
BYLAWS
OF
CHEROKEE METROPOLITAN DISTRICT
BOARD OF DIRECTORS

INTRODUCTION

These Bylaws shall govern the organization and operation of the Board of Directors of the Cherokee Metropolitan District (hereafter the "District").

The District is a Colorado special district and political subdivision governed by Title 32 of the Colorado Revised Statutes. A Board of Directors is elected pursuant to Title 32 and has such powers as are set forth under Colorado law. The Board is the governing body of the District and conducts the District's business in public meetings.

Each provision in these Bylaws is deemed to be severable from all other provisions so that if any provision shall be invalidated for any reason, all other remaining provisions shall be deemed to remain in full force and effect.

All references herein to Colorado law and/or the District's Bylaws are intended to refer to such law and/or the District's Bylaws as the same and may be amended from time to time.

ARTICLE I
Board of Directors

1. **Authority.** Pursuant to Title 32 of the Colorado Revised Statutes, the business and affairs of the District shall be governed by the Board of Directors.

2. **Number of Directors.** The Board of Directors shall be composed of five (5) Directors, each of whom shall have the powers and duties, and shall be subject to the responsibilities, as are provided in the "Special District Act," **C.R.S.** §§ 32-1-101, *et seq.*, as now exists or as hereafter amended.

3. **Organization of the Board.** The Board of Directors shall annually elect, from among its members, a President, who shall be the Chairperson of the District's Board and who shall preside at Board Meetings; who shall approve public agendas, execute documents for and on behalf of the District, acting by and through its Board of Directors all said documents to be executed in the

capacity as President of the District, except contracts and agreements which shall require the additional signatures of all current and remaining Directors, as provided below in Article 11(5) below; and who shall exercise any other powers specifically and lawfully granted to the President by the Board, when acting at a regular or special meeting. In addition, the Board shall elect from its members a Vice President, who shall act in the place and stead of the President in the absence of the President. The Board shall likewise elect from among its members a Secretary who shall have and exercise the powers of the Secretary of the Board as specified in the Special District Act, and who shall attest to all enactments of, and documents approved by, the Board of Directors. The Secretary of the Board shall also act as Third Director, who shall in the event of a meeting during which there is an absence of the President and Vice-President, serve as the acting Chairperson for that meeting.

Such leadership shall be articulated in the Board's annual organizational resolution.

4. **Quorum.** A quorum for the conduct of the official business of the District shall be three (3) Directors, who shall be present in person or by telephone at the time of any regular or special public meeting.

5. **Committees.** The Board shall have the right to form one or more committees, ad hoc or standing, for the purpose of reviewing such issues, studying such matters, or carrying out such administrative or ministerial acts or directives, as the Board may direct from time to time.

ARTICLE II **Meetings of the Board**

1. **Time and Date of Meetings.** The Board of Directors shall hold its regular meetings as set by its annual resolution. Written notice of said meeting shall be provided in the manner as provided in C.R.S. §§ 32-1-903(2) and 24-6-402(2)(c). All business transacted at said meetings shall be conducted in public; provided, however, that Executive Sessions may be held in strict compliance with the provisions of C.R.S. §24-6-402.

Authority is expressly reserved to the President to cause the cancellation of, or continuation of, regular meetings based upon the absence of Board members or the Manager of the District, which absences would impair or impede the ability of the District to meaningfully act at the regularly scheduled meeting time. Notice of such cancellation shall be provided to the remaining Directors, who shall have the right to request that the meeting be rescheduled, subject to notice.

2. **Quorum.** All meetings of a quorum, or three or more members (whichever is fewer), of the Board of Directors at which public business is discussed or formal Board action may be taken must be open to the public. C.R.S. §§ 24-6-402(2)(b).

3. **Special Meetings.** A special meeting may be called by any two (2) Directors by informing the remaining Directors of the date, time and place of such special meeting, and the purpose for which it is called. Notice of all special meetings or work sessions of the Board of Directors of the District shall be provided to each Director at least three (3) days in advance of such meeting. No special meeting or work session may be held in less than three (3) days unless three (3) Directors waive in writing such requirement. In no case may any special meeting of the Board be held except upon 72 hours written notice being provided to the public by posting of such

notice as provided in **C.R.S.** §32-1-904(2) and (3). At said special meeting, the only business which may be conducted is that for which the special meeting was specifically called.

4. **Telephonic Meetings.** Directors may participate in any regular or special meeting of the Board by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear and be heard by each other at the same time, so long as at least one member of the Board is physically present at the location of the meeting and a quorum of the Board is present in person or by such telephonic connection and subject to the following conditions:

a. A Director may listen telephonically to any Board meeting. Such Director listening via telephone shall be deemed present for purposes of determining a quorum and may vote on any matters.

b. Listening telephonically is intended to be an infrequent or occasional substitution for physical attendance and used in cases of emergencies where the Director is not able to attend the meeting. The Board of Directors may, by majority vote of a quorum present, declare a Director's repeated use of telephonic participation excessive and deny a Director's privilege to use telephonic participation for a specific meeting or meetings.

c. The Board of Directors may discontinue the use of telephonic participation by one or more members during a meeting where the participation results in delays or interference in the meeting process; e.g., where the telephone connection is repeatedly lost, the quality of the telephone connection is unduly noisy, or the listening member is unable to hear speakers using a normal speaking voice amplified to a level suitable for the meeting audience in attendance.

5. **Forms of Board Action.**

a. The Board may act by adoption of resolutions or adoption of motions. Resolutions shall be written, and shall be approved by an affirmative vote of a majority of the quorum present at a meeting. Resolutions shall be signed by the President or Vice President, and attested by the Secretary. Copies of all resolutions shall be maintained in the permanent records of the District, and shall be sequentially numbered.

b. Any other action of the Board shall be taken by motion, which shall be adopted by a majority of the members of the Board who are present and voting. All such motions shall be noted in the official minutes of the Board, which minutes shall be kept and preserved as provided by law.

c. All contracts and agreements to be considered for approval by the Board shall be in final form and included in the Board packet at the meeting during which the contract shall be considered. Any changes to contracts and agreements approved by the Board shall be made, as directed, and the final version of the amended contract or agreement brought before the Board at a subsequent meeting for approval. In the Board's sole discretion, it may direct that the President and the Directors may sign an amended contract without the final version returning to the Board for review and final approval. Directors who will be executing contracts or agreements shall do so at the meeting during which the contract was approved, unless otherwise direct by a majority vote of

the Board.

6. **Code of Conduct.** This Code of Conduct applies to Board of Directors, District Staff and members of the public and describes how individuals should treat each other and work together for the common good of the District. Conducting the District's business in an atmosphere of respect and civility is the underlying theme in this Code. All individuals are responsible for holding themselves and each other accountable for displaying actions and behaviors that consistently model the ideals expressed in this Code.

District's Code of Conduct:

- Consistently demonstrate the principles of professionalism, respect, and civility in working for the greater good of the District.
- Treat other individuals with trust, respect, honesty, fairness, sensitivity, and dignity and acting in a conscientious and respectful manner.
- Support a positive and constructive environment for residents, businesses, and District employees.
- Refrain from abusive conduct, personal charges, or verbal attacks upon the character or motives of other members of the Board of Directors, committees, staff, or the public.
- Refrain from influencing any person in an improper way to try to obtain any advantages or favors.
- Avoid personal comments that could offend others.
- Listen courteously and attentively to all public discussions and treat all people the in same manner the individual desires to be treated.

7. **Conflicts of Interest.** Any Director shall disqualify himself or herself from voting on any issue in which the Director has a personal financial interest or some other conflict of interest unless the Director has disclosed such conflict of interest as defined in C.R.S. § 18-8-308 to the Board seventy-two hours in advance of the meeting at which said issue is to be addressed, in compliance with C.R.S. § 18-8-308. Furthermore, as provided in C.R.S. §§ 24-18-109 and 24-18-110, in most instances, conflicts of interest shall be disclosed and the Director in question shall not vote thereon nor attempt to influence the outcome of any vote. Whether or not a conflict of interest, or rule of law exists that would disqualify a director from voting on or participating in any transaction or matter before the Board shall be referred to and determined by the District's legal counsel; provided that a finding by said counsel that no disqualifying conflict of interest exists may be overridden by a vote of a majority of the members of the Board.

8. **Staff Management.** Board members shall not supervise or manage District employees other than by requiring the Manager to carry out or delegate the performance of Board motions or resolutions. No Board member shall have the right to direct a specific action be taken or

withheld by any employee of the District except as the same may be contained within a motion or resolution adopted by a majority of the Board during a Regular or special meeting of the Board. Unless otherwise specifically provided by the Board through the adoption of Employee Handbook, the Manager of the District shall hire, retain, discipline and supervise all employees and the action and performance of all employees, of the District. The creation of any new employee position shall be approved by the Board prior to the commencement of the hiring process.

9. **Agendas.** The general framework of the agenda for each regular meeting shall include the following:

1. Call to Order
2. Roll Call/Confirm Quorum
3. Pledge of Allegiance
4. Approve/Revise Agenda
5. Consent Agenda
6. Public Comment
7. Legal/Engineering Report(s)
8. Staff Reports
9. Old Business
10. New Business
11. Action Items
12. Manager's Report
13. Public Comment
14. Directors' Items/Comments
15. Adjourn

The general framework for each special meeting shall be as follows:

1. Call to Order
2. Roll Call/Confirm Quorum
3. Pledge of Allegiance
4. Public Comment
5. Approve/Revise Agenda
6. Meeting Items
7. Public Comment
8. Directors' Items/Comments
9. Adjourn

Except as set forth herein, any two (2) Directors, the General Manager or legal counsel for the District may add any item to the agenda for any meeting either prior to or at the beginning of such meeting (during "Approve/Revise Agenda") without need of a vote of the Board, except as to such items for which the timing and/or consideration is governed by applicable law. Requests for deletions of any item, or for additions after the beginning of the meeting, may be requested and shall be considered at the pleasure of the Board.

Special meetings shall be for the purpose called (within the agenda frameworks set forth above), and no other, unless each member of the Board (whether absent from said meeting or not) is

informed of a change of agenda not later than three calendar days prior to the scheduled special meeting, and each such member has waived notice of the change to the agenda, in writing, before the meeting occurs.

9. **Voting During Meetings.** A vote of the majority of a quorum of the Board shall be required to pass or defeat any measure. Measures shall be passed or defeated upon a motion, which shall require a second, and a vote of those present. The order of procedure for any action of the Board shall be as follows:

1. Discussion
2. Motion
3. Second (or lack thereof in which event the motion dies)
4. Discussion, if necessary
5. Action in the form of a vote of those present. Each Board member must either vote yes or no or abstain.

10. **Amendments of Bylaws by Resolution.** The Board shall have the sole and exclusive power to amend the Bylaws of the Board. Any such amendments shall be by resolution adopted at a regular or special meeting, and by no other means. Authority is specifically granted to the Board to adopt emergency rules if, in the opinion of the Board, such is necessary to preserve the health, safety, and welfare of the residents of the District, so long as such rules do exceed or violate Colorado law. These Bylaws are intended to be consistent with Colorado law. To the extent Colorado law is subsequently modified, amended, repealed or expanded, these Bylaws shall likewise be deemed automatically modified, amended, repealed or expanded, without further Board action.

11. **Order of Precedence in Case of Discrepancy.** In the event of a discrepancy or conflict, the order of precedence governing the conduct of the Board's business shall be Colorado Revised Statutes, then District ordinances, as may be amended from time to time, and these Bylaws.

ARTICLE III **Miscellaneous**

1. **Expenditures** At no time may any Director request any soft or hard cost expenditure to be made of the General Manager or any other staff member in excess of \$100 in value, without the affirmative approval of a majority of Board members.

2. **Travel and Conferences.** All travel and conference expenses incurred by Board members and reimbursed by Cherokee Metropolitan District must be directly related to District business. At no time may any personal expenses be reimbursed or paid for by Cherokee Metropolitan District, including guest travel, registrations, meals or any other guest or unrelated expenses. All Board member travel expenses will be subject to Federal Per Diem limits and such Per Diem rates will govern reimbursable or directly paid expenses.

3. **Reimbursements.** At no time may any Director be reimbursed for commuting or any other type of mileage or any other District-related expense(s) without prior approval of such expense(s) by a majority of Board Members.

4. **Invalid Provision.** The invalidity or unenforceability of any particular provision of these Bylaws shall not affect the other provisions herein, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision was omitted.

5. **Governing Law.** These Bylaws shall be governed by and construed in accordance with the laws of the state of Colorado.

I, Steve Hasbrouck, as President of the Cherokee Metropolitan District, hereby certify that the foregoing Bylaws were adopted by the Board of Directors of the Cherokee Metropolitan District, effective ~~November 17, 2020.~~ *meeting cancelled because of COVID.*

December 15, 2020



Steve Hasbrouck, President

12/15/2020

Date

ATTEST



Dennis Daniels, Secretary

15 Dec 2020

Date