

EVANS FIRE PROTECTION DISTRICT
BOARD OF DIRECTORS BYLAWS

Adopted _____, 2023

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CHAPTER 1 INTRODUCTION

The Board of Directors ("Board") of the Evans Fire Protection District ("District") is committed to providing comprehensive and cost-effective fire suppression, fire prevention, emergency rescue, emergency medical, and hazardous materials services (collectively, "Emergency Services") directly, or through a third-party provider, to the communities and citizens within the District, and individuals passing through the District.

The Board is expressly authorized to adopt, amend, and enforce bylaws, 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. C.R.S. § 32-1-1001(1)(m). The Board declares that these Bylaws are necessary for carrying on the business, objects, and affairs of the Board and the District, and will serve a public purpose. These Bylaws, and all provisions therein, supersede and replace all versions of any bylaws, rules, or regulations governing the same matter previously adopted by the Board.

These Bylaws shall be liberally construed to carry out the general purposes of the District. No omission or inclusion of material in these Bylaws shall be interpreted as a waiver from any grant of power, duty, or responsibility, or limitation or restriction, or any protection or benefit, imposed or conferred upon the Board or the District by virtue of Colorado Special District Act, C.R.S. § 32-1-101, *et seq.* ("Special District Act") or any other applicable federal, state, or local law, rule, regulation, or ordinance (collectively, "Applicable Law").

CHAPTER 2 BOARD POWER AND AUTHORITY

A. Powers of the Board

The District is governed by a five-member Board of Directors. The Board is responsible for all aspects of the District's administration, operations, finances, and policies. For and on behalf of the District, the Board has the following powers, without limitation:

- (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;
- (4) To manage, control and supervise all of the business and affairs of the District, as defined in the Special District Act, including all construction, installation, operation, and maintenance of District improvements;
- (5) To adopt, amend and enforce bylaws, standard operating procedures, and rules and regulations not in conflict with the constitution and laws of the State of Colorado for carrying out the business, objects, and affairs of the Board and the District;
- (6) To appoint, hire, and retain agents, employees, engineers, accountants, advisors, consultants, and attorneys;
- (7) To create and maintain one or more paid firefighters' pension fund(s), 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 one or more volunteer firefighter pension fund(s) under Part 11 of Article 30 of Title 31, C.R.S.;
- (8) (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 in excess of the limit set forth in C.R.S. § 32-1-1001(1)(d). 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 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 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;
- (9) 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 that must be dedicated for public use or the District's use in accordance with any governmental ordinance, regulation, or law;

(10) 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;

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

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

(13) 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.;

(14) To refund bonded indebtedness as provided in Article 54 or 56 of Title 11, C.R.S.;

(15) To undertake and operate as a part of the duties of the District 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 furnish services and facilities outside of the District's boundaries, and to establish fees, rates, tolls, penalties, or charges for such services and facilities as allowed by law;

(17) To fix, and from time to time increase or decrease, fees, rates, tolls, penalties, and charges for the following services, programs, or facilities furnished by the District, to the extent permitted by Applicable Law, and the Board may pledge such revenue for the payment of any indebtedness of the District:

- a. Requested or mandated inspections;
- b. Hazardous incident responses;
- c. 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:
 - i. Services provided prior to the arrival of the ambulance;
 - ii. Rescue or extrication of trapped or injured parties;
 - iii. Lane safety or blocking provided by District equipment; and
- d. Emergency Services provided outside the jurisdiction of the District.

(18) To receive and spend an impact fee or other similar development charge imposed pursuant to the provisions described in section 29-20-104.5, C.R.S.;

(19) 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;

(20) 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;

(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 Individual Directors

The Board can only act through a majority vote of the Directors. No individual Director may commit the District or the Board to any policy, act, agreement, or expenditure without specific Board authority and direction, and individual Directors do not have the power or authority to take any action or make any statement on behalf of the Board or the District. Individual Directors do not have the power or authority to direct District employees to take any action. Accordingly, individual Directors shall not give directions to the Fire Chief or other District employees, except as specifically authorized by a majority vote of the Board. In order to foster an effective and efficient line of communication between Chief Staff and the Board, communications from the Board, or individual Directors, and Chief Staff shall be directed to the Fire Chief or Business Manager, as appropriate, or to other staff members if determined by a majority vote of the Directors or as directed by the Fire Chief or the Business Manager.

Nothing in these Bylaws or any other District rule, policy, or procedure is intended to, and shall not be construed as, prohibiting an individual Director from exercising his/her First Amendment right to state his/her personal opinion on any matter of public concern, as long as the individual Director does so in a manner that ensures the recipients of the individual Director's opinions understand that the Director is expressing his/her personal opinion and is not authorized to express, and is not expressing, the opinion or position of the Board.

C. District Seal

The Board shall adopt a seal of the District.

D. Supervision of the Fire Chief/Limited Involvement in Personnel Matters

The Board is responsible for supervising the Fire Chief, including hiring the Fire Chief, evaluating the Fire Chief's job performance, determining the Fire Chief's compensation, benefits, and other terms and conditions of employment, and imposing corrective/disciplinary actions against the Fire Chief. Except with respect to supervision of the Fire Chief, and except for the circumstances expressly identified in a District personnel manual or other District policies, as applicable, the Board does not become involved in personnel matters of other employees.

A Director's position as a Board member does not, in itself, entitle the Director to access a District employee's or volunteer's personnel or confidential files; except that, as the immediate supervisors of the Fire Chief, Directors are authorized to inspect the Fire Chief's personnel and confidential files. C.R.S. § 24-72-204(3)(a)(II)(A). In addition, Directors may be entitled to inspect other District member files to the extent necessary to satisfactorily supervise the Fire Chief.

CHAPTER 3 ORGANIZATION OF THE BOARD

A. Qualifications – Definition of "Eligible Elector"

To qualify as a Director, an individual must be an eligible elector of the District as defined by C.R.S. § 32-1-103(5), as such statute may be amended from time to time. Currently, to be an "eligible elector" of the District, an individual must be a registered voter of the State of Colorado and be:

- (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 located in the District; or
- (3) A person obligated to pay taxes under a contract to purchase taxable property located in 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.

State law prohibits a District Director from also being a District employee. Accordingly, an employee must resign his/her employment upon being elected to a District Director position. In addition, a Director is not eligible to apply for employment with the District. A Director must resign his/her position prior to applying for employment with the District.

B. Director Oaths and Bonds

Each Director must take an oath of faithful performance within 30 days of being elected or appointed. 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 Weld County Clerk and Recorder, or other individuals authorized by law to administer oaths in Colorado, and filed with the Clerk of the Weld County District Court, the Weld County Clerk and Recorder, and the Division of Local Government ("**DOLA**").

At the time of filing the oath, a personal surety bond of at least \$1,000 per Director, and \$5,000 for the Board Treasurer, must be filed with the Clerk of the Weld County District Court, unless a different amount is prescribed by statute. 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.

If any Director fails to take the oath or if the bond is not furnished in the period allowed, except for good cause shown, his/her office will be deemed vacant, and the vacancy created will be filled in the same manner as other vacancies in the office of Director.

C. Director Vacancies

A Director position is deemed automatically vacant if any of the following occurs with respect to the Director holding such position prior to the expiration of his/her term of office:

- (1) Failure to meet the qualifications or remain qualified for the office of Director;
- (2) Failure to satisfy the oath and bond requirements;
- (3) Submission of a written resignation as provided in Section 3(E) below;
- (4) Conviction of a felony;
- (5) Removal from office or voidance of election or appointment by the District Court, but only after the Director's right to appeal has been waived or exhausted;
- (6) If the Director fails to attend three consecutive regular meetings of the Board and the Board does not enter into the minutes an approval for an additional absence(s); except that such additional absence(s) will be excused for temporary mental or physical disability or illness; or
- (7) Upon death.

The remaining Directors must appoint a qualified individual to fill the vacancy within 60 days. An individual appointed to fill a vacancy serves as the Director until the next regular Board election, at which time the vacancy is filled by election. All appointments must be entered in the minutes of the meeting, and the Board will deliver a notice of appointment to the person appointed. A duplicate of each notice of appointment, together with the mailing address of the person appointed, will be filed with DOLA. If the Board does not appoint a Director within 60 days of a vacancy, the Weld County Board of County Commissioners may (but is not required to) make the appointment. The Board does not lose its authority to make the appointment until the Board of County Commissioners has actually made an appointment to fill the vacancy.

D. Term and Term Limits

The term of office for an elected Director is four years. Regular elections for the election of Directors shall be as provided in Chapter 6 of these Bylaws and pursuant to Applicable Law. The Colorado Constitution prohibits a Director from serving more than two consecutive terms of office, unless voters have approved the removal Director term limits. The District's voters approved the removal of Director term limits in 2016. The term of a Director appointed by the Board to fill a vacancy runs only until the next regular special district election, at which time the vacancy will be filled by election for the balance of the original term.

E. Director Resignations

A Director may resign at any time by giving written notice to the Board. The resignation will take effect at the date and time stated in the written notice, regardless whether the Board accepts the resignation. If no date or time is stated in the written notice, then the resignation will take effect at 11:59 pm on the day that the written notice is submitted.

F. Director Recall

Unless otherwise provided by statute, any Director who has held office for at least 6 months during his/her current term may be recalled from office by the District's eligible electors following procedures set forth in Part 9 of the Special District Act; except that a petition may not be filed to recall a Director whose term expires in less than 6 months after the date the petition is presented. A petition demanding the recall of the Director and meeting the requirements Part 9 of the Special District Act must be filed with the Weld County District Court, which will appoint a Designated Election Official to oversee the remainder of the recall process and the associated election.

G. Director Conduct

In order to foster a cooperative environment and to further the District's goal of providing quality, cost-effective Emergency Services, Directors must observe the following code of conduct during their term of office:

- (1) The dignity, style, values, and opinions of each Director must be respected;
- (2) Directors must endeavor to be responsive and attentive in communications with other Directors and the public;
- (3) Meeting the needs of the District's constituents is the primary purpose of each Director;
- (4) The primary responsibility of the Board of Directors is the formulation and evaluation of policy for the District; day-to-day operations of the District should be left to the Fire Chief;
- (5) Directors should focus on issues, not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocks based on personalities rather than issues must be avoided;
- (6) Different points of view are healthy in the decision-making process and are encouraged;
- (7) Once the Board has voted on an issue, individual Directors must not take any actions that would create barriers or otherwise impede the District's ability to implement the Board's decision;
- (8) The smooth working of the District is a team effort. All individuals must work together in a collaborative process to assist each other in conducting the District's affairs;
- (9) The Board functions as a whole, and individual Directors have no authority to speak on behalf of the Board or the District, or to bind the District through their individual actions or statements; and
- (10) Directors must at all times conduct themselves with courtesy to each other, to Chief Staff, and to the public present at Board meetings.

H. Compensation

Directors may receive compensation for their service up to the cap permitted by the Special District Act. The Special District Act currently permits payments of up to \$100 per meeting actually attended by a Director, with an annual cap of \$2,400 per Director. Reimbursement of a Director's actual expenses is not considered compensation. Actual expenses may include mileage and out-of-pocket expenses incurred in serving as a Director. All compensation received by a Director pursuant to this Section 3(H) will be included as income on the Director's Form W-2.

I. Board Officers

The officers of the Board are a President, Vice-President, Treasurer, and Secretary. All officers must be District Directors. The election of officers will be held at the first regular meeting of the Board after each regular May election of Directors is certified. An election of officers also may be called at any time by the majority vote of the Directors holding office at the time the vote is taken. If an officer vacancy occurs, the Directors will elect a new officer as soon as practicable. Any Director may nominate any other Director for office, or a "slate" of Directors to fill all available offices. Any nominee may decline a nomination. Upon nomination, each office or the slate may be voted on by roll call vote or voice vote.

A majority of the Board may appoint a Director to serve in an acting position for any other officer who is temporarily unable or unwilling to serve. An acting officer will perform the duties of the office to which the appointment is made.

(a) President– The Board shall, by majority vote, elect a Director to serve as President of the Board and District. Unless otherwise specified by a majority of the Board, the President will execute all contracts or agreements on behalf of the District. Contracts or agreements also may be signed by other officers delegated that responsibility by the Board, or by the Vice President in the absence of the President. The President will perform such other duties as may be necessary incident to performing the responsibilities of his/her office and as delegated by the Board from time to time. The President will serve as Chairperson at all meetings at which the President is in attendance.

(b) Vice President - The Board shall, by majority vote, elect a Director to serve as Vice President of the Board and District. If the President resigns, or is removed, absent, or disabled, the Vice President will perform the President's duties. The Vice President also will perform such other duties as may be necessary incident to performing the responsibilities of his/her office and as delegated by the Board from time to time. If the President is absent from a meeting, or is disqualified from participating in an agenda item, the Vice President will perform the duties of the Chairperson.

(c) Treasurer - The Board shall, by majority vote, elect a Director to serve as Treasurer of the Board and District. The Treasurer will keep strict and accurate accounts of all money received by and disbursed on behalf of the District in permanent records. The Treasurer will be the principal financial officer of the District, but may call upon Chief Staff, or utilize the services of the District's accountants and/or bookkeeper, to assist with the Treasurer's performance of his/her duties. The Treasurer will perform such other duties as may be necessary incident to

performing the responsibilities of his/her office and as delegated by the Board from time to time, and will make such reports to it as may be required by the Board. If the President and Vice President are absent from a meeting, or are disqualified from participating in an agenda item, the Treasurer will perform the duties of the Chairperson.

(d) Secretary - The Board shall, by majority vote, elect an individual to serve as Secretary of the Board and District. The Secretary will keep in a visual text format that may be transmitted electronically, a record of all of the Board's proceedings, minutes of all meetings, certificates, contracts, agreements, bonds, and all corporate acts, which will be open to public inspection. The Secretary will be the principal administrative officer of the District, and may call upon the Chief Staff to assist with the Secretary's performance of his/her administrative duties. The Secretary will attest to contracts or agreements signed by the President or other officers. In the Secretary's absence, another District officer may attest to contracts or agreements signed by the President or other officers; provided that, no officer may both sign and attest the same contract or agreement. The Board may also appoint a Recording Secretary to assist the Secretary in the recording of votes and preparation of minutes of the regular and special meetings of the Board. The Recording Secretary, if appointed, may, but need not be, a District Director.

CHAPTER 4 BOARD MEETINGS

A. Calling the Meeting

1. Designating Time and Place of Board Meetings, and Place for Posting Notices

The Board will meet regularly at a time and in a place to be designated by the Board. Special meetings may be held as often as the District's needs may require, upon notice to each Director. A study session shall constitute a type of special meeting at which no Board action shall be taken.

The Board must pass a Resolution at the first regular meeting of each year designating the place where notices of the District's regular and special meeting will be posted. As part of the Resolution, the Board also will designate the time and place for all regular Board meetings for the year. Any such regular meeting may be rescheduled or cancelled during the year, as the needs of the District require. The Board is authorized to conduct its public meetings either: (a) at a physical location; (b) at a physical location with electronic attendance availability; or (c) electronically. User access information for any Board meeting conducted electronically or with electronic attendance availability should be included on the Board meeting notice and agenda. Unless changed by majority vote of the Board by Resolution or motion, regular and special Board meetings conducted at a physical location will be held at the Fire Station 2, 2100 37th Street, Evans, CO 80620.

2. Notice of Meetings

Written notice of regular and special meetings must be posted either in the physical location within the District as designated by Board Resolution at the first regular meeting of the year, or on the District's website as designated by Board Resolution at the first regular meeting of the year. If the District posts its meeting notices on its website, then it need not also post meeting notices in the designated physical location, except in emergency circumstances that prevent the District from posting, or the public from accessing, the online notice. All notices of regular or special meetings must be posted at least 24 hours before the meeting and must include specific agenda information if available.

Additionally, if the District posts its meeting notices on its website, 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 DOLA.

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:

- (a) issue or refund general obligation indebtedness;

- (b) consolidate the District;
- (c) dissolve the District;
- (d) file a plan for adjustment of debt under federal bankruptcy law;
- (e) enter into a private contract with a Director; or
- (f) not make a scheduled bond payment.

Any Director may call a special meeting of the Board by informing the other Directors of the date, time and place of the special meeting, and the purpose for which it is called, and by posting notice of the special meeting in accordance with this Section. All Directors must be notified of any special meeting.

3. Waiver of Meeting Notice By Directors

The annual Resolution adopted by the Board pursuant to Section 4(A)(1) above constitutes formal notice of regular Board meetings to Directors and no other notice of regular Board meetings is required to be given to the Directors. Special meeting notices must be provided to each Director when the same are publicly posted. A Director may waive notice of any meeting of the Board or any committee in a writing given either before, at, or after the meeting, and his/her waiver shall be deemed the equivalent of giving notice to the Director. The Director's presence at a meeting also constitutes waiver of notice of that meeting unless the Director attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened. Notwithstanding the foregoing, Directors may not waive the public posting of the notice of a regular or special meeting required by Applicable Law.

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, the District must include the individual on the list for two years. Inadvertent failure to provide notice to a listed person will not invalidate the meeting or actions taken at the meeting.

5. Emergency Meetings

An emergency meeting may be called in the event of an emergency that requires the immediate action of the Board in order for the District to carry out its statutory duties and provide services to the citizens and property within its jurisdiction. At an emergency meeting, the Board, by affirmative majority vote, may take any action that is within the express and implied powers of the Board to carry out its statutory duties and provide services to the citizens and property within the District's jurisdiction; provided however, any action taken at an emergency meeting is effective only until the first to occur of (a) the next regular meeting or (b) the next special meeting of the Board 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.

B. Meetings Open to the Public

1. Regular and Special Meetings Are Open to the Public

Except for executive sessions, all regular and special meetings, including study sessions, shall be open to the public and subject to the Colorado Open Meetings Law, pursuant to C.R.S. § 24-6-401 *et seq.*, as may be amended from time to time ("**Open Meetings Law**"). Further, the Board may be considered to have conducted a public meeting even as the result of chance gatherings, attending the meeting of another agency, or at a social event, if a quorum or three Directors, whichever is less, is present and District business is discussed or information relevant to District business is collected. The District is encouraged to consider whether notification of a public meeting is required any time a quorum or three Board members, whichever is less, are anticipated to gather for any purpose. Directors who may by chance find themselves together at a common location, such as the market or a community event, must not discuss the District or District business.

Additionally, group email and text message communications among a quorum or three Directors, whichever is less, may also constitute a public meeting under the Open Meetings Law. Accordingly, Directors should refrain from using group emails or text messages to discuss the District or District business.

2. Executive Sessions

An executive or "closed" session of the Board may only be called at a regular or special meeting of the Board by an affirmative vote of two-thirds of the quorum present. The public is not permitted in an executive session. In order to maintain the confidentiality of the executive session, only those individuals necessary for the topic(s) being discussed during the executive session are permitted to attend the executive session.

Executive sessions should be noted on the agenda for all meetings whenever possible. Before going into an executive session, the Board must announce, and the minutes reflect, the specific citation(s) to the portion(s) of the Open Meetings Law that allows the Board to meet in an executive session and a description of the topic to be discussed in executive session in as much detail as possible without jeopardizing the confidentiality of the 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 regarding (specific legal question);
- (3) C.R.S. § 24-6-402(4)(c): Discuss a matter required to be kept confidential by following State or Federal law, rule or regulation: (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, subject to certain exceptions under the Open Meetings Law. At this time the District does not employ personnel and personnel matters do not include discussions concerning Directors;
- (7) C.R.S. § 24-6-402(4)(g): "Consider documents protected by the mandatory nondisclosure provisions of the 'Colorado Open Records Act'"; and
- (8) C.R.S. § 24-6-402(4): "Review, approve or amend the minutes of an executive session."

The Board may not take formal action or adopt any policy, position, resolution, rule, or regulation while in executive session. The discussion in an executive session must be limited to the reason(s) for which the executive session was called. All discussions in executive session must be held in strict confidence by every individual attending the executive session and cannot be disclosed to any third person or entity without the affirmative vote of a majority of the Board members, or as required by law.

Each executive session must be electronically recorded, unless the District's legal counsel will be attending the executive session and will be actively providing legal advice, and the attorney 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. Unless a majority of the Board votes otherwise, the electronic recording of an executive session will be destroyed on the 91st day following the executive session.

C. Conduct of Meetings

1. Quorum and Voting

All official business of the Board will be conducted only during duly posted regular or special meetings at which a quorum or three Directors, whichever is less, is present. A "quorum" means more than one-half (1/2) of the number of Directors serving on the Board. Vacancies are not counted for purpose of determining whether a quorum is present. All Board actions require the affirmative vote of a majority of the Directors present and voting. Voting by proxy is prohibited.

2. Roberts' Rules of Order

To the extent practicable, and in the absence of a rule governing a point of procedure, the Board will follow the latest edition of *Roberts' Rules of Order*. Failure of the Board to abide by any provision of *Roberts' Rules of Order* will not invalidate any Board action otherwise taken in compliance with Applicable Law. Notwithstanding the foregoing, the following actions may be taken despite any provision of *Roberts' Rules of Order* to the contrary:

- i. Reading into the record the text of minutes, financial statements, or proposed Resolutions is not required;
- ii. The Chairperson may make a motion and may vote on any motion; and
- iii. In the absence of the President at a meeting, the officers shall serve as the Chairperson in descending order: Vice President; Treasurer; Secretary.

3. Resolutions and Motions

Official Board action may be taken through adopting a Resolution, or passing a motion duly made and approved by majority vote of the Board. 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.

4. Director Attendance and Remote Participation

Directors are expected attend Board meetings. A Director who anticipates being absent from a regular or special meeting of the Board should notify the Board President or, if the Board President is not available, another Director, of his/her expected absence as early as is reasonably practicable in advance of the Board meeting. The Board will vote, in its discretion on a case-by-case basis, whether to excuse or not excuse the absence of a Director, and the vote of the Board will be entered into the minutes of the meeting. If a Director fails to attend three consecutive regular meetings of the Board and the Board does not enter into the minutes an approval for an additional absence(s), the Director's seat will automatically be deemed vacant, except that such additional absence(s) will be excused for temporary mental or physical disability or illness.

Directors are permitted to participate remotely in a Board meeting conducted at a physical location by telephone or other electronic means, if the Director can be heard by all other Directors and the public attending the meeting, and they can hear the Director, for the entire meeting. For all purposes, a Director who participates remotely via telephone or other electronic means may participate as if physically present.

5. Public Comment

In general, the public will be given an opportunity to offer comments at any meeting of the Board open to the public. The Board will determine the time period to be set aside for public comment, which will be noted on the agenda of the meeting, and may establish reasonable procedures for public comment in order to promote the orderly and effective use of Board meeting time. Under exceptional circumstances, the Board may choose not to offer a public forum during a specific regular or special meeting, including a study session.

Directors will not engage in discussion or other discourse regarding a matter with the speaker, general public, or each other during public comment; provided, however, that a Director may ask for clarification. If a matter raised during public comment requires further follow-up, the Board will advise the speaker on the appropriate staff member to contact. In addition to any other procedures established by the Board, all comments offered during the public comment period are subject to the following:

- i. Each person will have three minutes to make his/her remarks as part of the public comment portion of the agenda; however, the Board may modify the allotted time per speaker, if needed to preserve adequate meeting time to conduct the Board's remaining business or due to other business or operational need.

- ii. Speakers should begin their remarks by stating their name and address. Each person may speak only once during public comment.
- iii. Speakers are advised to address their comments to the Board as a whole instead of individual Board or audience members.
- iv. Public comment is not intended to require the Board to answer questions or accept written remarks or supporting documentation. Speakers who wish to submit questions, written remarks, or supporting documentation will be referred to the appropriate staff member for the procedure for doing so.
- v. Speakers should be advised that all language, presentations, and remarks should be courteous and free from personal attacks, the use of profanity, and other inappropriate conduct. Speakers unable to follow the guidelines may be asked to leave the meeting or may be removed.

6. Minutes

Minutes shall be taken of every meeting of the Board, which shall include, without limitation: (a) the date, time, and location of the meeting; (b) a record of Directors in attendance and Directors absent; (c) a summary of topics discussed; (d) a summary of public comment provided; (e) the adoption of any proposed policy, position, Resolution, rule, regulation, motion, or other formal action; and (f) the fact that an executive session was held, including the topic of the discussion at the executive session. The approved minutes of every meeting of the Board shall be open to public inspection. Board-approved minutes shall be signed by at least two Directors.

7. Recording of Meetings

The public portions of all Board meetings may be electronically recorded to assist the Secretary or Recording Secretary in preparing proposed minutes of such meetings for Board consideration. Any electronic recording of the public portions of a Board meeting will be destroyed immediately upon the Board's approval of the official minutes, unless otherwise required by the District's records management manual and/or upon the affirmative majority vote of the Board directing otherwise as to a particular recording.

D. Committees

The Board may from time to time, by motion or Resolution of a majority of the Board, appoint one or more Directors to serve on one or more committees. The Board will define the purpose and scope of each committee. No committee may act independently of or in lieu of the Board. Unless authority to perform a duty is expressly delegated by the Board to a committee, committee motions and recommendations are advisory to the Board and do not commit the District to any policy, act, or expenditure; nor may any committee direct any District manager or administrator unless authorized by the Board. The committee chair is authorized to schedule committee meetings as deemed necessary and to preside at the meetings.

CHAPTER 5
CONFLICT OF INTEREST AND ETHICAL RESPONSIBILITIES

A. Performance of Duties

Director must perform his/her duties, including his/her duties as a member of any Board committee on which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the District's best interests, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. A Director is prohibited from taking personal advantage of a situation to benefit himself/herself or in a way that will prejudice the District.

B. Conflicts of Interest – Disclosure

A Director must disclose any issue in which the Director has a conflict of interest in compliance with C.R.S. § 18-8-308, and must disqualify himself/herself from voting on such issue unless the exception provided in Section 5(C)(1)(n)-(p) applies. Among other circumstances, a potential conflict of interest exists when a Director owns or controls, directly or indirectly, an interest in a private company that does business with the District. Failing to disclose a potential conflict of interest as described in this Section is a Class 2 misdemeanor. Violations of the standards of conduct set forth in Sections 5(C) and 5(D) below also may constitute a conflict of interest.

In addition, the Special District Act prohibits a Director who is receiving workers' compensation benefits awarded in the line of duty as a volunteer firefighter or who is a retired firefighter receiving pension payments to vote on issues involving the Director's disability or pension payments.

If a Director owns undeveloped land that constitutes at least 20% of the territory within the District, the Director must disclose this fact in accordance with C.R.S. § 18-8-308 before each Board meeting, and the fact of such disclosure must be entered in the minutes of such meeting. The term "undeveloped land" means real property that has not been subdivided or that has no improvements, excluding real property dedicated for park, recreation, or open space purposes.

C. Conflicts of Interest—Rules of Conduct and Ethical Guides

The holding of public office or employment is a public trust, and Directors and District employees owe a fiduciary duty to carry out their duties for the benefit of the people of the District and the State. Parts 1 and 2 of Article 18 of Title 24, C.R.S., set forth rules of conduct and ethical guides for Director and District employee conduct. A Director or District employee whose conduct departs from his/her fiduciary duty may be liable to the people of the State as trustee of property, and appropriate judicial proceedings may be brought on behalf of the people.

A Director's or District employee's fiduciary obligation does not extend to each individual District resident, but rather to the District itself. As a fiduciary, a Director or District employee has the duty to exercise the utmost good faith, business sense, and good judgment on behalf of the District. Each Director and District employee must place the interests of the District above his/her self-interests.

1. General Rules of Conduct for Directors

Proof beyond a reasonable doubt that a Director or District employee has committed any of the following acts as proof that the Director or District employee breached his/her fiduciary duty and the public trust:

- (a) Disclosing or using confidential information acquired in the course of his/her official duties in order to further substantially personal financial interests;
- (b) Accepting a gift of substantial value, or an economic benefit tantamount to a gift of substantial value, which would tend improperly to influence a reasonable person in his/her position to depart from the faithful and impartial performance of his/her duties, or which the Director or District employee knows or reasonably should know is primarily intended to reward him/her for official action he/she has taken. An economic benefit tantamount to a gift of substantial value includes a loan at a rate of interest substantially lower than the commercial rate then currently prevalent for similar loans and compensation received for private services rendered at a rate substantially exceeding the fair market value of such service;
- (c) Engaging in a substantial financial transaction for his/her private business purposes with a person whom the Director or District employee inspects or supervises in the course of his/her official duties;
- (d) Performing an official act directly and substantially affecting to its economic benefit a business or other undertaking in which the Director or District employee either has a substantial financial interest or is engaged as counsel, consultant, representative, or agent; or
- (e) Accepting goods or services for the Director's or District employee's personal benefit from a person who is providing goods or services to the District under a contract or other means by which the person receives payment or other compensation from the District, unless the totality of the circumstances indicates that the transaction is legitimate, the terms are fair to both parties, the transaction is supported by full and adequate consideration, and the Director or District employee does not receive any substantial benefit as a result of his/her District status that is not available to members of the general public.

For purposes of the above, the following are not gifts of substantial value or an economic benefit tantamount to a gift of substantial value:

- (f) Campaign contributions and contributions in kind reported as required by the Fair Campaign Practices Act;
- (g) An unsolicited item of trivial value;
- (h) A gift with a fair market value of sixty-five dollars (\$65) or less that is given to the Director by a person other than a professional lobbyist, as such amount may be

adjusted from time to time by the Colorado Independent Ethics Commission pursuant to Article XXIX of the Colorado Constitution;

- (i) An unsolicited token or award of appreciation in the form of a plaque, trophy, desk item, wall memento, or similar item;
- (j) Unsolicited informational material, publications, or subscriptions related to the performance of the Director's or District employee's official duties;
- (k) A gift given by an individual who is a relative or personal friend of the Director or District employee on a special occasion;
- (l) Payment of salary from employment, including other government employment, in addition to that earned from being a Director or District employee; or
- (m) A component of the compensation paid or other incentive given to the Director or District employee in the normal course of employment.

It is not a breach of fiduciary duty and the public trust for a Director or District employee to use local government facilities or equipment to communicate or correspond with constituents, family members, or business associates, or to accept or receive a benefit as an indirect consequence of transacting District business.

A Director who has a personal or private interest in any matter proposed or pending before the Board must disclose such interest to the Board and may not vote on the matter or attempt to influence the decisions of the other Directors; provided, however, that a Director may vote on a matter in which he/she has a personal or private interest if:

- (n) The Director's participation is necessary to obtain a quorum or to enable the Board to act;
- (o) The Director discloses the interest in writing to the Secretary of State and the Board, listing the amount of his/her financial interest, the purpose and duration of his/her services rendered, the compensation received for the services, and such other information as is necessary to describe his/her interest; and
- (p) At the time of voting on the matter, the Director states for the record the fact and summary nature of the interest.

2. Ethical Guides

Directors and District employees should comply with the following ethical guides in the performance of their public duties:

- (a) A Director or District employee should not acquire or hold an interest in any business or undertaking which he/she has reason to believe may be directly and

substantially affected to its economic benefit by official action to be taken by the District;

- (b) A Director or District employee should not, within six months following the termination of his/her office, obtain employment in which he/she will take direct advantage, unavailable to others, of matters with which he/she was directly involved during his/her term of office;
- (c) A Director or District employee should not perform an official act directly and substantially affecting a business or other undertaking to its economic detriment when he/she has a substantial financial interest in a competing firm or undertaking; and
- (d) A Director or District employee should not assist or enable members of his/her immediate family in obtaining employment, a gift of substantial value, or an economic benefit tantamount to a gift of substantial value from a person whom the Director or District employee is in a position to reward with official action or has rewarded with official action in the past.

D. Conflicts of Interest in Contracts

Directors and District employees must not be interested in any contract made by them in their official capacity or by the Board, and former District employees may not, within six months following the termination of their employment, contract with or be employed by an employer who contracts with the District involving matters with which the District employee was directly involved during his/her employment. Notwithstanding the foregoing:

- (1) "Be interested in" does not include holding a minority interest in a corporation; and
- (2) "Contract" does not include:
 - (a) Contracts awarded to the lowest responsible bidder based on competitive bidding procedures;
 - (b) Merchandise sold to the highest bidder at public auctions;
 - (c) Investments or deposits in financial institutions that are in the business of loaning or receiving money;
 - (d) A contract with an interested party if, because of geographic restrictions, the District could not otherwise reasonably afford the subject of the contract. It is presumed that the District could not otherwise reasonably afford the subject of the contract if the additional cost to the District is greater than 10% of the contract with the interested party, or if the contract is for services that must be performed within a limited period of time and no other contractor can provide the services within that time period; or

- (e) A contract with respect to which the Director has disclosed a personal interest and has not voted thereon, or with respect to which the Director discloses the interest in writing to the Secretary of State and the Board, listing the amount of his/her financial interest, the purpose and duration of his/her services rendered, the compensation received for the services, and such other information as is necessary to describe his/her interest and at the time of voting on the matter, the Director states for the record the fact and summary nature of the interest.

In addition to the above, Directors must not be purchasers at any sale or vendors at any purchase made by them in their official capacity. Pursuant to State statute, every contract made in violation of this Section is voidable by any party to the contract except the interested Director or District employee. A Director or District employee who knowingly commits an act prohibited by this Section commits a Class 1 misdemeanor.

CHAPTER 6 ELECTIONS

A. Time for Holding Elections

Regular special district elections for the position of Director, and for such other issues as the Board may deem appropriate, will be held on the first Tuesday following the first Monday of May in every odd-numbered year. 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, or on the first Tuesday in November of odd-numbered years.

B. Persons Entitled to Vote at Special District Elections

In order to vote in a District election, an individual must be an eligible elector of the District as defined by C.R.S. 32-1-103(5), as such statute may be amended from time to time. Eligible elector qualifications must be met at the time of the election. Currently, to be an "eligible elector" of the District, an individual must be a registered voter of the State of Colorado and be:

- (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 located in the District; or
- (3) A person obligated to pay taxes under a contract to purchase taxable property located in the District.

C. Conduct of Elections

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. For all coordinated elections, the County Clerk and Recorder shall be the coordinated election official. Unless otherwise provided by statute, if, by 100 days before the election, the District has taken formal action to participate in a coordinated election, the District will notify the County Clerk and Recorder in writing, and the District will thereafter enter into an Intergovernmental Agreement with the County Clerk and Recorder for the conduct of the election at least 70 days before the election.

The Board shall appoint a Designated Election Official to govern the conduct of all regular and special independent elections of the District, or to work with the County Clerk and Recorder in a coordinated election. The Board may designate or hire an Assistant Designated Election Official to assist the Designated Election Official. Neither the Designated Election Official nor the Assistant Designated Election Official shall be a Director in any election in which the Director is a candidate.

All elections shall be conducted in accordance with the Special District Act, the Colorado Local Government Election Code, Article 13.5 of Title 1, C.R.S.; the Uniform Elections Act, Article 1 of Title 1, C.R.S.; and all other Applicable Law (collectively, "***Elections Code***"). In the event that any portion of the Elections Code is amended so as to create a direct or indirect conflict with any

provision of these Bylaws that cannot be reconciled, the provisions of the Elections Code will prevail.

D. Fair Campaign Practices Act Limitations

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

The FCPA 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, or from using public moneys received from any source for the purpose of urging electors to vote for or against any Statewide or local ballot issue or referred measure.

The FCPA does permit the District and its Directors, officers, and employees to:

- (1) Respond to unsolicited questions regarding a candidate or ballot issue;
- (2) Spend 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) Spend public money 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) Express a personal opinion on any issue regardless of whether his/her opinion was solicited. When expressing a personal opinion, the Director or officer must make it clear that the opinion is a personal opinion, not the opinion of the District, and he/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 District; and
- (5) Pass a Resolution or take a position of advocacy on any candidate, Statewide 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.

Directors, officers, and employees also may spend personal funds, make contributions and use personal time to urge electors to vote for or against any candidate, Statewide 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 7 SERVICE PLAN

A. Following Service Plan

The District must follow its adopted Service Plan. Notice of certain proposed departures from the Service Plan, published in the newspaper and filed with the Weld County District Court, may restrict individuals from bringing certain actions against the District, unless such action is brought within 45 days after publication of the notice.

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 Weld County Board of County Commissioners. 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 municipality, if determined to be a material modification by the Board of County Commissioners or the governing body of the municipality, as applicable.

CHAPTER 8 FINANCIAL MATTERS

A. Fiscal Year

The District's fiscal year begins on January 1st and ends on December 31st of each year.

B. Fees and Charges

The Board may fix, and from time to time increase or decrease, fees, rates, tolls, penalties, and charges for the following services, programs, or facilities furnished by the District, to the extent permitted by Applicable Law, and the Board may pledge such revenue for the payment of any indebtedness of the District:

- (1) Requested or mandated inspections;
- (2) Hazardous incident responses;
- (3) 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:
 - (i) Services provided prior to the arrival of the ambulance;
 - (ii) Rescue or extrication of trapped or injured parties; and
 - (iii) Lane safety or blocking provided by District equipment; and
- (4) Emergency Services provided outside the jurisdiction of the District.

All such unpaid fees and charges constitute a perpetual lien against the property served.

In addition, the District may charge and receive other fees as permitted by Applicable Law, such as fees and charges for the inclusion or exclusion of property into or from the District's jurisdiction pursuant to Parts 4 and 5 of the Special District Act, and the District may receive and spend an impact fee or other similar development charge to defray the cost of capital facilities needed by the District to serve new development within the its jurisdictional boundaries; however, such impact fee must be imposed pursuant to the requirements of C.R.S. § 29-20-104.5, including entering into an intergovernmental agreement within the county or municipality where the development is located.

C. Annual Budget and Mill Levy Certification

Unless otherwise provided by statute, the District must adopt an annual budget meeting the requirements of the Local Government Budget Law of Colorado, C.R.S. § 29-1-101, *et seq.*, by December 15 each year. The Board must appoint a Designated Budget Officer, who must prepare and submit the proposed budget to the Board on or before the statutory deadline (currently October 15). Upon receipt of the proposed budget, the Board must hold a public meeting to consider the proposed budget prior to its adoption. Notice of the public meeting and the opportunity for the public to review and comment on the proposed budget must be published in the newspaper before the public meeting at which the Board will consider adoption of the budget. To assist the Board in

preparing its annual budget, the County Assessor must provide a preliminary assessed valuation of property within the District in August of each year, with the final certification of assessed valuation to follow in December of each year.

Unless otherwise provided by statute, the Board must adopt its annual budget and certify its mill levy to the Weld County Board of County Commissioners no later than December 15 of each year, and must file its annual budget, budget message, and all Resolutions adopting the budget with DOLA by the following January 30.

Any Director or officer who knowingly or willfully fails to perform any of his/her duties pursuant to the Local Budget Law of Colorado, or who knowingly and willfully violates any of its provisions, is guilty of malfeasance in office, and, upon conviction thereof, the court shall enter judgment that such Director or officer shall be removed from office. It is the duty of the court rendering judgment to give notice of such removal to the District or Board so that the vacancy may be filled.

D. Removal of Revenue and Spending Limitations

In November 2011, the voters approved a ballot issue that removed the revenue and spending limits imposed on the District by the Taxpayers' Bill of Rights, Article X, Section 20 of the Colorado Constitution ("TABOR") and State statute. As a result, the District may keep and spend all revenue generated by its mill levy and other sources. The District is still subject to the other requirements of TABOR, including maintaining an emergency reserve equal to 3% or more of its fiscal year spending, excluding bonded debt service.

E. 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. The amount of appropriated funds may be supplemented or adjusted during the year through adoption of a Supplemental Budget, pursuant to the requirements of the Local Government Budget Law of Colorado. The same notice and public hearing process required for the annual budget must be conducted prior to Board adoption of a Supplemental Budget, and the approved Supplemental Budget must be filed with DOLA.

F. Audits

The Board is required to have the District's financial statements audited annually in accordance with the Colorado Local Government Audit Law, C.R.S. § 29-1-601, *et seq.* Each year's audit report must be completed by June 30 of the following year, and filed with the State Auditor not later than 30 days after the District receives the report, but in no event later than July 31.

G. Gifts and Donations

1. To the District

The District may receive gifts or donations of money, property, or services made by individuals, governmental agencies, or for-profit or non-profit companies for exclusively public purposes.

Pursuant to Section 170(c) of the Internal Revenue Code, such gifts and donations are tax deductible if freely and voluntarily given without promise, expectation, or receipt of consideration of other benefit from the District. Upon the District's acceptance of a gift or donation, the District will thank the donor and provide them with a charitable receipt donation letter for the donor's records, acknowledging and documenting the gift or donation. Donors are responsible for discussing all tax matters related to the gift or donation with their personal accounting and tax professionals, including all matters related to tax deductions.

2. From the District

The Colorado Constitution prohibits the District from making a donation or grant to or in aid of a private individual or entity, except upon the determination of the Board that the donation or grant satisfies a valid public purpose related to the District's mission and service delivery. District support for the activities or events of other governmental entities is not prohibited; however, such support must be reasonably tied directly or indirectly to the purposes for which the District was organized.

3. To Directors

The Public Official Disclosure Law requires holders of "public office" to disclose certain gifts, honoraria, and other benefits they receive in connection with their public service. The term "public office" does not include Directors receiving compensation less than the amount specified in the Open Meetings Law, as such amount may be amended from time to time. Currently, the threshold compensation amount is less than \$2,400 per year.

CHAPTER 9 ADDITIONAL PROVISIONS

A. **Governing and Operating Procedures**

In addition to these Bylaws, the Board has adopted an Employee Handbook, Financial Policies, and other rules, policies, and procedures of the District ("**Governing Procedures**"). The Board may modify, amend, or restate the Governing Procedures, or any portion thereof, at any regular or special meeting upon the affirmative majority vote of the Board.

The Fire Chief may adopt, without Board approval, standard operating procedures or guidelines, administrative policies, or other policies or procedures (collectively, "**Operating Procedures**") to implement the day-to-day administration and operations of the District. The Operating Procedures shall not conflict with these Bylaws or the Governing Procedures adopted by the Board. In the event of any conflict between the Operating Procedures and these Bylaws or the Governing Procedures, the Bylaws or Governing Procedures shall control.

B. **Indemnification**

The District will indemnify its Directors and officers to the extent required under the Colorado Governmental Immunity Act, C.R.S. § 24-10-101, *et seq.* After evaluation and upon a finding that indemnification is appropriate and in the best interests of the District, the Board may adopt a written Resolution whereby it agrees to provide indemnification beyond the requirements of the Colorado Governmental Immunity Act.

C. **Amendment**

A majority of the Board may amend, supplement, restate, or repeal these Bylaws or adopt a new Bylaws at any regular or special Board meeting.

D. **Governing Law**

These Bylaws shall be governed by and construed in accordance with the laws of the State of Colorado. Reference to a specific statute shall include any amendments thereto.

E. **Savings Clause**

If any provision of these Bylaws or the application thereof is held invalid, such invalidity will not affect the validity of its remaining provisions.

VERIFICATION

The undersigned, being the President and Secretary of the District, verify that the foregoing is a true and accurate copy of the Board of Director Bylaws, which was adopted at a meeting of the Board held on the _____ day of _____, 2023.

ATTEST:

EVANS FIRE PROTECTION DISTRICT

Secretary

President