

B Y L A W S

OF THE

FREMONT SANITATION DISTRICT

Fremont County, Colorado

Adopted: November 1, 2004

TABLE OF CONTENTS

I.	RECITALS	1
A.	Existence and Authority of the District	1
B.	Nature of the District	1
C.	Authority and Purpose of Bylaws	1
D.	Powers Not Restricted by Bylaws.....	1
E.	Masculine and Feminine Terms are Interchangeable.....	1
II.	DEFINITIONS.....	1
A.	Act	1
B.	Board	2
C.	C.R.S.	2
D.	Director	2
E.	District.....	2
F.	Employee	2
G.	Majority.....	2
H.	Motion.....	2
I.	Publish	2
J.	Resolution	2
III.	ORGANIZATION, OPERATION, AND DUTIES OF THE BOARD.....	2
A.	Board of Directors.....	2
B.	Qualifications.....	2
C.	Terms of Office.....	3
D.	Vacancies	3
E.	Oath of Office	4
F.	Reapportionment of Director Districts.....	5
G.	Officers	5
H.	Attendance at Meetings.....	7
I.	Compensation of Board Members	7
J.	Conflicts of Interest.....	7
K.	Voting	7
L.	Recall	8
IV.	LAWSUITS; INDEMNIFICATION	8
V.	MEETINGS OF THE BOARD OF DIRECTORS	8
A.	Regular Meetings	8

B.	Special Meetings.....	9
C.	Emergency Meetings	9
D.	Meetings Public	10
E.	Recesses and Adjournments	10
F.	Executive Sessions.....	10
G.	Rules of Order.....	12
H.	Quorum	13
I.	Minutes and Records of Meetings	14
VI.	BUSINESS AND FINANCIAL AFFAIRS OF THE DISTRICT	14
A.	Contracts and Contracting.....	14
B.	Budgeting and Appropriation	15
C.	Audits.....	16
VII.	EMPLOYEES AND AGENTS OF THE DISTRICT.....	16
A.	District Manager	16
B.	Hiring and Firing of Employees	17
C.	Other Agents and Consultants	17
D.	Attorney for the District.....	17
E.	Personnel Policies.....	17
F.	Anti-Nepotism.....	17
VIII.	OTHER ADMINISTRATIVE MATTERS.....	18
A.	Office of the District	18
B.	Official Newspaper	18
C.	Corporate Seal.....	18
D.	Public Statements Regarding District Policies	18
IX.	AMENDMENTS TO THE BYLAWS	19
A.	Procedure to Amend the Bylaws.....	19
B.	Repeal of Earlier Bylaws	19

BYLAWS OF THE FREMONT SANITATION DISTRICT

I. RECITALS.

- A. Existence and Authority of the District. The Fremont Sanitation District exists by virtue of the authority of the Colorado Special District Act (the "Act"), Section 32-1-101, *et seq.*, Colorado Revised Statutes ("C.R.S."), and Civil Action No. 84CV114 in the Fremont County District Court (*In Re the Matter of the Fremont Sanitation District*). The District is a consolidated district formed on September 25, 1984 as a result of the merger of the East Cañon Sanitation District, the Florence Sanitation District, the Lincoln Park Sanitation District and the Cañon City Metropolitan Sanitation District.
- B. Nature of the District. The Fremont Sanitation District ("District") is a Colorado special district and political subdivision of the State of Colorado, with those powers specifically granted and those reasonably implied therefrom and necessary or proper to carry out the objectives and purposes of the District.
- C. Authority and Purpose of Bylaws. The authority to adopt bylaws is expressly conferred by Section 32-1-1001 (1)(m), C.R.S. Some rules governing the internal affairs of the Board are contained in the Act while others, by delegation, are to be established by the Board. For convenience of reference, some of the rules which are contained in the Act, together with rules which are adopted directly by the Board by virtue of its delegated authority, are combined by these bylaws. Wherever these bylaws conflict with the Act, the provisions of the Act shall control.
- D. Powers Not Restricted by Bylaws. No omission from, nor anything contained in, these bylaws, shall be construed as an alteration or deviation from, or reduction of, any grant of authority power, duty or responsibility, or a limitation or restriction imposed upon the Board, by virtue of the provisions of the Act, as it now exists or may hereafter be amended.
- E. Masculine and Feminine Terms are Interchangeable. As used throughout these bylaws, terms that denote or imply a gender are intended to mean either gender, or both genders, as the context implies, or as the situation requires.

- II. DEFINITIONS. The terms used in these bylaws and any amendments thereto shall have the meanings set forth in the Act or in the District Rules and Regulations as adopted and in effect at any time, unless the context clearly indicates a different meaning. The terms defined in this section, for all purposes of these bylaws and any amendments thereto, shall have the meanings herein set forth.

- A. "Act" means the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes).
- B. "Board" and "the Board" means the Board of Directors of the Fremont Sanitation District.
- C. "C.R.S." means Colorado Revised Statutes, as currently in effect.
- D. "Director" means a member (and "Directors" means members) of the Board of Directors of the Fremont Sanitation District.
- E. "District" means the Fremont Sanitation District.
- F. "Employee" means every person in the service of the Fremont Sanitation District under any contract for hire, express or implied, not including an elective official of the Fremont Sanitation District in his or her capacity as an elected official. The term Employee does not include independent contractors (including outside consultants) of the District, nor does it include volunteers unless specifically so stated.
- G. "Majority" means more than one-half of the Directors present, if the vote requires only a majority of the Directors in attendance, or more than one-half of the entire membership if the vote requires a majority of the entire membership.
- H. "Motion" means any formal proposal for action introduced by a Director within the guidelines set forth in other sections of these bylaws.
- I. "Publish" or by "Publication", means printing one time in one newspaper of general circulation in the District.

Ref: Section 32-1-103(15), C.R.S. (Note: publication of notices of final settlement of contracts is controlled by Section 38-26-107, C.R.S., which provides for two publications at least 10 days prior to final settlement).
- J. "Resolution" means a formal, written statement of action, opinion, will or intent voted on by the Board by means of a Motion or Motions.

III. ORGANIZATION, OPERATION AND DUTIES OF THE BOARD.

- A. Board of Directors. All powers, privileges and duties vested in or imposed upon the District by law shall be exercised and performed by and through the Board, whether set forth specifically or by implication in these bylaws. The Board may delegate to officers and employees of the District executive, administrative and ministerial powers.

B. Qualifications. Board members shall be eligible electors of the District.

Ref: See Section 32-1-103(5), C.R.S., for definition of "eligible elector".

C. Terms of Office.

1. The terms of office shall be for a period of four years. The incumbent shall remain in office until his or her successor has been elected and qualified. Each successor shall qualify at the first regular meeting following his or her election or appointment or as soon thereafter as practicable.
2. The terms of office expire as follows:
 - a. Director districts (formerly Wards) 4, 6 and 7: the 1986 regular election, and every four years thereafter.
 - b. Director districts (formerly Wards) 1, 2, 3 and 5: the 1988 regular election, and every four years thereafter.
3. Directors are not subject to term limits, the provisions regarding term limits imposed by Article XVIII, Section 11, of the Colorado Constitution having been eliminated by the eligible electors of the District at the May 2002 regular election of the District.

D. Vacancies.

1. A Director's office shall be deemed to be vacant upon the occurrence of any one of the events set forth by statute, summarized as follows:
 - a. Failure to be re-elected.
 - b. Failure to satisfy the oath and bond requirements.
 - c. Written resignation.
 - d. Failure to remain qualified for the office (including failure to continue to reside or own property in the director district which the Director represents).
 - e. Conviction of a felony.

- f. Removal from office or voidance of election by court (subject to appeal).
- g. Failure to attend three consecutive regular Board meetings, unless approval of absence is entered in the minutes, or absence is excused by mental or physical disability or illness.
- h. Death.

Ref: Section 32-1-905(1), C.R.S.

- 2. Any vacancy on the Board shall be filled by appointment by the remaining Director or Directors, the appointee to serve until the next regular election, at which time the vacancy shall be filled by election for any remaining unexpired portion of the term. The Board shall appoint a Director to fill a vacancy no later than sixty days after the vacancy occurs, or such additional time as may be allowed by law.

Ref: Section 32-1-905(2), C.R.S.

- 3. All appointments shall be evidenced by an appropriate entry in the minutes of the meetings, and the Board shall cause a notice of appointment to be delivered to the person so appointed. A duplicate of each notice of appointment, together with the mailing address of the person so appointed, shall be forwarded to the Division of Local Government of the Department of Local Affairs.

Ref: Section 32-1-905(3), C.R.S.

E. Oath of Office.

- 1. Each Director, before assuming the responsibilities of his or her office, shall take and subscribe an oath of office in substantially the following form:

OATH OF OFFICE

STATE OF COLORADO)
) ss.
 COUNTY OF FREMONT)

I, _____, will faithfully support the Constitutions of the United States of America and of the State of Colorado, and the laws made pursuant thereto, and will faithfully perform the duties of the office of Director of the Fremont Sanitation District.

Signature

Subscribed and sworn to before me on _____.

Person authorized to administer oaths
(County Clerk and Recorder, Clerk
of the Court, notary public, any other
person authorized to administer oaths,
or Chairman of the Board of Directors.)

Ref: Section 22-1-901, C.R.S.

2. Each Director shall file a faithful performance surety bond of not less than \$1,000.00 (\$5,000.00 in the case of the Treasurer), at District expense.

Ref: Section 32-1-902(2), C.R.S.

3. Upon execution of the oath, originals thereof shall be filed with the Clerk of the Fremont County District Court (Civil Action No. 84CV114), and with the division of local government in the department of local affairs.

Ref: Section 32-1-901, C.R.S.

F. Reapportionment of Director Districts (formerly Wards).

1. At least ninety days prior to any regular election, the Board of Directors shall determine the boundaries of each director district, and not make any change until after the regular election.

Ref: Section 32-1-605(2)(b), C.R.S.

2. Upon making any such change in the boundaries of any director district, the Board shall file a resolution changing such boundaries with the Clerk of the Fremont County District Court (Civil Action No. 84CV114) and shall give notice thereof by one publication within the District.

Ref: Section 32-1-605(2)(b), C.R.S.

G. Officers.

1. Election of Officers. The Board shall elect from its membership, a Chairman of the Board and President of the District, Vice Chairman and Vice President, a Secretary and a Treasurer, who shall be the officers of the District. The officers shall be elected by the majority voting at said election. The election of officers shall be held biannually at the regular meeting of the Board next following each regular election.
2. Vacancies. Any vacancy occurring in any office shall be filled for the unexpired term in the same manner as is provided for the selection of full term officers.
3. Removal of Officers. Any officer elected to an office by the Board may be removed by the Board for failure to attend meetings or to carry out the duties of his office as determined by the Board. Such action shall be initiated by a motion made at a regular meeting, but the vote shall not be called for until the next regular meeting or at a special meeting called for the purpose of considering such a motion. The Secretary shall see that a copy of a notice of the pending motion to the effected member is mailed at least ten days prior to the meeting at which the motion is to be voted upon.
4. Chairman. The Chairman of the Board shall preside at all meetings, and also be considered to be the President of the District. Except as otherwise authorized by resolution, the Chairman shall sign all contracts, deeds, notes, debentures, warrants and other instruments on behalf of the District, and except to the extent the District Manager is so authorized in these bylaws or by resolution.
5. Vice Chairman. The Vice Chairman shall act as presiding officer during the absence of the Chairman, and, in the case of a vacancy in the office of the Chairman, shall serve as Chairman (and President of the District) until such time as the Board shall select a new Chairman. Also, in the absence of the Chairman, the Vice Chairman may act for the Chairman, and the signing of any instrument by the Vice Chairman shall be deemed the signing of said instrument by the Chairman.
6. Secretary. The Secretary shall be responsible for keeping in a well-bound book a record of all the Board's proceedings, minutes of all meetings, certificates, contracts, bonds given by employees, and all corporate acts which shall be open to inspection to all electors, as well as to all other interested parties. The seal and official records of the District shall be maintained in the office of the District.

Ref: Section 32-1-902(1), C.R.S.

7. **Treasurer.** The Treasurer shall keep strict and accurate accounts of all money received by and disbursed for and on behalf of the District and perform such other duties as are normally performed by a treasurer and those specifically assigned or delegated by the Board.

Ref: Section 32-1-902(2), C.R.S.

- H. **Attendance at Meetings.** Each Director shall, lacking urgent reasons for his absence and communicating said reasons in advance to the Chairman, attend all regular and special meetings of the Board and other such functions as are deemed necessary and proper for adequate management of the District. Each Director is expected to have completely read and reviewed all materials relevant to the issues to be discussed prior to said meetings.

- I. **Compensation of Board Members.** Directors shall receive as compensation for their services the sum of \$1,200.00 per Director, per annum, payable at a rate not to exceed seventy-five dollars per meeting attended, or in such other amounts as may be required by law or allowed by law and established by resolution of the Board. No Director shall receive compensation as an employee of the District or otherwise, other than that provided in this section.

Ref: Section 32-1-902(3), C.R.S.

- J. **Conflicts of Interest.**
 1. Any Director shall disqualify himself or herself from voting on any issue in which he or she has a conflict of interest unless such Director has disclosed such conflict of interest in compliance with Section 18-8-308, C.R.S., which requires 72 hours written notice of a known conflict of interest.
 2. Any Director shall disqualify himself or herself from voting on any issue in which he or she shall have a conflict of interest unless said Director is in compliance with the Standards of Conflict law set forth at Sections 24-18-101, *et seq.*, and 24-18-201, *et seq.*, C.R.S.
 3. Any Director who owns undeveloped land constituting more than twenty percent of the District shall disclose such fact as required by law.

Ref: Section 32-1-902(4), C.R.S.

- K. **Voting.**

1. Each Director present at any meeting shall vote on every matter upon which a vote is called. A Director may abstain only by stating the reason. If the reason for abstaining is other than a conflict of interest, the Director desiring to abstain may only do so upon receiving permission of a majority of the remaining members present.
 2. Directors may not vote by proxy.
- L. Recall. Directors may be recalled from office after six month in office as provided by law.

Ref: Section 32-1-906, C.R.S.

IV. LAWSUITS; INDEMNIFICATION.

- A. Each Director, officer, employee and authorized volunteer of the District, while performing his official duties, shall be indemnified by the District, to the extent permitted by law, against all costs and expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having so acted, and for any judgment entered against him, except in relation to matters as to which he shall be determined to be liable for willful and wanton conduct or other misconduct or to have acted beyond the scope of his authority.

Ref: Sections 24-10-101, *et seq.*, C.R.S. (Colorado Governmental Immunity Act)

- B. Any of the above who receives notice of claim or of the filing of a lawsuit against him or the District shall promptly, and in no event later than fifteen days after receiving such notice, inform both the District Manager and the Attorney for the District of such event, and supply each with copies of any pleadings or other papers received in connection therewith.

Ref: Section 24-10-110, C.R.S.

V. MEETINGS OF THE BOARD OF DIRECTORS.

A. Regular Meetings.

1. Regular meetings of the Board shall be held on the third Tuesday of each month at 1:15 p.m. at the District's Service Center, located at 107 Berry Parkway, Cañon City, Colorado, or at such other times and places as the Board may set by resolution.

2. Notice of time and place designated for all regular meetings shall be posted in at least three public places within the limits of the district, and, in addition, one such notice shall be posted in the office of the Fremont County Clerk and Recorder. The places for posting shall be designated annually by the Board at its first regular meeting of each year.

Ref: Sections 32-1-903(2) and 24-6-402(2)(c), C.R.S.

3. Such notices shall set forth the general order of business of regular meetings (the normal agenda) and shall remain posted and shall be changed in the event that the time or place of such regular meetings is changed.

Ref: Section 32-1-903(2), C.R.S. and Section 24-6-402(2)(c), C.R.S.

4. The agenda for a regular meeting shall be delivered to each Director not less than three calendar days (or mailed to each Director not less than six calendar days) before the scheduled regular or special meeting, and shall be posted in the same manner as provided for in the foregoing section V.A.2. of these bylaws.

B. Special Meetings.

1. Special meetings may be called by any Director.

Ref: Section 32-1-903(2), C.R.S.

2. Notice of special meetings to Directors shall contain the following information:

- a. The date, time and place of the special meeting.
- b. The Agenda for said meeting, or the purpose or purposes for which it has been called.

3. Notices shall be delivered to Directors not less than three calendar days (or mailed to Directors not less than six days) prior to the day of the special meeting.

4. Notice of special meetings shall be made to the public by posting in the same places as required for regular meetings at least three days prior to the special meeting.

Ref: Section 32-1-903(2), C.R.S.

5. Special meetings shall be limited to the items set forth in the notice or call thereof.

C. Emergency Special Meetings. Emergency meetings of the Board may be held on less than three days advance notice if required by the emergency nature of the situation in order to protect life, property or other interests of the District. If an emergency special meeting is called by the Chairman or any Director, the following shall apply concerning any such special meeting:

1. The District's legal advisor or an individual acting on his behalf shall first concur that there is sufficient grounds for holding such a special meeting on less than three days notice.
2. If time permits, and if the Chairman so directs, notice of the emergency special meeting will be posted in one or more of the places previously designated for the posting of notices at least twenty-four hours prior to commencement of the meeting.

Ref: Section 24-6-402(2)(c), C.R.S.

3. If time permits, and if the Chairman so directs, the newspaper with the largest circulation within the District and the radio station with the largest listening audience within the District shall be notified.
4. Another meeting will be held within a reasonable time thereafter (either another special meeting called for this purpose, or the next regular meeting of the Board) for the purpose of reviewing and ratifying acts taken at the emergency meeting.

D. Meetings Public.

1. All meetings of the Board shall be open to the public.

Ref: Section 24-6-402(2), C.R.S.

2. All meetings of the Board shall be held within the District unless a resolution is adopted changing the location of a particular meeting.

Ref: Section 32-1-903(1), C.R.S.

E. Recesses and Adjournments.

1. Nothing contained herein shall be construed to prevent the recess or adjournment of a regular or special meeting to a different place or to a later time by motion or resolution specifying the date, time and place of the recessed or adjourned meeting.
2. No further notice of a recessed or adjourned meeting need be given, except that notice thereof shall be provided to any Director not present at the time of recess or adjournment.

F. Executive Sessions.

1. The Board may, upon the affirmative vote of two-thirds of the quorum present, hold an executive session from which any or all persons, excepting Directors, may be excluded, for any of the following purposes:
 - a. The purchase, acquisition, lease, transfer, or sale of any real, personal or other property interest; except that no executive sessions shall be held for the purpose of concealing the fact that a member of the Board has a personal interest in such purchase, acquisition, lease, transfer or sale.

Ref: Section 24-6-402(4)(a), C.R.S.
 - b. Conferences with an attorney for the Board for the purposes of receiving legal advice on specific legal questions.

Ref: Section 24-6-402(4)(b), C.R.S.
 - c. Matters required to be kept confidential by federal or state law or rules and regulations.

Ref: Section 24-6-402(4)(c), C.R.S.
 - d. Specialized details of security arrangements or investigations.

Ref: Section 24-6-402(4)(d), C.R.S.
 - e. Determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators.

Ref: Section 24-6-402(4)(e), C.R.S.

- f. Personnel matters, except if the employee who is the subject of the session has requested an open meeting, or if the personnel matter involves more than one employee, all of the employees have requested an open meeting.

Ref: Section 24-6-402(4)(f), C.R.S.

- g. Consideration of any documents protected by the mandatory nondisclosure provisions of the Colorado Open Records Act.

Ref: Section 24-6-402(4)(e), C.R.S.

- 2. Prior to the executive session the Chairman shall announce the general topic of the executive session, and the general topic of the executive session so announced shall be recorded in the minutes.

Ref: Section 24-6-402(4), C.R.S.

- 3. No vote or other formal action may be taken in executive session other than the formulation of a motion or resolution for action at the time the public meeting is reconvened.

- 4. The proceedings of the executive session shall be recorded, except when legal advice is being received and discussed. Minutes shall be kept to the extent required by the Colorado Open Meetings Law, and to the extent required for personnel files or to the extent directed by the District's legal advisor.

Ref: Section 24-6-402(2)(d.5)(II), C.R.S.

G. Rules of Order.

- 1. Order of Business. An agenda for all regular meetings shall be prepared by the District Manager, and shall include such matters of business as he shall deem proper for the immediate consideration of the Board. Any member of the Board may request and direct the District Manager to include any matter on the agenda by notifying the District Manager not less than six days prior to the meeting. The business of all regular meetings of the Board shall, as far as practicable, be transacted in the following order:

- a. Call to order and Roll Call

- b. Oath of Office
 - c. Election of Officers
 - d. Minutes for the Previous Meeting
 - e. Visitors
 - f. Financial Report
 - g. District Manager's Report
 - h. District Administration Matters
 - i. Unfinished Business
 - j. New Business
 - k. Adjournment
2. No business requiring action by the Board shall be considered unless it is specifically set forth in the agenda or notice unless a majority of the Directors present at a regular meeting vote to suspend this rule, subject to the notice requirements of the Colorado Open Meetings Law and the advice of the District's legal advisor.
3. Where not inconsistent with the procedure set forth in these bylaws, the most recent edition of Robert's Rules of Order shall govern procedural matters at all meetings of the Board.
4. Motions and Resolutions. All Actions of the Board shall be by motion (including a motion for the adoption of resolutions).
5. The following items should not be directly approved as single motions but rather should be made by motion for the adoption of resolutions:
- a. Any action committing the District to an expenditure of funds, such as contracts, appropriations, and the like, except that the authority to expend funds, enter into contracts, and the like, may be delegated to the District Manager by resolution or as provided within the Rules and Regulations or written policies of the District by resolution;

- b. Any action which will establish a new rule, regulation, policy or procedure, or will amend or affect an existing one;
- c. Any action which will substantially affect the financial condition or major assets of the District;
- d. Any other action which the Chairman, District Manager or the District's legal advisor believes should be adopted by resolution.

H. Quorum.

1. No business of the Board shall be transacted except at a regular or special meeting at which a quorum consisting of more than one-half of the total membership of the Board is present.
2. A smaller number of Directors than a quorum may convene a regular or special meeting and may compel the attendance of absent members in such manner and under such penalties as the Board, by resolution, may provide.

I. Minutes and Records of Meetings.

1. Discussions, actions and decisions shall be summarized in written minutes. All motions and resolutions shall be set out in full, along with the notation of whether it passed or failed. All resolutions shall be separately written and shall be kept in a bound book containing all resolutions that are adopted. For resolutions to be adopted, votes of each Director shall be recorded in the minutes.
2. Copies of minutes shall be furnished to each Director in a timely manner, but not less than three days prior to the next meeting unless said meeting is scheduled less than seven days subsequent to the meeting for which the minutes have been prepared, in which event the reading and approval of the minutes shall be postponed to the next regular meeting.
3. Copies of the minutes shall be kept in a permanent binder and retained indefinitely.
4. The minutes shall be made available for public inspection at the office of the District during regular office hours. Copies of minutes may be obtained by interested persons. The cost of said copies shall be as determined by the Board from time to time. The original minutes may not be removed from the offices of the District by anyone without the written approval of the District Manager or the District's legal advisor.

5. All business conducted at a regular or special meeting of the Board shall be recorded on audio tape. The audio tapes of Board meetings shall be destroyed (or erased for reuse) not earlier than 60 days and not later than 90 days following approval of the minutes of any meeting which has been recorded, unless (1) either an administrative or judicial proceeding has been commenced concerning any action taken by the Board at such meeting, or (2) the attorney for the Board directs that the tape or tapes not be destroyed, in which case the tape recordings shall be preserved and retained until the attorney for the Board directs that such tapes be destroyed.

VI. BUSINESS AND FINANCIAL AFFAIRS OF THE DISTRICT.

A. Contracts and Contracting.

1. All contracts for provision of services or materials shall be in writing and shall be reviewed by the attorney for the District for legal adequacy and completeness and by the District's staff for technical competence, except as provided for in any procurement policy adopted by the Board pursuant to resolution.
2. All construction contracts for work or material, or both, involving an expense of twenty-five thousand dollars or more of public monies shall be bid. The District may reject any and all bids, and if it appears that the District can perform the work or secure material for less than the lowest bid, it may proceed to do so.

Ref: Section 32-1-1001(1)(d), C.R.S.

3. Other contracts need not be bid unless the Board so directs, or some other reason requires competitive bidding (*e.g.* requirements of a federal grant). In any case where the District solicits bids for the performance of any contract, the District has and reserves the right to waive any formalities, to reject any and all bids, and to award to other than the lowest bidder, whether or not such reservations are expressly set forth in the bid documents.
4. All public works contracts of the District shall not be let unless a full appropriation has been made therefore, and every such contract shall include a statement that sufficient funds have been appropriated to cover the contract price, and a clause which prohibits changes which cause the aggregate cost of the project to exceed the appropriated amount, as supplemented.

Ref: Section 24-91-103.6, C.R.S.

5. The Board may adopt procurement policies and procedures by resolution.

B. Budgeting and Appropriations.

1. **Fiscal Year.** The fiscal year of the District shall commence on January 1 and end on December 31 of each year.
2. **Annual Budget.** The District Manager, with the advice and counsel of the Board, shall annually prepare a budget in accordance with the state budget law and such other requirements as the Board may determine.
3. **Appropriating Resolution.** Prior to January 1 of each year, the Board shall enact a resolution making appropriations for the upcoming fiscal year in accordance with the adopted annual budget. The amounts appropriated for the various purposes of the District shall not exceed the amounts fixed therefor in the adopted annual budget.

Ref: Sections 29-1-101, *et seq.*, C.R.S.

C. Audits.

1. The Treasurer shall cause an audit to be made of all the financial affairs of the District in compliance with law, commencing in the month of January immediately following the end of the fiscal year. One certified copy of said audit shall be filed with the State of Colorado as required by law.
2. The audit shall be made by an independent certified public accountant. The auditor shall prepare a financial statement based upon such audit and shall certify as to its correctness and accuracy.
3. The auditor shall be chosen in the manner determined by the Board.
4. The Treasurer shall cause such other audits to be made as the Board shall order.

VII. EMPLOYEES AND AGENTS OF THE DISTRICT.

- A. District Manager. The Board shall appoint a District Manager, who shall serve for an indefinite term at the pleasure of the Board. The District Manager shall have the powers, duties, and responsibilities as set forth herein and as set forth in the policies and procedures of the District as time to time approved and amended by the Board:

1. **General Statement of Responsibilities.** The District Manager's responsibilities are to manage the District, to include implementing the policies of the Board; fiscal management of the District (in cooperation with the auditor as appropriate); coordination of legal considerations through legal counsel; recruitment, hiring and firing of employees; District media coverage and promotion campaigns; apply for grants and other outside funding; future planning; intergovernmental relationships; making purchases as and to the extent authorized; operating and maintaining District facilities; coordination and implementation of capital improvement projects approved by the Board; and complying with all environmental and other legal requirements of the District.
2. **Typical Duties.** Typical duties of the District Manager include the following:
 - a. Prepare and present the annual proposed budget.
 - b. Prepare a monthly list of bills to be presented to the Board for approval.
 - c. Prepare an agenda for each regular meeting of the Board.
 - d. Prepare minutes of Board meetings and distribute to Directors in the manner set forth in these bylaws.
 - e. Attend Board meetings and take part in discussions of all matters and issues involving the District.
 - f. Administer the District's personnel policies.
 - g. Administer the District in accordance with policies and directives of the Board, in accordance with local, state and federal law and in accordance with sound management practices.
3. **Evaluation.** The Board may evaluate the performance of and set the salary and benefits of the District Manager from time to time, not less frequently than annually or as otherwise determined by the Board.
4. **Contract with the District Manager.** The Board may enter into a written contract with the District Manager setting forth such terms and conditions of his or her employment as the Board determines is appropriate.

- B. Hiring and Firing of Employees. The District Manager is charged with full authority and responsibility for all hiring and firing of employees, except for his own position, within the guidelines of the District's personnel policies at any time in effect.
- C. Other Agents and Consultants. Contracts for outside consultants and for the professional services of engineers and others may be entered into from time to time on such terms and conditions as the Board may deem reasonable and proper.
- D. Attorney for the District. An attorney licensed to practice in the State of Colorado and skilled in special district law shall be appointed by the Board to act as its legal advisor and as the attorney for the District. It shall be the duty of the attorney to advise the Board on all questions of law presented for an opinion, to prepare or review all formal resolutions, contracts, notices, deeds, easements and other documents of a formal nature, and to advise the Board on changes in laws affecting the operation of the District. The compensation for such services shall be established by written agreement between the Board and the attorney.
- E. Personnel Policies. The Board shall adopt a written manual governing management rights, appointment, discipline, dismissal, duties and responsibilities, conduct, compensation, and benefits of employees.
- F. Anti-Nepotism. No relative of the District Manager or of any Director shall be employed by the District without the majority approval of the Board secured upon a roll call vote, and only upon receipt of an opinion from the Board's legal advisor that there is no legal impediment to the hiring of such relative.

VIII. OTHER ADMINISTRATIVE MATTERS.

- A. Office of the District. The principal business office of the District shall be at the District Service Center, at 107 Berry Parkway, Cañon City, Colorado 81212, or at such other place as the Board, by resolution, may designate.
- B. Official Newspaper.
 - 1. The Canon City Daily Record is designated as the official newspaper of the District, which newspaper shall be used for official publications of the District.
 - 2. Where publication is required by the Special District Act, it shall be published one time, except as otherwise required by law (e.g. notice of final settlement pursuant to Section 38-26-107, C.R.S., when two publications are required).

Ref: Section 32-1-103(15), C.R.S.

3. The Board may, if it deems it to be in the public interest, direct the use of additional, or different, newspapers for official publications, provided that such newspapers are published within Fremont County and circulated within the District.
- C. Corporate Seal. The seal of the District shall be a circle containing the name of the District and which shall be used in all places and in such manner as seals generally are used by public and private corporations. The District Manager shall have the official custody of the seal and shall be responsible for its safekeeping and use.
- D. Public Statements Regarding District Policies.
1. The official policies of the District on matters of public concern will be established only by the Board at regular or special meetings.
 2. The Chairman of the Board and the District Manager are each designated as official spokespersons for the District in such matters as press releases, announcements, press briefings, and the like. In so doing, neither of them may set policy; rather they are each authorized to explain decisions of the Board and policies of the District. In the event neither the Chairman nor the District Manager are available within the time constraints at hand (and if the Vice Chairman is not available to speak in the place of the Chairman), any Director, or the District's attorney, may so act.
 3. Directors who find it necessary to make impromptu public statements on matters on which the Board has not taken an official position should clearly identify their statements as personal opinions which do not, in any way, represent the official position of the Board or the District.
 4. Other management staff and senior employees of the District may provide factual information that is a matter of record, and technical information and opinions that do not reflect a policy position, to the media or members of the public upon request. Such other staff members and employees should avoid public statements on policy matters except to state a previously established District policy or position, unless there is no previously established District policy or position and they clearly identify their statements as personal opinions which do not, in any way, represent the position of the Board or the District.

IX. AMENDMENTS TO THE BYLAWS.

- A. Procedure to Amend the Bylaws. These bylaws may be altered, amended or repealed by the Board. Such action shall be initiated by a motion at a regular or special meeting, but the vote shall not be called for until the next regular meeting or at a special meeting called for the purpose of considering such motion to change the bylaws. The Secretary shall mail a copy of the resolution to alter, amend or repeal the bylaws to each director at least ten days prior to the meeting at which the motion is voted upon. Any amendment shall require an affirmative vote of a majority of the Directors present.
- B. Repeal of Earlier Bylaws. The bylaws adopted July 17, 1990, and all amendments thereto and modifications thereof, are hereby repealed.

Adopted at a regular meeting of the Board of Directors of the Fremont Sanitation District on November 1, 2004, by Resolution No. 2004-29.