time. Board members are encouraged to review the District's Employee Rules and Regulations to better understand the corresponding regulations that apply to District employees and other members.

**D. Right of District Employees to Participate in the Political Process Under the Colorado Firefighter Safety Act.**

**1. Political Process Participation.**

Nothing in Section II(C) above is intended to restrict the rights of District employees granted pursuant to C.R.S. § 29-5-204 (Senate Bill 13-025, commonly known as the Colorado Firefighter Safety Act), including the right to fully participate in the political process while off duty and not in uniform, including speaking with Board members and engaging in other legitimate political activities in the same manner as other Colorado citizens without discrimination, intimidation, or retaliation.

**2. No Right to Meet and Confer.**

The right of District employees to participate in the political process pursuant to C.R.S. § 29-5-204 does not include the right to meet and confer pursuant to C.R.S. § 29-5-205. The District Board can only act as a whole by a majority vote of the Board at a properly noticed meeting at which a quorum is present. Individual Board members are not authorized to meet and confer with employees for the purpose of C.R.S. § 29-5-205. Employees are not permitted to attempt to meet and confer with individual Board members for the purpose of C.R.S. § 29-5-205.

**3. Clarification of Procedure for Employees to Present Complaints About Fire Chief.**

Employees may present complaints about the Fire Chief to the Board. However, employees have no right to present complaints directly to individual Board members pursuant to C.R.S. § 29-5-207(2)(a).

**(a) Scope.**

This section does not apply to any aspect of any corrective action, disciplinary action or termination of employment, or any personnel decision relating to payroll, appointment, hiring, promotion, or performance reviews, or any action an employee perceives as illegal discrimination, harassment, or retaliation. Such matters should be addressed in accordance with the rules, policies and procedures, if available, that may be set forth in the applicable provisions of the Employee Rules and Regulations, the Collective Bargaining Agreement, and the Rules, Regulations, Policies and Procedures of the Civil Service Committee, as may be amended from time to time.

**(b) Informal Problem and Complaint Resolution.**

An employee must first address the Fire Chief and attempt to resolve the dispute or complaint directly. If the informal means of problem and complaint resolution are not successful, the employee may utilize the dispute resolution procedures set forth below.

**(c) Dispute and Complaint Resolution Procedures.**

After satisfying Section (b) above, the employee may submit a written dispute or complaint concerning the Fire Chief to the Board President.

The employee shall submit his/her written dispute or complaint within six business days of the issue or event that is the reason for the dispute or complaint. The written dispute or complaint shall be placed in a sealed envelope marked "Confidential – Dispute Resolution for the Board President." The sealed envelope shall be delivered to the District's administrative office.

The written dispute or complaint shall, at a minimum, state the following:

- (i) The date of the disputed issue, event or complaint, and the date the employee has submitted the written dispute or complaint;
- (ii) The name of the employee filing the written dispute or complaint;
- (iii) A description of the dispute or complaint; how, when and where it arose; the parties involved; and its present status, including a description of the steps the employee took to resolve the dispute or complaint on an informal basis;
- (iv) All documents or other materials supporting the employee's position; and
- (v) The relief sought or a proposal for resolution of the dispute or complaint.

The Board President shall advise the employee that the dispute or complaint has been received. The Board President also shall notify the Fire Chief of the dispute or complaint and provide the Fire Chief the opportunity to provide a written response. The Board of Directors may conduct such investigation as it deems appropriate under the circumstances. The Board will issue a written decision as soon as possible.

**CHAPTER III  
BOARD MEMBERSHIP**

**A. Qualifications – Definition of “Eligible Elector”**

To qualify as a Director of the District, an individual must be an eligible "elector" of the District. To be an eligible "elector" of the District, an individual must be a registered voter of Colorado and:

- (1) A resident of the District; or
- (2) The owner, or the spouse or civil union partner of the owner, of taxable real or personal property situated within the boundaries of the District; or
- (3) A person obligated to pay taxes under a contract to purchase taxable property situated within the boundaries of the District.

Director qualifications must be met at the time of signing the self-nomination affidavit (or at the time of appointment by the Board, if filling a vacancy), and must be maintained through a Director’s term of office in order to remain qualified to serve as a Director. A Director cannot receive compensation as an employee of the District.

**B. Director Oaths and Bonds**

Each Director must take an oath of faithful performance within 30 days of being elected. The oath must be administered by a qualified official, including any officer of the Board or any individual designated by the Board, a notary public, the county clerk and recorder, or other individuals authorized by law to administer oaths in Colorado and filed with the Clerk of the Adams County District Court and the Division of Local Government.

Each Director also must file a personal surety bond of not less than \$1,000, with the Clerk of the Adams County District Court. If the Director also serves as the Board Treasurer, a corporate fidelity bond of at least \$5,000 must also be filed with the Adams County District Court. The District may purchase crime insurance in lieu of the personal surety bonds. The District pays for the bonds or crime insurance and handles the necessary filings on behalf of the Directors and Treasurer.

**C. Director 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:

- (1) 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;
- (2) 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;

- (3) 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;
- (4) If the person who was duly elected or appointed ceases to be qualified for the office to which he/she was elected;
- (5) If a person who was duly elected or appointed is convicted of a felony;
- (6) 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;
- (7) If the person who was duly elected or appointed fails to attend three (3) consecutive regular meetings 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
- (8) 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 Adams County 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.

#### **D. Term Limits**

The Colorado Constitution prohibits a Director from serving more than two consecutive terms of office, unless the District's voters approve increasing or eliminating the term limits. In May 2018, the District's voters approved increasing terms limits to three consecutive terms. Term limits apply only to elected four-year terms and to three-year terms for Directors elected in 2020 and 2022. Term limits do not apply to: i) interim terms that arise by appointment to fill a vacancy; and, ii) elected two-year terms created due to a vacancy.

**E. Mandatory Filings**

Directors are responsible for ensuring that mandatory filings are made, and actions are taken. The following schedule includes the primary actions:

ACTION	OFFICE	DEADLINE
A current, accurate map of the District boundaries §32-1-306, C.R.S.	Division of Local Government, County Assessor	January 1
<p>Notice to Electors (Transparency Notice) §§ 32-1-104(2) and 809</p> <p>Address/telephone number of District’s principal business office; name/business telephone number of District’s primary contact person; names/contact information for Board members, name of chairperson, and name of each Board member who will be on the ballot at the next regular District election; times and places designated for regularly scheduled Board meetings during the year and place where notice of Board meetings is posted; current mill levy and total ad valorem tax revenue received by the District during the last year; date of next regular District election at which Board members will be elected; information on procedure/time for a District eligible elector to submit a self-nomination form for election to the Board; address of any website on which District's election results will be posted; and information on procedure for eligible elector to apply for a permanent absentee voter status with District.</p>	<ol style="list-style-type: none"> <li>1) Board of County Commissioners, the County Assessor, the County Treasurer, and the County Clerk and Recorder of each county in which the District is located.</li> <li>2) Governing body of all municipalities in which the District is located.</li> <li>3) Division of Local Government (DOLA).</li> <li>4) District’s website (with a link on DOLA’s website to the District’s website).</li> <li>5) Copy available at District’s principal business office for public inspection.</li> </ol>	January 15

Post Notices of regular and special meetings of a quorum of the Board §32-1-903(2) and 24-6-402(2)(c)(III)	District Website (must also designate one physical public location within the District to post if cannot post on website)	24-hours prior to meetings throughout the year. It is recommended that Notices of Regular Meetings be posted once at the beginning of each year.
Certified copy of adopted budget along with Budget Message and all Resolutions Adopting the Budget. §29-1-113(1), C.R.S.	Division of Local Government	No later than January 31 (enact Resolution adopting budget by December 15, if certifying mill levy, or December 31, if not levying property taxes)
Report of outstanding non-rated public securities as of the end of the fiscal year §11-58-105, C.R.S.	Division of Local Government.	Within 60 days after the end of the prior fiscal year (Usually March 1)
Application for audit exemption (if applicable) §29-1-604, C.R.S.	State Auditor	March 31
Audit report §29-1-606, C.R.S.	State Auditor	30 days after report is received, but not later than July 31
Certificate of Election results §1-11-103, C.R.S.	Division of Local Government. File with Division of Securities and Board of County Commissioners if debt authorization election.	Within 30 days after election day
Certification of mill levy §39-5-128(1), C.R.S.	Board of County Commissioners	December 15
Resolution Appropriating Sums of Money §29-1-108(2), C.R.S.	Division of Local Government	Adopt prior to Certification of mill levies (December 15), or prior to December 31 if not levying property taxes.

## F. Fiduciary Obligations

By statute, and under common-law, each Director serves as a fiduciary to the District, as defined below:

The holding of public office or employment is a public trust, created by the confidence which the electorate reposes in the integrity of public officers,

members of the general assembly, local government officials, and employees. A public officer, member of the general assembly, local government official, or employee shall carry out his duties for the benefit of the people of the state.

A public officer, member of the general assembly, local government official, or employee whose conduct departs from his fiduciary duty is liable to the people of the state as a trustee of property and shall suffer such other liabilities as a private fiduciary would suffer for abuse of his trust.

C.R.S. §24-18-103(1) and (2).

This fiduciary obligation does not extend to each individual resident of the District, but rather to the District itself. As a fiduciary, a Director has the duty to exercise the utmost good faith, business sense and good judgment on behalf of the District. Each Director must place the interests of the District above his or her self-interests. A Director is prohibited from taking personal advantage of a situation to benefit him/herself or prejudice the District.

#### **G. Compensation and Expense Reimbursement**

As permitted – and limited – by statute, District Directors receive \$100 per meeting, with an annual cap of \$2,400 per year. Reimbursement of a Director's actual expenses is not considered compensation. Actual expenses may include mileage and out-of-pocket expenses incurred in service as a Director. This provision shall be deemed to be amended to conform to any changes in the law regarding compensation or expense reimbursement.

#### **H. Gifts**

The Colorado Constitution prohibits the District from making a donation or grant to or in aid of a private individual or entity. District support for charitable or non-profit community events is not prohibited; however, such contributions must be reasonably tied directly or indirectly to the purposes for which the Fire District was organized.

#### **I. Bylaws, Rules & Regulations, and Policies**

The Board may, but is not required to, adopt bylaws to govern certain aspects of Board membership. The Board has adopted these Bylaws for that purpose, and all Directors are expected to comply with these Bylaws. These Bylaws may be amended, changed or repealed by a majority vote of the Board at a properly noticed public meeting at which a quorum is present.

The Board is authorized to adopt, and has adopted, Employee Rules and Regulations that set forth the Board's policies with respect to the administration, operation and management of the District. In the Employee Rules and Regulations, the Board has authorized the Fire Chief to implement the policies established by the Board through Standard Operating Procedures (SOPs), as amended by the Fire Chief from time to time. Like the Board Bylaws, the Employee Rules

and Regulations may be amended, changed or repealed by a majority vote of the Board at a properly noticed public meeting at which a quorum is present.

#### **J. Director Recall**

Any Director who has held office for at least six (6) months during his or her current term may be recalled from office by the District's eligible electors. A petition signed by the lesser of 300 or 40% of the eligible electors demanding the recall of the Director must be filed with the District's designated election official. The election of a successor will be held at the same time as the recall election. The recall election will be conducted in accordance with the Election Codes and the provisions of Part 9 of Article 1 of Title 32, C.R.S.

### **CHAPTER IV BOARD MEETINGS**

#### **A. Calling the Meeting**

- (1) Designation of Time and Place. At the end of each calendar year, the Board will designate the time and place for all regular Board meetings for the following year and designating a public place within the District where notice of the meetings will be posted if notice cannot be accomplished on the District's website.
- (2) Notice to Directors. All Directors must be notified of any regular or special meeting of the Board.
- (3) Notice to public. Written notice of regular and special meetings (including study sessions) shall be posted either in the physical location within the District previously identified by the Board, or the online location previously identified by the Board. If the District posts its meeting notices online, then it does not have to also post meeting notices in the designated physical location, except in exigent or emergency circumstances that prevent the District from posting, or the public from accessing, the notice online. All notices of regular or special meetings (including study sessions) must be posted at least twenty-four (24) hours before the public meeting and must include specific agenda information if available.

Additionally, if the District posts its meeting notices online it must comply with the following requirements:

- (a) The notice must be accessible at no charge to the public;
- (b) The District must, to the extent feasible, make the notices searchable by type of meeting, date of meeting, time of meeting, agenda contents, and any other category deemed appropriate by the District, and shall consider linking the notices to any appropriate social media account(s) of the District; and

- (c) The address of the website where notices are posted must be provided to the Department of Local Affairs.

If the Board intends to make a final determination on any of the following issues at a regular or special meeting, the notice shall specifically state that fact in the notice:

- i. issue or refund general obligation indebtedness;
  - ii. consolidation of the District;
  - iii. dissolution of the District;
  - iv. filing a plan for adjustment of debt under federal bankruptcy law;
  - v. entering into a private contract with a Director; or
  - vi. not making a scheduled bond payment.
- (4) Requested Notice. The District must keep a list of all individuals requesting notice of meetings and provide reasonable advance notice to those individuals. Once an individual has requested individualized notice, he or she must be included on the list for two years. What constitutes "reasonable" notice is left to the District's discretion. Inadvertent failure to provide notice to a listed person will not invalidate the meeting or actions taken at the meeting.

## **B. Open to the Public**

Under the Colorado Sunshine Law, C.R.S. 24-6-401, *et seq.* ("Sunshine Law") all meetings of a quorum of the Board or three or more Board members, whichever is fewer, held for the purpose of discussing public business or taking a formal Board action must be open to the public, and proper notice of the meeting provided. The District's legal counsel recommends that anytime a quorum or three or more Board members, whichever is fewer, are together and they may discuss or receive information that could be relevant to their decisions related to the District — even while attending another District or City meeting as observers—the meeting should be considered a public meeting and properly noticed. The Colorado Sunshine Law requirements also apply to Board study sessions. They do not apply to staff meetings where a quorum of the Board is not present.

All meetings of the Board—whether characterized as study sessions, special meetings or otherwise—are open to the public, including reporters, attorneys and any other representatives. Portions of meetings may be conducted out of the presence of the public (Executive Sessions) if the portion of the meeting not held in public is allowed by the Sunshine Law.

## **C. Rules of Procedure**

To the extent practicable, the District uses the latest edition of *Robert's Rules of Order* as a procedural guide for conducting meetings, with the following amendments:

- (1) The reading of the text of minutes, financial statements, or proposed Resolutions into the record is not required; and
- (2) Any Director, including the President of the Board, may make or second a Motion, and may vote on any Motion.
- (3) Absent an objection by two or more Board members, the President may alter the order in which agenda items are considered, if the President determines the change(s) will facilitate the efficient running of the meeting and consideration of agenda items.
- (4) In the absence of the President at a meeting, the following officers shall conduct the meeting and perform the duties of the President in descending order:
  - (a) Vice President; then,
  - (b) Secretary.

#### **D. Voting and Quorum**

A simple majority, or “quorum,” of the Board is necessary before the District may commence a meeting and take any official act or vote. The District has a five (5) member Board. Assuming at least four of the Director positions are filled, three (3) members constitute a quorum. Proxy voting is not permitted.

#### **E. Attendance**

Directors must attend Board meetings. A Director may attend a meeting by telephone or electronic platform, so long as the Director is able to hear and be heard.

A Director who fails to attend three consecutive regular meetings is automatically disqualified to serve as a Director, unless approval of the absence is entered in the minutes, or the absence is excused by mental or physical disability or illness. Director absences must be identified in the official meeting minutes and must state whether the absence was excused or unexcused.

#### **F. Minutes**

Within a reasonable time, the minutes of regular meetings, special meetings (including study sessions), and emergency Board meetings shall be prepared and approved by the Board and shall be attested to by the Recording Secretary. The approved and signed official minutes shall be available for public inspection.

The Board has determined that, in order to assist Chief Staff in preparing proposed minutes of the public portions of meetings for Board consideration, the public portions of the meetings should be electronically recorded. The electronic recording of the public portion of a Board meeting shall be destroyed immediately upon the Board approving the official minutes of such

meeting, unless an affirmative vote of a majority of the Board directs otherwise as to a particular recording. All electronic recordings of prior Board meetings for which the Board has approved official minutes shall be immediately destroyed.

In the event there is a failure of the electronic recording device or other circumstances arise where the public portion of a meeting cannot be electronically recorded, notes of the meeting may be taken by hand or electronically to assist Chief Staff in preparing proposed minutes of the meeting for Board consideration. The notes shall be destroyed immediately upon the Board approving the official minutes of such meeting, unless an affirmative vote of a majority of the Board directs otherwise.

### **G. Executive Sessions**

An executive or "closed" session of the Board may only be called at a regular meeting, or at a special meeting or study session, which is a form of special meeting where no formal action of the Board may be taken. An executive session must be approved by an affirmative vote of *two-thirds* of the Board members present at a public meeting. The public is not permitted in an executive session. In order to maintain the confidentiality of the executive session, only those individuals who are necessary for the topic(s) being discussed during the executive session should be permitted to attend the executive session.

If the Board knows in advance that it may hold an executive session during a given meeting, it should list the potential executive session as an agenda item whenever practical. Before going into an executive session, the chairperson must announce, and the minutes reflect, the particular matter to be discussed in as much detail as possible without compromising the purpose for which the executive session is authorized, and state one or more of the following specific citation(s) for which the Board is authorized to meet in executive session:

- (1) C.R.S. § 24-6-402(4)(a), "Discuss the purchase, acquisition, lease, transfer or sale of any property interest";
- (2) C.R.S. § 24-6-402(4)(b), "Receive advice of Legal Counsel (specific legal question)";
- (3) C.R.S. § 24-6-402(4)(c), "Discuss a matter required to be kept confidential by the following State or Federal law, rule or regulation: (must cite specific statute or rule)";
- (4) C.R.S. § 24-6-402(4)(d), "Discuss specialized details of security arrangements or investigations";
- (5) C.R.S. § 24-6-402(4)(e), "Determine the District's position on matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators";
- (6) C.R.S. §24-6-402(4)(f), "Discuss personnel matters":
  - (a) Exception: If the employee who is the subject of the executive session has requested an open meeting (if the personnel matter involves more than one employee, all of the employees must request an open meeting);

- (b) Exception: Personnel matters do not include discussions concerning Board members;
- (c) Exception: Personnel matters do not include general personnel policies such as Employee Rules and Regulations, SOP's, etc.
- (7) C.R.S. § 24-6-402(4)(g), "Consider documents protected by the mandatory nondisclosure provisions of the "Public Records Act"; and,
- (8) C.R.S. § 24-6-402(4), "Review, Approve or Amend the Minutes of an Executive Session".

No Board action shall be taken while in executive session, except for determining the District's position on matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators. The discussion in an executive session shall be limited to the reason(s) for which the executive session was called. All discussions in executive session shall be held in strict confidence by every individual attending the executive session and shall not be disclosed to any third person or entity without the affirmative majority vote of the Board members at a properly noticed meeting at which a quorum is present, except when required by law.

Each executive session shall be electronically recorded, unless the District's legal counsel states on the record that an executive session, or a portion of the executive session, constitutes an attorney-client communication, in which case the portion of the executive session constituting an attorney-client communication shall not be recorded. The electronic recording of an executive session shall be destroyed on the 91<sup>st</sup> day after the executive session, unless an affirmative majority vote of the Board members at a properly noticed meeting at which a quorum is present directs otherwise.

## **H. Resolutions and Motions**

Official Board action may be taken through the adoption of a resolution, or a motion duly made and passed by a majority vote of the Board at a properly noticed meeting at which a quorum is present, or on rare occasions, at an emergency meeting. Except where a resolution is specifically required by a statute, ordinance or other law, a Board motion has the same legal effect as a resolution.

## **I. Emergency Board Meetings**

An emergency meeting may be called in the event of an emergency that requires the Board's immediate action 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 Board's express or implied powers 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 (1) the next regular meeting or (2) the next special Board meeting 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.

## **CHAPTER V DIRECTORS AND OFFICERS**

### **A. Director Qualifications and Terms**

The Board shall be comprised of five Directors, who shall be eligible electors of the District. The term of each Director shall be determined by law through elections held in compliance with the applicable provisions of the Colorado Local Government Election Code, C.R.S. § 1-13.5-101, et seq., the Uniform Election Code of 1992, C.R.S. § 1-1-101, et seq. (“Election Codes”) and the Special District Act. Each Director shall sign an oath of office and, at the District’s expense, furnish a faithful performance surety bond in a sum of not less than \$1,000.00.

### **B. Director’s Performance of Duties**

A District Director shall perform duties as a Director, including duties as a member of any committee of the Board in which the Director may serve, in good faith, in a manner in which the Director reasonably believes to be in the best interest of District, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, the Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in the subparagraphs of this subsection; but the Director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs the Director's duties shall not have any liability by reason of being or having been a Director of the District. Those persons and groups upon whose information, opinions, reports, and statements a Director is entitled to rely are:

- (1) One or more officers or members of the District whom the Director reasonably believes to be reliable and competent in the matters presented;
- (2) Legal counsel, public accountants, auditors, or other persons as to matters which the Director reasonably believes to be within such persons’ professional or expert competence; and
- (3) A committee of the Board upon which the Director does not serve, duly designated in accordance with the provisions of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

### **C. Election of Officers**

The Board shall elect a Director to serve as President and a Director to serve as Treasurer. The Board also shall elect a Secretary, who may be a Director. The Secretary and the Treasurer may be one person, but, if such is the case, he or she shall be a Director. The Board also may elect a Director to serve as Vice-President and a Director to serve as Assistant Secretary. The Board also may elect a Recording Secretary, who does not have to be a Director. The officers shall be elected by an affirmative vote of a majority of the Board at a properly noticed meeting at which a quorum is present. The election of the officers shall be conducted: 1) biennially at the first regular meeting of the Board following the regular biennial election of the Directors; or 2) upon the affirmative vote of a majority of the Board calling for an election of officers at a properly noticed meeting at which a quorum is present. An officer can be removed from office upon the affirmative vote of a majority of the Board at a properly noticed meeting at which a quorum is present. Each elected officer shall serve a two-year term, which term shall expire upon the election of the officer's successor or upon reelection to that office.

### **D. Vacancies**

A vacancy in a Director position shall be filled by an affirmative vote of a majority of the remaining Directors at a properly noticed meeting at which a quorum is present, and in accordance with the Special District Act. The appointed individual must be an eligible elector and shall serve until the next regular special district election, as established by the Special District Act.

### **E. Resignation and Removal**

Directors may be removed from office only through the recall provisions set forth in the Election Codes and the Special District Act or by a Court of competent jurisdiction. A Director may resign at any time by submitting a written notice of resignation to the Board. The Board's acceptance of the resignation shall not be necessary to make it effective unless the notice so provides.

### **F. President**

The President shall be the chairperson of the Board and preside at all meetings. The President has no greater authority than any other Director, and, unless specifically authorized by an affirmative vote of a majority the Board at a properly noticed meeting at which a quorum is present, has no authority to take action or make statements on behalf of the Board, or to direct Chief Staff or District employees regarding District affairs. Except as otherwise specifically authorized by an affirmative vote of a majority of the Board at a properly noticed meeting at which a quorum is present, the President shall sign all contracts, deeds, notes, warrants and other instruments on behalf of the District that have been approved by an affirmative vote of a majority of the Board at a properly noticed meeting at which a quorum is present. The Board may authorize the Fire Chief to execute routine contracts for goods and services as necessary for the efficient provision of same.

### **G. Vice President**

The Vice President shall preside at any meeting at which the President cannot be present. If specifically authorized by an affirmative vote of a majority of the Board at a properly noticed meeting at which a quorum is present, the Vice President may sign all contracts, deeds, notes, warrants and other instruments on behalf of the District that have been approved by an affirmative vote of a majority of the Board at a properly noticed meeting at which a quorum is present. The Vice President has no greater authority than any other Director, and, unless specifically authorized by an affirmative vote of a majority of the Board at a properly noticed meeting at which a quorum is present, has no authority to take action or make statements on behalf of the Board, or to direct Chief Staff or District employees regarding District affairs.

### **H. Secretary**

The Secretary shall preside at any meeting at which the President and Vice President cannot be present. The Secretary has no greater authority than any other Director, and, unless specifically authorized by an affirmative vote of a majority of the Board at a properly noticed meeting at which a quorum is present, has no authority to take action or make statements on behalf of the Board, or to direct Chief Staff or District employees regarding District affairs. The Secretary shall be responsible for the records of the District, may act as Secretary at meetings of the Board and record all votes, and shall perform all duties incident to the office. The Secretary or the Secretary's designee shall have the power to affix such seal to and attest all contracts and instruments authorized to be executed by the Board.

### **I. Treasurer**

The Treasurer has no greater authority than any other Director, and, unless specifically authorized by an affirmative vote of a majority of the Board at a properly noticed meeting at which a quorum is present, has no authority to take action or make statements on behalf of the Board, or to direct Chief Staff or District employees regarding District affairs. The Treasurer shall be chairperson of the Audit Committee. The Treasurer shall keep or cause to be kept strict and accurate accounts of all money received by and disbursed for and on behalf of 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 of not less than \$5,000.00, conditioned on the faithful performance of the duties of the Treasurer's office.

### **J. Assistant Secretary**

If the Board chooses to elect an Assistant Secretary, the Assistant Secretary shall perform the duties of the Secretary when the Secretary is unavailable or unable to perform such duties. The Assistant Secretary has no greater authority than any other Director, and, unless specifically authorized by an affirmative vote of a majority of the Board at a properly noticed meeting at which a quorum is present, has no authority to take action or make statements on behalf of the Board, or to direct Chief Staff or District employees regarding District affairs.

**K. Recording Secretary**

The Board shall have the authority to appoint a Recording Secretary who need not be a member of the Board of Directors, and who shall be responsible for recording all votes and composing minutes or other record of proceedings of the Board, which, upon approval and signature, shall be the official record of the Board and shall constitute a public record. The Recording Secretary shall not be required to take an oath of office and shall not be required to post a performance bond.

**L. Additional Duties**

The Board officers shall perform such other duties and functions as may from time to time be required by the Board, by these Bylaws, or by the District's rules and regulations, or by special exigencies, which shall later be ratified by the Board.

**CHAPTER VI  
CONFLICT OF INTEREST**

**A. Disclosure Required**

Any Director shall disqualify himself/herself from voting on any issue in which he/she has a conflict of interest, unless the Director has first disclosed the conflict of interest as required by law to the Board and the Secretary of State, and then only may vote if his/her participation is necessary to obtain a quorum or otherwise enable the Board to act.

If the Director is disqualified from voting, he/she also shall refrain from attempting to influence the decisions of other members of the Board in voting on the matter.

In addition, the Special District Act prohibits a Director receiving workers' compensation benefits awarded in the line of duty as a volunteer firefighter or pension payments to retired firefighters to vote on issues involving the Director's disability or pension payments. No Director receiving workers' compensation benefits awarded in the line of duty as a volunteer firefighter or pension payments to retired firefighters shall be allowed to vote on issues involving the Director's disability or pension payments. The foregoing limitation does not apply to a Director who is receiving disability or pension payments from another fire department for services provided to that fire department.

The Special District Act also requires a Director who owns at least 20% of the undeveloped land within the District to disclose this fact before each meeting. The disclosure must be recorded in the minutes of each meeting. "Undeveloped land" means real property, which has not been subdivided or which has no improvements constructed upon it, excluding real property dedicated for park, recreation or open space purposes. No contract for work or material, regardless of amount may be entered into between the District and a board member or a person owning twenty-five percent or more of the territory within the District unless notice for bids is published and the Director or owner is the lowest responsible bidder.

A Director has failed to properly disclose a conflict of interest if he or she votes or exercises any substantial discretionary function in connection with a government contract, without having given 72 hours' actual advance written notice to the Secretary of State and to the District Board. A Director with a conflict of interest should request that legal counsel for the District assist with drafting and filing the required notice upon request.

## **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.

District Board members, as local government officials (elected or appointed), or District employees, cannot:

- (1) Disclose or use confidential information acquired in the course of their official duties in order to further their 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/her public duties or which he/she knows or which a reasonable person in his/her position should know under the circumstances is primarily for the purpose of rewarding him/her for official actions he/she has taken.
- (3) Engage in a substantial financial transaction for his/her private 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 his/her 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) Be interested in any contract made in his/her official capacity or by any body, agency, or board of which he/she are a member or employee.
- (6) Be a purchaser at any sale or vendor at any purchase made by him/her in his/her official capacity.

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**

Colorado law (C.R.S. §24-18-101), sets 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 is a class 2-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.

## **CHAPTER VII ELECTIONS**

The Special District Act, the Colorado Local Government Election Code and/or the Uniform Election Code of 1992 apply to a District election (the “Election Codes”). The provisions of the Special District Act and the Election Codes are very detailed. In addition, the Election Codes are amended frequently. As a result, a comprehensive discussion of the election provisions contained in the Election Codes and the Special District Act is beyond the scope and purpose of these Bylaws. These Bylaws provide a general overview of the types of elections that may be conducted, when the District may or must hold elections, and the general statutory framework for conducting an election. The requirements and issues relating to a specific election being considered by the Board should be discussed with the District’s legal counsel. Elections may be conducted by polling place, independent mail ballot, or, for November elections only, as coordinated elections; except that ballot issue (TABOR) elections may not be conducted by polling place.

#### **A. Ballot Issues and Ballot Questions**

The term “Ballot Issues” refers to an issue presented to the voters that comes within Article X, Section 20 of the Colorado Constitution, commonly known as “Amendment 1” or “TABOR,” including requests to increase the District’s mill levy, issue bonds or undertake other forms of indebtedness, or remove the revenue and spending limits imposed by TABOR.

The term “Ballot Questions” refers to a question presented to the voters that does not involve a monetary issue that comes within TABOR, such as whether to remove Director term limits and filling Director vacancies.

#### **B. Joint and Coordinated Elections**

For all coordinated elections, the County Clerk and Recorder shall be the coordinated election official. At least 100 days prior to the scheduled coordinated election, the District shall take formal action to participate in the coordinated election and shall notify the County Clerk and Recorder of the action in writing. The District will thereafter enter into an Intergovernmental Agreement with the County Clerk and Recorder for the conduct of the election. Whenever the date of a District election is identical to the date set for another special district election in a special district having boundaries coterminous with the District, the election may be held jointly with the other special district. An election held jointly is not a coordinated election.

#### **C. Regular and Special Elections**

Regular special district elections for the position of Director, and for such other issues as the Board may deem appropriate, shall be held on the first Tuesday following the first Monday of May in 2020 and 2022, and on the first Tuesday following the first Monday of May in every odd-numbered year thereafter. Special elections may be held on the first Tuesday after the first Monday in February, May, October, or December of any year; except that Ballot Issue elections (*e.g.*, TABOR elections) may be held only on the date of a State general election, biennial special district regular election (*i.e.*, May of 2020 and 2022, and May of odd-numbered years thereafter), 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.

#### **D. Independent Mail Ballot Elections**

The District may conduct an independent (non-coordinated) election by mail ballot. The District’s Designated Election Official is required to have on file, either at the District’s principal offices or at the Designated Election Official’s principal office, a written plan for conducting the independent mail ballot election no later than 55 days prior to the election.

#### **E. Polling Place Elections**

The District may conduct regular or special elections by polling place, when the election is held for the purpose of electing Directors to the Board of Directors and/or when the election involves

one or more Ballot Questions. However, elections that will include a TABOR Ballot Issue (including Ballot Issues presented during a regular election) cannot be conducted by polling place election.

#### **F. Designated and Coordinated Election Officials**

For all coordinated elections, the County Clerk and Recorders for Adams, Boulder, Jefferson, Broomfield and Weld counties are the coordinated election officials responsible for complying with notice and other statutory requirements, unless an Intergovernmental Agreement specifies otherwise.

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 granted to the Board by Part 8 of the Special District Act for the conduct of regular or special elections may be exercised in the absence of the Board by the Secretary or by an Assistant Secretary appointed by the Board.

The person named by the Board who is responsible for the conducting of the election shall be the designated election official. The designated election official does not have to be the District Secretary and can be a 3rd party if the Board wishes to hire an outside agency to assist with the election. The designated election official cannot be a Board member in any election in which the Board member is a candidate.

#### **G. Cancellation of Election**

If the only matter before the electors is the election of Directors, and if, at the close of business on the sixty-third day before the election or at any time thereafter, there are not more candidates than offices to be filled at the election, including candidates filing affidavits of intent to be a write-in candidate, the designated election official, if instructed by Resolution of the Board, shall cancel the election and declare the candidates elected.

If the only matter before the electors is the consideration of a Ballot Issue and/or a Ballot Question, the Board may cancel the election no later than 25 days prior to a coordinated November election or at any time prior to any other election.

No later than twenty-five days before an election conducted as a coordinated election in November, and at any time prior to any other elections, the Board may by Resolution withdraw one or more Ballot Issues or Ballot Questions from the ballot. In such case, the Ballot Issues and Ballot Questions are deemed to have not been submitted and votes cast on the Ballot Issues and Ballot Questions will either not be counted or be deemed invalid by action of the Board.

If the electors are to consider both the election of Directors to office and Ballot Issues or Ballot Questions, the election may be canceled by the Board only in the event (1) that at the close of business on the sixty-third day before the election or at any time thereafter, there are not more

candidates than offices to be filled at the election, including candidates filing affidavits of intent to be a write-in candidate, and (2) that all Ballot Issues or Ballot Questions have been withdrawn from the ballot.

No election may be cancelled in part, except to the extent permitted by C.R.S. § 1-13.5-513(2).

#### **H. Election Recall of Directors**

Directors shall be elected by the District's eligible electors at regular special district elections held on the first Tuesday following the first Monday of May in 2020 and 2022, and in every odd-numbered year thereafter, and may be elected at any special District election. Any Director elected to the Board who has held office for at least six (6) months during his/her current term may be recalled from office by the District's eligible electors. A petition demanding the recall of any Director named in the petition and signed by the lesser of 300 eligible electors or 40% of the eligible electors shall be filed in the District Court for the County in which the District was organized. Any recall shall be governed by the provisions of Part 9 of Article 1 of Title 32, C.R.S.

#### **I. Fair Campaign Practices Act Limitations**

The Fair Campaign Practices Act, C.R.S. §1-45-101, et seq. (the “Act”), imposes certain limitations on District Directors, officers and employees with respect to campaign lobbying and contributions.

The Act prohibits the District, and its Directors, officers and employees, from making any contribution to a campaign involving the nomination, retention or election of any person to public office. The Act prohibits the District, and its Directors, officers and employees, from using public moneys received from any source for the purpose of urging electors to vote for or against any State-wide or local ballot issue or referred measure.

The Act does permit the following limited actions:

- (1) A Board member or employee of the District may respond to questions regarding a candidate or ballot issue as long as the question was unsolicited;
- (2) A Board member or employee who has policy-making responsibilities may expend not more than fifty dollars (\$50.00) of public moneys in the form of letters, telephone calls, or other activities incidental to expressing his or her opinion on any candidate or ballot issue;
- (3) The District may expend public moneys to present a written factual summary which contains a summary of the arguments for and against any proposal of official concern before the electorate in the District’s jurisdiction. The summary cannot contain conclusions or opinions in favor of or against any particular ballot issue. It must simply and fairly summarize the issues for and against;
- (4) An elected official is permitted to express a personal opinion on any issue regardless of whether his or her opinion was solicited. When expressing a personal opinion,

the elected official must make it clear that the opinion is a personal opinion, not the opinion of the governmental entity, and he or she must not identify himself or herself in a way that would create confusion with respect to whether the opinion is personal or that of the governmental entity to which the elected official was elected; and,

- (5) On the other hand, the District Board may, by majority vote, pass a resolution or take a position of advocacy on any candidate, State-wide or local ballot issue, or referred measure, and the District may report the passage of such resolution through established, customary means, other than paid advertising.

District Board members, officers and employees also may expend personal funds, make contributions and use personal time to urge electors to vote for or against any candidate, State-wide or local ballot issue, or referred measure; however, such activity must be performed only during personal time and cannot be done on behalf of or through the District.

## **CHAPTER VIII SERVICE PLANS**

### **A. Following Service Plan**

The District must follow, to the extent practicable, its adopted Service Plan (for Districts formed prior to 1965, a Statement of Purpose substitutes for a Service Plan). Failure to perform an obligation set forth in the Service Plan in mandatory language when it is practicable to do so may result in legal action against the District to enforce the Service Plan. Notice of a proposed District activity, published one time in a newspaper of general circulation, may limit certain types of legal actions which may be brought against the District for material departures from the Service Plan, unless such action is brought within 45 days after publication of such notice. Application of these two legal theories and the law which applies to amendment and material modification of a Service Plan is complex, and District legal counsel should be consulted on a case-by-case basis.

### **B. Amendment and Modification**

The Service Plan may be amended to reflect changed circumstances or conditions of the District. A "material modification" to the Service Plan must be approved by the Board of County Commissioners or City Council. A "material modification," includes but is not limited to:

- (1) any addition to the types of services provided;
- (2) a decrease in the level of services;
- (3) a decrease in the financial ability of the District to discharge indebtedness;
- (4) a decrease in the need for organized service in the area; or
- (5) an inclusion of property into a new county or city, if so determined by the Board of County Commissioners or City Council.

## **CHAPTER IX FINANCIAL MATTERS**

### **A. Fees and Charges**

Unlike other types of special districts, pursuant to state statute, Fire Protection Districts may only impose fees or charges within its jurisdiction for:

- (1) Ambulance or emergency medical services; and,
- (2) Requested or mandated inspections (some requested plan reviews for Fire Code compliance are considered a part of the inspection process); and
- (3) Impact fees as allowed by law, if a municipality or county agrees to impose impact fees on behalf of the District.

All unpaid inspection fees and charges constitute a perpetual lien against the property served. The lien is entitled to priority over other encumbrances such as prior recorded deeds of trust (but not tax liens). A penalty may be assessed against all delinquencies in payment, together with the assessment of interest not to exceed one percent per month. Service may be discontinued against any property whose owner is delinquent in the payment of fees or charges.

In addition, the District may impose fees, rates, tolls, penalties, or charges for services or facilities furnished outside its boundaries.

In addition, when authorized and imposed by the applicable municipality or County, the District may receive and spend an impact fee or other similar development charge imposed pursuant to C.R.S. § 29-20-104.5 to defray the cost of capital facilities needed by the District to serve new development within its jurisdictional boundaries that lie within the authorizing municipality or County.

### **B. The Annual Budget, Mill Levy and Revenue and Spending Limitations**

In May of 2000, the voters approved a Ballot Issue that removed the revenue and spending limits imposed by TABOR and State statute. As a result, the District may keep and spend all revenue generated by its mill levy and other sources. Other TABOR requirements still apply to the District, including maintaining an emergency reserve equal to 3% or more of its fiscal year spending, excluding bonded debt service. Unused reserves apply to the next year's reserves.

Under TABOR, the District is required to obtain voter approval to increase its mill levy above the current mill levy, except in certain instances for debt service on general obligation bonds, pension payments, abatements and refunds, and final court judgments. TABOR also requires advance voter approval to create new District debt or financial obligations that extend beyond the current fiscal year, including general obligation and revenue bonds. Voter approval is not required for refinancing debt at a lower interest rate, obligations with adequate present cash

reserves pledged irrevocably and held for payments in future fiscal years, and qualifying lease-purchase agreements.

The Board must fix a rate of levy of taxes (“mill levy”), and certify that mill levy to Adams, Jefferson, Boulder, Broomfield and Weld Counties no later than December 15 of each year.

The District must adopt an annual budget before certifying its mill levy each year. The Fire Chief is responsible for preparing the proposed budget. The Fire Chief must prepare and submit the proposed budget to the Board on or before October 15 of each year. The assessor for each County must certify the “preliminary” assessed valuation for real and personal property within the District by August 25 of each year. By December 10 of each year, each assessor must provide the District with any change in the assessed valuations provided by the assessor in August of that year.

Upon receipt of the proposed budget, the Board must hold a public meeting prior to final adoption of the proposed budget.

### **C. Appropriations**

The District’s expenditures must be made in accordance with the District’s annual appropriation of funds, as set forth in its approved budget. Any action or expenditure made beyond the appropriated sum is invalid and void.

The amount of appropriated funds may be supplemented or adjusted during the year, through an adoption of a Supplemental Budget. The same public hearing process required for the annual budget must be conducted before the Board adopts a Supplemental Budget.

### **D. Audit Committee**

The District has established an Audit Committee to prepare financial guidelines and standard operating procedures which must be approved by the Board. The Audit Committee will consist of two members of the Board (including the Treasurer of the Board and another Board member), the Fire Chief, and the District’s Chief Financial Officer. The primary function of the Audit Committee is to assist the Board in fulfilling its financial oversight responsibilities. The Audit Committee serves the Board in an advisory role only and does not assume the ultimate fiscal responsibilities of the Board. The Board, Fire Chief, and Chief Financial Officer remain ultimately responsible for the fair presentation of the District’s financial statements, and for obtaining and monitoring the financial statement audits. The Audit Committee shall foster adherence to, and encourage continuous improvement of the District’s financial policies, procedures and practices.

## **CHAPTER X AUDITS**

The Board is required to have the District's financial statements audited annually. The audit must be made as of the end of each fiscal calendar year, or more frequently if some special reason exists. The audit report must be submitted to the Board by June 30 and filed with the State Auditor not later than July 31.

## **CHAPTER XI LIABILITY**

### **A. Federal and State Tort Claims**

"Torts" are wrongful actions that cause harm to an individual, entity, or property. There is an extensive body of Federal law covering a wide-array of "torts." In general, the Colorado Governmental Immunity Act, C.R.S. 24-10-101, *et seq.* ("Governmental Immunity Act") does not protect the District from Federal tort claims. Some examples of Federal tort claims are discrimination claims, deprivation of constitutional or statutory rights (i.e., "Section 1983" cases, and other civil rights cases by citizens or employees), antitrust, securities violations, Federal labor and wage actions, and environmental cases.

With certain narrow exceptions, the Governmental Immunity Act bars all State tort claims against the District, and its directors, officers and employees. For those tort claims where liability may be imposed, the liability is limited to the amounts set forth in the Governmental Immunity Act. The Governmental Immunity Act may require the District to indemnify its directors, officers and employees, under certain circumstances.

### **B. Contract and Wage Claims and Criminal Acts**

Contract claims are not barred by the Governmental Immunity Act. Wage claims, whether under Federal or state law, are not barred by the Governmental Immunity Act. The Governmental Immunity Act offers no protection from criminal actions. Common potential areas of criminal exposure include:

- (1) entering into a prohibited transaction;
- (2) failing to disclose conflicts of interest;
- (3) misuse of official information;
- (4) malfeasance; or
- (5) issuing a false certificate or document.

## CHAPTER XII CONTRACTS

### A. Construction Contracts

- (1) Publication and Bid Requirements. The Special District Act requires the District to publish notice of bids for "...all construction contracts for work or materials or both involving an expense of \$60,000 or more of public moneys." C.R.S. §32-1-1001(1)(d). The District may reject any and all bids, and if it appears that the District can perform the work or secure material for less than the lowest bid, it may do so. As discussed below, it is entirely appropriate for a District Board to approve a contract without soliciting bids where the contract does not involve a construction project estimated to exceed \$60,000.
- (2) Bid Bonds. A bid bond is a type of surety bond used to ensure that a contractor bidding on a District construction project will enter into a contract with the District if awarded the project. The bid bond also states that the contractor will be able to obtain a performance bond if the contractor is awarded the project. In general, the District is not required to have contractors provide a bid bond; however, a State agency, such as the Department of Local Affairs, may require the District to have contractors obtain a bid bond in connection with certain types of grants. The cost of the bid bond is usually passed back to the District through the costs set forth in the bid.
- (3) Performance and Payment Bond. State law requires every contractor awarded a public contract for more than \$50,000 to provide a labor and materials bond, and a performance bond. While the statute states the performance and payment bond may be equal to 50% of the projected cost of the construction project, sureties typically will not issue a 50% bond and will only issue a bond for 100% of the contract amount.
- (4) Retainage. Under State law, public construction contracts over \$150,000 also must require a five percent retainage.
- (5) Final Settlement.
  - (a) Upon completion of the project -- usually identified by receipt of a Certificate of Completion from the engineer or architect -- a notice of final settlement payment must be published twice. This notice announces that final settlement payment will be made to the contractor on a designated final settlement date, which is more than ten days after the second publication. If no claims are made, payment in full to the contractor may be made on the final settlement date; or
  - (b) If a verified statement of claim is properly made by a subcontractor or supplier, then the District must withhold sufficient funds to ensure satisfaction

of that claim until the claim is withdrawn, paid, or 90 days have passed. If within 90 days, the subcontractor or supplier has not filed a lawsuit, then the retainage must be remitted to the contractor. If a lawsuit is commenced, the District may be able to deposit the money with the Court to avoid the cost and inconvenience of being a party to the litigation.

- (6) Appropriations Clause. The District may not contract for a public works project in an amount in excess of the amount “appropriated” by the Board for the project. All construction contracts must contain clauses which state that money has been appropriated and that any change order increase must be accompanied by a further written assurance that appropriations are sufficient. Except as specifically limited by State statute, all contracts are subject to budget and appropriations by the Board.

#### **B. Contracts and Purchase – No Bids Required**

Except for the construction contracts discussed above, the District is not required to perform a bidding or publication process for any contracts, including but not limited to contracts for the purchase of vehicles, equipment, non-construction materials, real and other personal property, leases, advisory and professional services. The District may use a bid or publication process for any contract or purchase even though it is not required by law.

#### **C. Board Approval of Contracts**

Except as set forth in Section XII.D. below, all contracts shall be approved by the Board.

#### **D. Authority of Fire Chief to Enter into Contracts and Authorize Purchases**

The Board hires a Fire Chief to perform the functions of Chief Executive Officer of the District. As Chief Executive Officer, it is the responsibility of the Fire Chief to make purchases and enter into contracts for services and equipment incident to the day-to-day business and operations of the District. To facilitate the business and operations of the District, the Board has authorized the Fire Chief to enter into contracts and make purchases up to \$100,000 for items previously approved by the Board as part of the District’s current-year Budget. In determining the amount of authority granted to the Fire Chief, the Board considered the business of the District and the materiality of the amount of authorization in relation to the annual Budget of the District and determined \$100,000 is reasonable.

### **CHAPTER XIII BOUNDARY ISSUES**

The Special District Act contains detailed, and at times confusing and inconsistent, provisions regarding the inclusion or exclusion of real property into the District. A comprehensive review of these provisions is beyond the scope and purpose of these Bylaws.

In general, there are four procedures by which property can be included into the District:

- (1) The fee owner(s) of 100% of any real property capable of being served by the District may file a petition for inclusion of that property with the Board; or,
- (2) A petition filed by the lesser of 20% or two hundred of the taxpaying electors within the affected area; or,
- (3) The Board adopting a resolution proposing the inclusion of the affected area; however, no single tract or parcel constituting more than 50% of the total area to be included may be included without the consent of the owner of that parcel; or,
- (4) A “district-to-district” transfer of real property from a fire protection district to the District.

Property may be excluded from the District by any one of the following procedures:

- (1) The fee owner(s) of 100% of the real property petition the District for exclusion of the Property; or,
- (2) A municipality may, under certain circumstances, including annexation and the ability to provide the same or better services, exclude territory from the District; or,
- (3) A “district-to-district” transfer of real property from the District to another fire protection district.

#### **CHAPTER XIV AMENDMENT OF BYLAWS**

These Bylaws supersede any prior Bylaws or Board Member Manual adopted by the Board. These Bylaws may be altered, amended, or repealed by a majority vote of the Board at a properly noticed regular or special meeting of the Board at which a quorum is present

#### **CHAPTER XV SEVERABILITY**

If any provision of these Bylaws or the application thereof is held invalid, such invalidity shall not affect the provisions or applications of these Bylaws which can be given effect without the invalid provision or application. To this end, the provisions of these Bylaws are deemed severable.

Adopted this 19<sup>th</sup> day of January 2021.

NORTH METRO FIRE RESCUE DISTRICT

By:   
President

ATTEST:

By: \_\_\_\_\_  
Secretary

Adopted this 19<sup>th</sup> day of January 2021.

NORTH METRO FIRE RESCUE DISTRICT

By: \_\_\_\_\_  
President

ATTEST:

By: Jennit Murphy  
Secretary