

**BYLAWS
OF
INDIAN MOUNTAIN METROPOLITAN RECREATION AND PARK DISTRICT**

**SECTION I
Authority**

The Indian Mountain Metropolitan Recreation and Park District is a governmental subdivision of the State of Colorado and a body corporate with those powers of a public or quasi-municipal corporation which are specifically authorized by, and in compliance with, Section 32-1-101 et seq., C.R.S., as amended.

**SECTION 2
Purpose and Interpretation**

It is hereby declared that the By-Laws hereinafter set forth will serve a public purpose. It is intended that these By-Laws shall be liberally construed to effect the general purposes set forth herein. Nothing herein contained shall be construed or deemed to constitute an alteration, waiver, limitation or abridgment of any grant of any power, authority, or right conferred upon the District or the Board by Colorado law or any other law or under any contract or agreement existing between the District and any other Person. Nothing herein contained shall be construed so as to prejudice or affect the right of the District to secure the full benefit and protection of any law which is now enacted or may subsequently be enacted by the Colorado General Assembly pertaining to the objects and affairs of the District. Any ambiguity, conflict, omission or question of interpretation of these By-Laws shall be determined by the Board in its sole discretion, and its determination shall be final and conclusive. The board's interpretation of the By-Laws shall not be deemed to be a new enactment, amendment or change of any By-Law for any purpose.

**SECTION 3
Policies of the Board**

It shall be the policy of the Indian Mountain Recreational and Park District Board of Directors, consistent with the availability of revenues, personnel and equipment, to use its best efforts to provide and manage recreational and park facilities for the use of the owners of real property within the District and for their families and guests. The area known as Indian Mountain Park shall have no additional recreational structures added. The Directors shall act to preserve District property on Indian Mountain as a place for future generations of property owners to appreciate the natural surroundings and the wildlife. These policies may be altered, amended or repealed only upon resolution duly adopted by a four-fifths vote of the entire membership of the Board.

**SECTION 4
Board of Directors**

All powers, privileges and duties vested in, or imposed upon, the Indian Mountain Metropolitan Recreation and Park District (hereinafter referred to as "District") by law shall be exercised and performed by and through the Board of Directors (hereinafter referred to as

"Board"), whether set forth explicitly or impliedly in these By-Laws. The Board may delegate to officers and employees of the District any or all administrative and ministerial powers.

Without restricting the general powers conferred by these By-Laws, it is hereby expressly declared that the Board shall have the following powers and duties:

- a. To confer upon any appointed or elected officer of the District the power to choose, remove or suspend employees or agents upon such terms and conditions as may seem fair and just and in the best interests of the District.
- b. To determine and designate, except as otherwise provided by the law or By-Laws, who shall be authorized to make purchases and sign receipts, endorsements, checks and other documents.
- c. To create standing or special committees and to delegate such power and authority thereto as the Board deems necessary and proper for the performance of such committee's functions and obligations.
- d. To prepare financial reports, other than the statutory audit, covering each year's fiscal activities; and said reports, if requested, shall be submitted to the Board and made available for inspection by the public.

SECTION 5 Business Office and Staff

The District shall maintain a business office and meeting facility at 1996 Chief Trail and shall employ a part-time bookkeeper, a part-time office worker (if needed), and a part-time maintenance person with extra helpers (as needed) to perform necessary duties of maintaining the District records and facilities.

SECTION 6 Meetings

- a. Regular Meetings. Regular meetings of the Board shall be held on the third Friday of each month at 7:30 p.m. at 1996 Chief Trail, unless otherwise noticed and published.
- b. Public Meetings. All meetings of the Board, other than executive sessions, shall be open to the public.
- c. Notice of Meetings. There shall be a Notice of Meetings for the ensuing year published in the December issue of the Indian Mountain.Info. There shall also be a Notice of Meetings for the ensuing year posted on the bulletin boards at the Office and the Comfort Station, within 15 days after January 1 of each year, and remain posted for the remainder of the year. A notice shall also be posted at the County Clerk's Office. These notices shall constitute formal notice of regular meetings to Board members and no other notice shall be required to be given to the Board.

- d. Special Meetings. Special meetings of the Board shall be announced by posting by Notice of Special Meeting not less than 72 hours prior to the meeting at the Office and at the Comfort Station.
- e. No informal Action by Directors. All official business of the Board shall be conducted at regular or special meetings.
- f. Adjournment and Continuance of Meetings. When a regular or special meeting is, for any reason, continued to another time and place, notice need not be given of the continued meeting if the time and place thereof are announced at the meeting at which the continuance is taken. At the continued meeting, any business may be transacted which might have been transacted at the meeting that was continued.

SECTION 7 Conduct of Business

- a. Quorum. All official business of the Board shall be transacted at a regular or special meeting at which a quorum of the Directors shall be present, except as provided in Section 7.b. A quorum is present when a majority of Directors is present. For a five member Board, three members constitute a quorum.
- b. Vote Requirements: Any action of the Board shall require the affirmative vote of a majority of the Directors present and voting. If the health and safety of property owners or residents within the District are threatened, then those Directors available at the time shall undertake whatever action is considered necessary, which action shall be submitted to the Board at its next meeting for ratification.
- c. Order of Business: The business of all regular meetings of the Board shall be transacted, as far as practicable, in the following order:
 - (1) Call to order, recording the names of directors and guests in attendance;
 - (2) Approval and adoption of Agenda;
 - (3) Secretary's report, reading and approval, or approval as submitted, of the minutes of the previous meeting;
 - (4) Treasurer's report. The secretary shall attach the written copy of the treasurer's report to the file copy of the minutes of that meeting;
 - (5) Old or unfinished business;
 - (6) New business;
 - (7) Citizen's Concerns;
 - (8) Adjournment.
- d. Motions and Resolutions. All actions of the Board for governing and managing the affairs of the District, for the execution of the powers vested in the District, and for carrying into effect the provisions of Article 1 of Title 32, C.R.S., as amended shall be taken by the passage of motions or resolutions.
- e. Minutes Book. Within a reasonable time after each meeting of the Board, all minutes, with attachments, of such meetings including all resolutions and motions shall be filed by the secretary in a book kept for that purpose.

SECTION 8
Directors and Officers of the Board

- a. Directors Qualifications and Terms. Directors shall be electors of the District. The term of each Director shall be determined by relevant statutory provisions with elections held in even-numbers years and conducted in the manner prescribed by Part 8 of Article 1, Title 32, C.R.S., as amended. Each Director, within not more than 30 days following his appointment or election and before assuming the responsibilities of his or her office, shall take and sign an oath of office in the form prescribed by the State of Colorado. Each Director, at the expense of the District, shall furnish a faithful-performance surety bond in a sum of no less than \$1,000.00.
- b. Election of Officers of the Board. The Board of Directors shall elect from its membership a president, a 1st vice-president, a 2nd vice-president, a secretary, and a treasurer, who shall be the officers of the Board of Directors and of the District. All Board members elected to one of the positions above shall serve as managers of operations in addition to any other duties they may have. The officers shall be elected by a majority of the Board voting at said election. The election of officers shall be conducted within not more than 30 days following the regular biennial election of the Directors held in May of even-numbered years or within 30 days following the appointment of a Board member. Each officer so elected shall serve for a term of not more than two years, which term shall expire upon the election or appointment of their successor or upon their reelection to that office.
- c. Vacancies on the Board. Any vacancy that occurs on the Board shall be filled by an affirmative vote of a majority of the remaining Directors, appointing an eligible candidate to fill the vacancy, as prescribed by statute. The appointee shall be administered the oath of office within 30 days following his or her appointment.
- d. Resignation and Removal. Directors may be removed from office only by recall provisions prescribed by statute. Any director may resign at any time by giving written notice to the president and acceptance of such resignation shall not be necessary to make the resignation effective unless the notice so provides.
- e. Director's Duties. All Directors of the District shall participate in the formulation of policies and general planning to attain the District's primary responsibilities that are summarized in Section 3, above. Each Director shall act to manage the facilities of the district. Additionally, each Director shall be elected to serve as an officer of the Board with specific duties assigned as follows:
 - (1) President. The president shall be the Chairman of the Board, preside at all meetings and shall be the Chief Executive Officer of the District with the authority to sign all contracts and other instruments on behalf of the District. The president shall have the sole authority to sign all contracts exceeding \$25,000.00 in total cost and may delegate such authority, for contracts of less than \$25,000.00 to other officers of the Board as appropriate to the responsibilities assigned temporarily or long-term, to other officers of the Board. The President shall act to manage the facilities of the District.

- (2) 1st Vice-President: The 1st vice-president shall serve as *pro tempore* president in the absence or incapacity of the president and shall act to manage the facilities of the District.
- (3) 2nd Vice-President: The 2nd vice-president shall serve as *pro tempore* president in the absence or incapacity of the President and the 1st vice-president and shall act to manage the facilities of the District.
- (4) Treasurer: The treasurer shall be responsible for the strict and accurate records of all money received by and disbursed for and on behalf of the District in permanent records and shall be responsible for supervising the preparation and dissemination of the annual budget and relevant statutory requirements including but not limited to fiscal audits or exemption from audits. The treasurer shall cause to be filed with the Clerk of the Court, at the expense of the District, a corporate bond in an amount determined by the Board of not less than \$5,000.00, conditioned on the faithful performance of the treasurer and shall act to manage the facilities of the District.
- (5) Secretary: The secretary shall be responsible for the records of the District and for preserving a record of proceedings of the Board in a minute book kept for that purpose, which shall be the official record of the Board and shall act to manage the facilities of the District.

SECTION 9 Financial Administration

- a. Fiscal Year. The fiscal year of the District shall commence on January 1 of each year and end on December 31 of that year.
- b. Budget. On or before October 15 of each year, the Budget Officer, with the advice and assistance of the board members, shall prepare and submit to the Board a proposed budget for the ensuing year. Such proposed budget shall be accompanied by a draft Budget Message that describes the important features of the budget plan and by general summary wherein shall be set forth the aggregate figures of the budget in such manner as show the balanced relationship between the total proposed expenditures and the total anticipated income or other means of financing the proposed budget for the ensuing fiscal year, as contrasted with the corresponding figures for the last completed fiscal year and the current fiscal year. It shall be supported by explanatory schedules or statements classifying the expenditures contained therein by services, subject and funds. The anticipated income of the District shall be classified according to the nature of receipts.
- c. Notice of Budget. Upon receipt of the proposed budget, the Board shall cause to be published a notice that the proposed budget is available for inspection by the public at a location to be determined by the Budget Officer; that the Board will consider the adoption of the budget on a certain date; and that any interested elector may inspect the proposed budget and file or register any objections thereto at any time prior to its

final adoption. The notice shall be published in substantial compliance with Section 29-1-108, C.R.S., as amended.

- d. Adoption of Budget. Prior to or on the day set for consideration of such proposed budget, the Board shall review the proposed budget and will be given the opportunity to revise, alter, increase or decrease the items as it deems necessary in view of the needs of the District and the probable income of the District. The Board shall then adopt a budget setting forth the expenditures to be made in the ensuing fiscal year. The Board shall provide the sufficient revenues to finance budget expenditures with special consideration given to the proposed *ad valorem* tax levy.
- e. Levy and Collection of Taxes. On or before the 15th day of December of each year, unless an election for an increased operating levy is held, the Board (as prepared by the Budget Officer) shall certify to the Park County board of Commissioners the mill levy established for the ensuing fiscal year, in order that, at the time and in the manner required by law for the levying of taxes, the Commissioners shall levy such tax upon the assessed evaluation of all taxable property within the District.
- f. Filing of Budget. Upon the adoption of the budget, the Board shall cause a certified copy of the budget to be filed with the Division of Local Government within the Colorado Department of Local Affairs.
- g. Appropriation Resolution.
 - (1) At the time of adoption of the budget, the Board shall enact a resolution making appropriations for the ensuing fiscal year. The amounts appropriated thereunder shall not exceed the amounts fixed therefor in the budget adopted pursuant to Section 9.d.
 - (2) The income of the District, as estimated in the budget and as provided for in the tax levy resolution and other revenue and borrowing resolutions, shall be specified in the budget for the purpose of meeting the expenditures authorized by the appropriation resolution.
 - (3) The Board may make an appropriation to and for a contingency fund to be used in cases of emergency or other unforeseen contingencies.
- h. No Contract to Exceed Appropriations. The Board shall have no authority to enter into any contract, or otherwise bind or obligate the District to any liability for payment of money for any purpose, for which provision is not made in the appropriation resolution, including any legally authorized appropriation for that fiscal year. Any contract, oral or written, contrary to the terms of this subsection shall be void *ab initio*, and no District funds shall be expended in payment of such contracts, except as provided in the following subsection.
- i. Contingencies.
 - (1) In cases of emergency such as a disaster caused by nature or man or some contingency which could not reasonably have been foreseen at the time of the

adoption of the budget, the Board may authorize funds in excess of the budget by resolution duly adopted by a four-fifths vote of the entire membership of the Board. Such resolution shall set forth in full the facts concerning the emergency and shall be included in the minutes of the meeting.

- (2) If so enacted, a copy of the resolution authorizing the additional expenditures shall be filed with the Division of Local Government in the Colorado Department of Local Affairs and shall be published in compliance with statutory requirements.
- j. Payment of Contingencies. If there is unexpected or uncommitted money in funds other than those to which the emergency relates, the Board shall transfer such available money to the fund from which the emergency expenditure is to be made. To the extent that transferable funds are insufficient to meet the emergency appropriation, the board may borrow money through the issuance of tax-anticipation warrants, to the extent that the mill-levy authority of the District is available as specified under Section 29-1-115, C.R.S., as amended, or by the issuance of bond-anticipation notes payable from future bond proceeds or operating revenue, or any other lawful and approved method.
- k. Annual Audit.
- (1) Until such fiscal year that the annual revenues of the District are below the amount of revenues requiring mandatory audit, the Board shall formally request exemption from such audit or vote to have a formal audit. For such fiscal years when, of if, the annual revenues of the District reach or exceed the amount at which an audit is mandatory, the Board shall cause an audit to be made at the end of the fiscal year of all financial affairs of the District through December 31 of such fiscal year. In the event of, and for those years that an audit is required, the Board shall require that the audit report be submitted to the Board within six months of the close of such fiscal year. Such audit shall be conducted in accordance with generally accepted auditing standards by a registered or certified public accountant, who has not participated in the financial affairs of the District during the fiscal year of the audit. The auditor shall prepare, and certify as to its accuracy, an audit report, including a financial statement and short-form balance sheet based on such audit, an unqualified opinion or qualified opinion with explanations, and a full disclosure of violations of State law, if any such violations are evidenced by the audit, pursuant to statutory requirements.
 - (2) For such fiscal years requiring an audit, the treasurer shall provide a copy of such audit to the State auditor or other relevant State official and a copy shall be retained in its files as a public record for public inspection at all reasonable times.
- l. Receipt of Receivables and Payables: All checks for income (including lottery funds, payment for card keys, and deposits for metal keys), statements for services from others, bills, insurance policies, account information, and official correspondence concerning District business, accounts and affairs is to come to the District business mailing address, P.O. Box 25, Como, CO 80432 and is specifically not allowed to be directed to the homes of individual Directors or others. Because the District has no

credit card in its own name, it is understood that occasionally packages may be delivered to the address of the Director who ordered the merchandise for the District.

SECTION 10 Corporate Seal

The seal of the District shall be in the form of a circle containing the name of the District and shall be used on all documents in such manner as seals are generally used by public and private corporations. The seal shall be in the custody of the secretary who shall be responsible for its safety and care.

SECTION 11 Disclosure of Conflict of Interest

Any Board member's potential conflict of interest shall be disclosed in accordance with Colorado law, particularly Sections 24-17-101, et seq., C.R.S., as amended, and 18-8-308, C.R.S., as amended.

SECTION 12 Compensation

Each Director may receive compensation as prescribed by statute. No Director shall receive compensation as an employee of the District, except as may be provided by statute. No member of a Director's family may receive compensation as an employee of the District under any circumstances.

SECTION 13 Indemnification of Directors and Employees

The District shall defend, hold harmless and indemnify any Director, officer, agent, or employee, whether elective or appointive, against any tort or liability, claim or demand, whether groundless or otherwise, arising out of any alleged act or omission occurring during the performance of duty, as more fully defined by an Indemnification Resolution. The provisions of this Section 13 shall be subject to, and to the extent of any inconsistency therewith, shall be modified by the Governmental Immunity Act, 24-10-101, et seq., C.R.S., as amended.

SECTION 14
Bidding and Contracting Procedures

- a. Except in cases in which the District will receive aid from a government agency, a notice shall be published for bids on all construction contracts for work or material, or both, involving an expense of \$25,000.00 or more of public money. The District may reject any and all bids, and if it appears that the District can perform the work or secure the materials for less than the lowest bid, it may proceed to do so in accordance with Article 1 of Title 32, C.R.S., (“the Act”).
- b. No contract for work, materials, or services, regardless of amount, shall be entered into between the District and a Director, or a member of a Director’s family. The term “member of a Director’s family” includes parents, spouse, siblings and children.
- c. In the letting and administration of all construction contracts, the Board shall proceed in accordance with applicable law.

SECTION 15
Modification of the By-Laws

These By-Laws may be altered, amended or repealed at any regular meeting of the Board or at any special meeting of the Board called for that purpose by a majority vote, except for a vote to alter, amend or repeal the Section 3 Policies of the board, which requires a four-fifths vote of the entire membership of the Board.