

**BYLAWS OF THE
NORTHWEST COLORADO COUNCIL OF GOVERNMENTS
ECONOMIC DEVELOPMENT DISTRICT**

**ARTICLE I
Adoption and Effect**

These Bylaws shall become effective upon the adoption thereof by a majority of the voting representatives of the Northwest Colorado Council of Governments Economic Development District (hereinafter, the " District" or "EDD Board") at any regular meeting, and shall not be construed to operate in contravention of any provision of the Articles of Association, Northwest Colorado Council of Governments/Economic Development District ("Articles of Association"). Any provision herein determined to be contrary to or in violation of the Articles of Association shall be null, void, and of no effect.

**ARTICLE II
Representation, and Voting**

1. Representation

The EDD Board shall consist of members that broadly represent the principal economic interests of the region.

A. The EDD Board shall comprise the following representation:

- One representative from each of NWCCOG's Member County Governments (Eagle, Grand, Jackson, Pitkin, Summit).
- At least one representative from a municipality in each of NWCCOG Member Counties.
- At least one representative from a municipality in one of NWCCOG's affiliated member municipalities outside Region 12 (i.e. Steamboat Springs, Carbondale, or Glenwood Springs).
- One Economic Development Organization (EDO) Representative from each of NWCCOG's Member Counties (could be a Chamber of Commerce, Business Association, Visitor's Bureau, DMO, etc.).
- One representative from Workforce.
- One representative from Education.
- One representative from each of the region's key industries.

B. Each appointing authority may also appoint or elect one alternate for each representative it appoints or elects to the Board.

2. EDD Board Officers.

EDD Board officers shall be elected by majority vote of the representatives. Officers shall serve for a term of two (2) years from the date of their election.

- a. **Chairman.** The Chairman shall preside at all meetings of the EDD Board and shall be the chief officer of the EDD Board .
- b. **Vice Chairman.** The Vice Chairman shall exercise the functions of the Chairman in the Chairman's absence or incapacity.
- c. **Secretary-Treasurer.** The Secretary-Treasurer shall exercise the functions of the Vice Chairman in the absence or incapacity of the Vice Chairman and shall perform such other duties as may be consistent with the office of Secretary-Treasurer or as may be required by the Chairman.

3. **Term of Representation**

Each representative shall serve a two year term unless sooner replaced by the appointing authority. Representatives shall serve on the EDD Board at the will of the appointing authority. All representatives serving on the original EDD Board shall serve from the EDD Board's inception until the second January following the EDD Board's creation.

4. **Allocation of Voting Rights**

Each representative shall be entitled to vote on any matter that requires a vote by the Board. Each representative shall have a total of one vote. Only the representatives of those appointing authorities whose dues payments are current are entitled to cast a vote at a meeting of the EDD Board.

5. **Quorum**

A quorum shall consist of no less than seven representatives or their alternates. To pass a budget or set dues, the majority of the representatives comprising the quorum shall be government representatives.

6. **Telephone Polling**

In order to achieve a quorum, the EDD Board may poll by telephone, not more than two representatives, with respect to a specific matter before the EDD Board on motion or resolution. Such telephone polling shall constitute the equivalent of a physical presence at the meeting of the representative(s) so polled, shall be carried out by the Chairman, and the results of the poll reported to the EDD Board by the Chairman. The minutes for the meeting shall reflect that a telephone poll was taken, the results thereof, and the representative(s) polled by telephone. Further, a memorandum of the telephone poll shall be approved and signed by the

polled representative. If the representative(s) does not approve and sign the memorandum, the action upon which the vote, including the poll, was taken shall be null, void and of no effect.

7. **Electronic Voting**

With prior approval by the EDD Board, the representatives may vote via electronic means on subjects not related to the budget or the setting of dues.

ARTICLE III
Annual Dues Assessment Policies

1. **Dues Assessment and Payment**

- a. The EDD Board will receive a dues payment from the Council equal to 50% of the EDD's adopted budget minus other revenues received or budgeted to be received.
- b. The EDD Board shall adopt a voluntary dues structure that applies to private sector representation, to offset the costs of adding the private sector representatives to the EDD Board and to be applied toward matching the federal dollars.
- c. By August 31st, the EDD Board shall send notices stating the amount of the next calendar year's annual dues assessment. Confirmation of intention to pay the assessment is due to the EDD Board by October 31st. Dues assessments are due and payable on an annual basis by February 28th.

2. **Required Withdrawal from EDD Board**

In the event of non-payment of dues the EDD Board may by majority vote require that the non-paying entity withdraw its representation on the EDD Board.

ARTICLE IV
Financial Management

1. **Annual Budget**

Each year between October 1 and October 15, the Chairman shall submit, by mail, to the EDD Board an estimate of the budget required for the operation of the EDD Board during the ensuing calendar year.

2. **Funding Sources**

The EDD Board is specifically empowered to contract or otherwise participate in and to accept grants, funds, gifts or services from any Federal, State or local government or its agencies or

instrumentality thereof, and from private and civic sources, and to expend funds received therefrom, under provisions as may be required of and agreed to by the EDD Board, in connection with any program or purpose for which the EDD Board exists.

3. **Accounting**

The EDD Board shall arrange for a systematic and continuous record of its financial affairs and transactions and shall obtain an annual audit of its financial transactions and expenditures.

ARTICLE V
Executive Staff

1. **Hiring and Termination**

The NWCCOG Executive Committee shall appoint professional Executive Staff who shall serve at the pleasure of the EDD Board, and may be hired and/ or terminated only by a vote of the Council pursuant to Article II Section 3 of the Amended and Restated Bylaws of the Northwest Colorado Council of Governments.

2. **Duties**

The Executive Staff shall serve as the general administrators of the EDD Board and shall oversee the daily affairs in a manner that carries out the will of the EDD Board, including but not limited to the following authority:

- a. The Executive Staff shall implement personnel policies, and shall hire, supervise and terminate employment for the staff of the EDD Board.
- b. The Executive Staff shall have the authority to enter into contracts for services and materials on behalf of the EDD Board provided, however, that the EDD Board has previously approved budget items encompassing such services and materials, and the contracts implement items in the Work Program approved by the EDD Board. In no event may the Executive Staff enter into contracts in excess of \$20,000. The Executive Staff shall have the authority to dispose of, by sale or exchange, property and equipment of the EDD Board up to and including a value of \$1,000 per unit or market lot, as appropriate, without prior approval of the EDD Board. Upon approval of the EDD Board or Executive Committee, as appropriate, the Executive Staff may dispose of EDD Board property or equipment valued in excess of \$1,000.
- c. The Executive Staff shall have the authority to bind the EDD Board during the course of contract negotiations with present or future contractors with the EDD Board provided, however, that the specific contract under negotiation has previously been approved by the EDD Board. The Executive Staff shall have the

authority to implement change orders and contract amendments consistent with the intent and purpose of previously approved contracts.

ARTICLE VI
Amendment

These Bylaws may be amended by resolution of the EDD Board, approved by majority vote of the EDD Board.

ARTICLE VII
Rules of Order

Except as otherwise provided in these Articles, Robert's Rules of Order shall prevail for the conduct of business of the EDD Board.

ARTICLE VIII
Meetings

The EDD Board shall hold meetings open to the public at least twice a year and shall also publish the date and agenda of such meetings sufficiently in advance to allow the public a reasonable time to prepare in order to participate effectively.

The EDD shall provide information sufficiently in advance of decisions to give the public adequate opportunity to review and react to proposals. The EDD shall communicate technical data and other material to the public so they may understand the impact of public programs, available options and alternative decisions.

The EDD shall make available to the public such audited statements, annual budgets and minutes of public meetings, as may be reasonably requested.

The EDD and its board of directors shall comply with all Federal and State financial assistance reporting requirements and the conflicts of interest provisions set forth in CFR § 302.17.

ARTICLE IX
Committees

The EDD Board may establish advisory committees as may be necessary from time to time.

ARTICLE X
Indemnification

The EDD Board shall indemnify, to the extent permitted by law, any person who is an officer, agent, fiduciary or employee of the EDD Board against any claim, liability or expense arising

against or incurred by such person as a result of actions reasonably taken by him at the direction of the EDD Board. The EDD Board shall further have the authority to the full extent permitted by the law to indemnify its directors, officers, agents, fiduciaries and employees against any claim, liability or expense arising against or incurred by them in all other circumstances and to maintain insurance providing such indemnification.