

**AMENDED AND RESTATED  
BYLAWS OF THE  
NORTHWEST COLORADO COUNCIL OF GOVERNMENTS**  
Colorado Planning and Management Region XII

**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 (hereinafter, the "Council" or "NWCCOG") at any regular meeting, and according to the procedure established for voting by the Articles of Association and shall not be construed to operate in contravention of any provision of said Articles of Association. Any provision herein determined to be contrary to or in violation of said Articles of Association shall be null, void, and of no effect.

**ARTICLE II**  
**Representation and Voting of Member Jurisdictions**

**1. Representatives**

Elected Officials as Representatives. "Member Jurisdictions" shall be entitled to voting representatives as set forth in these Articles. The voting representative shall be a member of the elected governing body of the Member Jurisdiction appointed by vote of such governing body to be the NWCCOG representative. The governing body of the Member Jurisdiction may also appoint an alternate who shall meet the same qualifications as the representative.

In the event of the absence of the elected representative or alternate for any jurisdiction, an administrative representative may participate as a representative of that jurisdiction at the pleasure of the Council, however, that administrative representative shall not be permitted to cast a vote on any issue.

Appointed Administrative Representative: A Member Jurisdiction may, by resolution of its governing body and subject to the approval of the Executive Committee, appoint a senior administrative official in lieu of an elected official to be the designated voting representative to the Council. The Member Jurisdiction shall grant to the administrative representative the authority to vote and otherwise participate fully in all matters that come before the Council.

**2. Term**

Representatives to the Council shall be designated by each Member Jurisdiction annually prior to the regular Council meeting in January. Each representative shall serve from the January meeting to the following January unless sooner replaced by the Member Jurisdiction.

**3. Allocation of Voting Rights**

A maximum of twelve (12) full votes may be cast upon any matter before the Council. Each County shall be entitled to one (1) full vote. The aggregate of all Municipal Corporations within each County shall be entitled to one (1) full vote on all matters before the Council. At each meeting of the Council, the Municipal representatives present from each County shall be allocated the following voting rights:

One Municipal Corporation present: casts 1 vote.  
Two Municipal Corporations present: each casts 1/2 vote.  
Three Municipal Corporations present: each casts 1/3 vote.  
Four Municipal Corporations present: each casts 1/4 vote.  
Five Municipal Corporations present: each casts 1/5 vote.  
(etc.)

Only representatives of those members whose dues payments are current, in accordance with the Bylaws, Article IV.6 are entitled to cast a vote at a meeting of the Council.

**4. Vacancies**

If any NWCCOG representative shall cease to hold office on the governing board or appointed position of its Member Jurisdiction, a vacancy shall exist and the appointing government shall fill the vacancy.

**5. Quorum**

A quorum shall consist of at least seven County and/or Municipal representatives or their alternates. In no event, however, shall a quorum consist of less than seven full votes, considering the fractional voting for Municipalities from the same County.

**6. Telephone Polling**

In order to achieve a quorum, the Council may poll by telephone, not more than two of its members, with respect to a specific matter before the Council 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 Council by him. The minutes for the meeting shall reflect that a telephone poll was taken, the results thereof, and the representative(s) polled. Further, a memorandum of the poll shall be approved and signed by the polled member. If the representative(s) do 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. Proxy Voting**

Proxy voting is not permitted.

**8. Vote**

A majority of full votes cast at any meeting shall be required to adopt any matter before the Council.

**ARTICLE III**  
**Executive Committee**

**1. Creation**

There is hereby created an Executive Committee which shall consist of nine voting representatives of the Council. There shall be one member from each of the five Boards of County Commissioners in Region XII. Each representative of the Boards of County Commissioners shall designate an alternate. There shall be four members from Municipalities within the NWCCOG membership. Each representative of Municipalities shall designate an alternate.

The Executive Committee members and alternates shall be elected at the annual meeting in January and shall serve until the following January. The Executive Committee shall select the Chairman, Vice Chairman and Secretary-Treasurer from among its members.

No representative may be a member of the Executive Committee unless its Member Jurisdiction is current, as required by the Bylaws Article IV.6, in its dues payments.

A. **Chairman**: The Chairman shall preside at all meetings of the Council and shall be the chief officer of the Council.

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 his office or as may be required by the Chairman.

**2. Election of Members: Term of Office**

Members of the Executive Committee shall be elected by majority of the voting representatives of the Council. Members shall serve for a term of one (1) year from the date of their election.

**3. Meetings**

The Executive Committee shall meet monthly except in June and November. Special meetings may be called by a member of the Executive Committee upon the concurrence of at least four (4) additional members of the Committee, which may include the member calling for the meeting. Special meetings may be held by telephone provided, however, that in that event, the Executive Staff shall poll the members of the Executive Committee and shall immediately send a written memorandum of the results of the poll to each member of the Executive Committee within five (5) days of the special meeting.

**4. Quorum: Action**

A quorum shall consist of five (5) members of the Executive Committee. In order to be effective, any action of the Executive Committee must receive an affirmative vote from the majority of those present. Action taken at a special meeting held by telephone is effective upon the day

that the members of the Executive Committee are polled by the Executive Staff provided, however, that unless a written memorandum of the results of the poll is sent by the Executive Staff to all members of the Committee within five (5) days of the poll, the action taken at the special meeting shall be null, void, and of no effect. Every such written memorandum shall be circulated to all of the members of the Executive Committee for their review, approval and signature. Signatures on individual copies of such memorandum are hereby authorized. Unless at least four (4) members of the Executive Committee approve and sign a memorandum issued subsequent to a telephone poll of the Committee, the action taken at the special meeting described by the memorandum shall be rendered null, void, and of no effect. All formal actions of the Executive Committee, whether taken at regular or special meetings, shall be recorded in such manner as the Committee shall direct, and shall be incorporated into the formal records of the Council.

## **5. Powers**

The Executive Committee shall have the following powers:

- a. The Committee shall review the Executive Staff's evaluations of professional staff.
- b. The Committee shall review the performance of the Membership and General Counsel annually and shall report to the Council.
- c. The Committee shall review all payments.

## **6. Duties**

The Committee shall have the following duties:

- a. At least one member of the Committee shall participate in the conduct of interviews for the purpose of hiring new professional staff of the Council, and to this end, all nine members of the Executive Committee may serve on the Hiring Committee.
- b. The Committee shall act as an appeal board for grievances of employees on personnel actions.

# **ARTICLE IV**

## **Annual Dues Assessment Policies**

### **1. DUES ASSESSMENT**

Members of the Northwest Colorado Council of Governments shall pay an annual dues assessment for services. In recognition of the mandatory nature of regional delivery of many of NWCCOG's services and the matching fund requirements for these services the NWCCOG has created dues assessment policies that serve to ensure the equitable distribution of member assessment obligations.

**2. CALCULATION AND APPROVAL OF TOTAL ANNUAL AND INDIVIDUAL MEMBER JURISDICTION DUES ASSESSMENT**

The base year for calculating the total annual dues to be collected shall be 2002. In each subsequent year the proposed total annual dues assessment will be adjusted by multiplying each individual member's population, as estimated by the State Demographer's Office in the Department of Local Affairs by a per capita monetary amount approved by the Council and the annual assessed valuation, as reported by each member jurisdiction for the previous year, by a mil levy amount approved by the Council. The total of the two amounts for each member jurisdiction will serve as that jurisdiction's membership dues for the next year. The proposed total annual dues assessment will be the total of the combined dues of the member jurisdictions and will be presented to the membership for approval at the July Council meeting.

**3. REEVALUATION OF BASE YEAR**

The base year for calculating the total annual dues to be collected shall be reevaluated by the NWCCOG Executive Committee in 2006 for the 2007 budget year and thenceforth every five years. The Council shall make a determination, based on a recommendation of the Executive Committee whether or not to recalculate the total amount necessary to conduct NWCCOG business by establishing per capita and assessed valuation mil levy assessment amounts.

**4. ANNUAL CONFIRMATION OF DUES ASSESSMENT**

By August 31st, the Council shall send notices to each Member Jurisdiction stating the amount of the next calendar year's annual assessment for services, including a confirmation of that annual assessment. The confirmation of intention to pay the assessment must be received by the Council by October 31st. If the confirmation is not received the Council shall contact the non-responding member to remind them of their obligation to respond. If the members(s) has not responded by December 31st, the Council may deem it appropriate to discontinue services to the Member Jurisdiction(s).

**5. PAYMENT OF DUES ASSESSMENT**

Dues Assessments are due and payable on an annual basis by February 28th. All members who have fulfilled their dues assessment responsibilities by this date will be considered "current" and thereby eligible for all Council rights, privileges and services for the calendar year.

**6. NON-PAYMENT OF DUES ASSESSMENT**

If any members' dues payment is more than 20 days delinquent, the Chairman of the Council shall send written notice to each Member Jurisdiction within the county where such delinquent member is located, setting forth in detail the amount of said delinquency and permitting all Member Jurisdictions within that county to collectively contribute the amount of the delinquency. If, at the next regular meeting following said notice, it is determined that the amount of the delinquency will be contributed by the other members, then the delinquent member shall be deemed to be current with respect to its dues assessment. If the amount of the delinquency will not be covered by the other members, then the delinquent member will not be eligible for any membership rights, privileges and services.

## **7. REQUIRED WITHDRAWAL FROM NWCCOG**

In the event of a member's non-payment of dues the Council may by majority vote require that the non-paying member withdraw from NWCCOG in accordance with the procedures set forth in Article III, 303 of the Articles of Incorporation. Failure to comply with Article III, 303 of the Articles of Incorporation and Article IV, 5 and 6 of the Bylaws may result in the Council taking action to discontinue services and all other rights and privileges of membership to the delinquent Member Jurisdiction.

## **ARTICLE V Financial Management**

### **1. Annual Budget**

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

### **2. Funding Sources**

The Council 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 Council, in connection with any program or purpose for which the Council exists.

### **3. Accounting**

The Council 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.

### **4. Cash Reserve Accounts**

The Council shall maintain a Restricted Emergency Cash Reserve Account balance equal to ten percent (10%) of the current year budget's projected revenues for internal programs. The purpose of the Restricted Emergency Cash Reserve Account is to provide readily available funds to meet financial emergencies experienced by the Council. Access to the funds can only occur following a two-thirds majority vote by the Executive Committee for a specific use to which the funds will be applied.

The Council shall maintain excess unrestricted funds in an Unreserved Fund. The purpose of the Unreserved Fund is to provide available cash to be applied to any purposes to be determined by the Executive Committee on an as needed basis. Access to the funds can only occur following a two-thirds majority vote of the Executive Committee for a specific use to which the funds will be applied.

In addition, the Council shall maintain cash reserves in an Accrued Leave Payable Account equal to the total amount of accrued annual leave of eligible employees. The purpose of the Accrued Leave Payable Account is to purchase unused annual leave from employees in case of employment separation from the Council.

**ARTICLE VI**  
**Executive Staff**

**1. Hiring and Termination**

The Executive Committee shall appoint professional Executive Staff who shall serve at the pleasure of the Council, and may be hired and/ or terminated only by a Policy Vote of the Council, as provided at Article II Section 3 of the Bylaws of Association of the Council. Executive positions shall have such authority, reporting relationships and titles as may be described in documents approved by the Executive Committee.

**2. Duties**

The Executive Staff shall serve as the general administrators of the Council and shall oversee the daily affairs in a manner that carries out the will of the Council, 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 Council.

b. The Executive Staff designated by the Executive Committee shall have the authority to enter into contracts for services and materials on behalf of the Council provided, however, that the Council has previously approved budget items encompassing such services and materials, and the contracts implement items in the Work Program approved by the Board of Directors. 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 Council up to and including a value of \$1,000 per unit or market lot, as appropriate, without prior approval of the Council. Upon approval of the Council or Executive Committee, as appropriate, the Executive Staff may dispose of Council property or equipment valued in excess of \$1,000.

c. The Executive Staff shall have the authority to bind the Council during the course of contract negotiations with present or future contractors with the Council provided, however, that the specific contract under negotiation has previously been approved by the Council. 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 VII**  
**Hiring Committee**

**1. Creation and Membership**

There is hereby created a Hiring Committee, which shall consist of a member of the Executive Staff and at least one member of the Executive Committee, and where appropriate, one member of the citizen policy advisory group for the program for which a professional staff vacancy must be filled.

**2. Powers**

The Hiring Committee shall have the sole authority to conduct interviews for the purpose of filling vacancies in the professional staff of the Council. At the conclusion of the interviews, the Hiring Committee will make recommendations to the Executive Staff concerning filling the personnel vacancy.

**3. Quorum, Meetings, Action**

The Hiring Committee shall meet upon the call of the Executive Staff. Three members shall constitute a quorum. Action shall be taken by majority vote.

**ARTICLE VIII  
NWCCOG Advisory Councils**

**1. Authority and Scope**

These procedures apply to all requests for reconsideration or review of decisions by all advisory councils to the NWCCOG Board of Directors.

**2. Decision Procedure for NWCCOG Advisory Councils**

All NWCCOG advisory councils must make required decisions by a majority vote of a quorum of the members of such council. For all NWCCOG advisory councils, a quorum shall be 51% of the membership. No decision may be made without a quorum.

**3. Review by the NWCCOG Board of Directors**

All decisions of NWCCOG advisory councils are subject to review and approval or veto by the NWCCOG Board of Directors. Actions by the NWCCOG Board of Directors on advisory council decisions shall be binding on such councils.

**ARTICLE IX  
APPEAL OF DECISIONS BY ALPINE AREA AGENCY ON AGING**

When the NWCCOG Board of Directors makes a decision in its capacity as the sponsor of the Alpine Area Agency on Aging (AAAA) pursuant to the provisions of the Older Americans Act, such decisions may be appealed in accordance with the following provisions.

1. Any aggrieved agency seeking to appeal a decision of the NWCCOG Board made while acting in its capacity as sponsor of the AAAA may file a Notice of Appeal with the Executive Director of NWCCOG within ten (10) working days of the decision. The Executive Director shall immediately forward a copy of the appeal to the Chairman of NWCCOG. In the event of a conflict of interest by the Chairman, the chair's responsibilities will be taken up by the Vice Chair.



2. The Notice of Appeal shall identify the decision being appealed and shall include a summary of the factual and legal basis for that appeal, a list of any witnesses who will participate in the appeal and a summary of the testimony and evidence that will be presented.
3. Upon receipt of the Notice of Appeal, the Chairman of NWCCOG shall notify all parties that mediation of the dispute is available as an alternative to the appeal process.
4. If any party to the dispute elects not to submit the dispute to mediation, within twenty (20) working days of receipt of the Notice of Appeal by the Chairman of NWCCOG, the Chairman shall appoint an Appeal Panel comprised of three impartial persons, none of whom is a representative of a member of NWCCOG. Within thirty (30) working days of its appointment, the Appeal Panel shall hold a hearing. Written notice of the time and place of the hearing and the matters to be considered on appeal shall be sent to the Appellant, the Chairman of NWCCOG and the Director of AAAA at least twenty (20) working days prior to the hearing.
5. Within ten (10) working days of the hearing, the Director of AAAA shall file a written response to the Notice of Appeal with the Appeal Panel and with the Appellant.
6. At any time prior to the beginning of the hearing, the Appeal Panel may direct the Appellant and the Director of AAAA to engage in formal mediation. The hearing shall be continued until such mediation has been concluded. If the parties are able to resolve their difference through mediation, the hearing shall be vacated upon written request of the Director of AAAA.
7. The hearing shall be limited to a review of the issues raised in the Notice of Appeal and the Appeal Panel shall consider testimony and evidence presented by the Appellant, the Director of AAAA and any interested party. The Appeal Panel shall have the right to limit the amount of time allotted to each of the parties for the presentation of testimony and evidence and may, at its discretion, afford the parties the right to cross-examine witnesses if such cross-examination is deemed necessary for a full understanding of the issues on appeal.
8. The burden shall be on the Appellant to demonstrate that the decision of the NWCCOG Board was based on an improper interpretation of the applicable rules and regulations or otherwise without a reasonable factual or legal basis.
9. Within ten (10) working days from the close of the hearing, the Appeal Panel shall make its written findings and shall send a copy of those findings to the Appellant and NWCCOG.
10. To the extent provided by state regulation, the Appellant may appeal the final decision of the Appeal Panel to the Colorado Department of Human Services/Aging and Adult Services.

## **ARTICLE X** **Amendment**

These Bylaws may be amended by the Council, acting by resolution, in either regular or special session.

**ARTICLE XI**  
**Rules of Order**

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

**ARTICLE XII**  
**Meetings**

The Council shall meet bimonthly beginning each year in January, with the exception of November, and at such other times as the Chairman may direct. All such meetings shall be open to the public.

**ARTICLE XIII**  
**Committees**

The Council or the Executive Committee may establish advisory committees as may be necessary from time to time.

**ARTICLE XIV**  
**Indemnification**

The Council shall indemnify, to the extent permitted by law, any person who is an officer, agent, fiduciary or employee of the Council 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 Council. The Council 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.

