

# HIGH DESERT CONSERVATION DISTRICT

## BYLAWS

**Section 1. Authority.** The High Desert Conservation District ("District") is a special purpose district and a body corporate with those powers of a public corporation which are specifically authorized by, and in compliance with, Section 35-70-101 et seq., Colorado Revised Statutes.

**Section 2. Purpose.** It is hereby declared that the Bylaws hereinafter set forth will serve a public purpose.

**Section 3. Policies of the Board.** It shall be the policy of the Board of Supervisors ("Board") of the District, consistent with the availability of revenues, personnel and equipment, to use its best efforts to provide administrative and financial services, as authorized under the Colorado Soil Conservation Act.

**Section 4. Board of Supervisors.** The number of members on the Board shall be 7. Supervisors will serve four-year terms of office and be elected as provided for in Section 35-70-105 and Section 35-70-107 of the Colorado Soil Conservation Act. As of 2002, a successful election **by the district eliminated** term limits for appointed or elected officials of the district. A supervisor may continue to run for election or be appointed to the board each time his/her term expires.

*Colorado Revised Statutes Section 35-70-105 (e) (II) states "The candidates, according to the number of supervisors to be elected, receiving the most votes cast shall be elected. The supervisors elected shall take office upon the taking of an oath."*

*Colorado Revised Statutes Section 35-70-107 (1) (a) (I) states "The governing body of the district shall consist of a board of supervisors, referred to in this article as "supervisors": who shall be elected by the qualified electors of the district at an election conducted as provided in 35-70-105. Each board shall consist of not less than five and not more than eleven supervisors, which number shall be specified in the bylaws of the district."*

**Section 5. Appeals.** If the owner of lands within the District desires, he/she may appeal any decision of the Board to the Colorado State Conservation Board. Procedures for an appeal are outlined in Section 35-70-110 of the Colorado Soil Conservation Act and are as follows:

*(1) "To establish such an appeal, he must submit his appeal in writing to the state board within thirty days after the date of the action of the supervisors from which the appeal was taken."*

*(2) "Within twenty days following the receipt of such written appeal, the state board shall notify, in writing by registered mail, the person making such appeal and the local board of supervisors of the and place it will hear the appeal. Such hearings shall be held not less than ten days nor more than a period spanning two consecutive meetings of the state board following the mailing of the notice."*

*(3) "At the time and place set forth in the written notice for such meeting, the state board shall hear any persons in interest who desire to be heard in favor of or against the order as finally entered by the supervisors and shall make its decision thereon, which shall be entered in the minutes of the state board."*

**Section 6. Power and Duties of Officers.**

a. The president shall preside at all meetings of the District landowners and Board. The president shall be the executive officer of the District and shall sign for the District and Board, any contract, agreements, or other papers necessary to conduct the affairs of the District, when authorized to do so by the Board. The president will have such other duties and powers as are customary for executive officers, including casting a vote in the event of a tie.

b. In the absence of the president, the vice-president shall have the authority to perform all the duties of the president.

c. The secretary shall be the custodian of the District seal, all papers, documents, and records of the District and Board. The secretary shall accurately and completely keep minutes of all meetings of the District landowners and Board. These records shall be available for inspection by any member of the public through the procedures outlined in the Colorado Open Records Act. The secretary shall attest the signature of the president to all contracts, agreements, and other papers necessary to conduct the affairs of the District, except for the disbursement of funds. The District Manager may act as the secretary.

d. The treasurer shall be the custodian of the funds of the District at all times and is charged with their safekeeping. The treasurer shall furnish bond in such amount and with such conditions as shall be required by the Board, and the cost of such bond shall be borne by the District. The treasurer shall affix his signature to all vouchers, warrants, checks or other instruments for the disbursement of District funds. He/she shall keep at all times an accurate and complete record of the financial transactions of the District and of all funds remaining in his hands and such records shall be available for inspection by any landowner of the District at reasonable times. The treasurer shall be authorized to invest all surplus funds or other available funds of the District in permitted investments authorized by law.

**Section 7. Financial Administration.** Fiscal Year. The fiscal year of the District shall commence on January 1 of each year and end on December 31.

**Section 8. Meetings of the Board and Quorum.**

a. Regular meetings of the Board shall be held once each month at a location chosen annually at the District's first regular meeting of each calendar year. 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 county clerk and recorder in the county or counties in which the District is located. Such notices shall remain posted and shall be changed in the event that the time or place of such regular meetings is changed. The district manager shall notify each Board member of such meeting in writing, telephone, fax or e-mail, or personal message, not less than five (5) days before the date of such meeting.

b. Special meetings of the Board may be called by any member of the Board by informing the other Board members of the date, time and place of such special meeting, and the purpose for which it is called, and by posting notice in the designated location at least three day prior to said meeting.

b. The presence of 4 members of the Board shall be necessary to constitute a quorum, except that in any meeting for the purpose of preparing and certifying a budget, a majority of the whole Board shall approve such action.

c. All official business of the Board shall be conducted at regular or special meetings. Executive sessions may be called at regular or special meetings, and conducted according to the following guidelines:

(1) Calling the Executive Session: The topic for discussion in the executive session shall be announced in a motion, and the specified statute that authorized the executive session shall be cited. The matter to be discussed shall be described in as much detail as possible without compromising the purpose of being in executive session. An affirmative vote of two-thirds (2/3) of the quorum present shall be required to go into executive session.

(2) Conducting the Executive Session: No adoption of any proposed policy, position, resolution, rule,

regulation, or format action shall take place in an executive session . The discussion in executive session shall be limited to the reasons for which the executive session was called. A record of the actual contents of the discussion in the executive session, using the same manner and media as are used to record minutes of regular session, shall be used. If handwritten notes of the executive session are kept, minutes of the executive session shall be created and shall contain a signed statement by the Chair that the minutes substantially reflect the substance of the discussion during the executive session.

(3) After Executive Session: The record of any executive session shall be retained by the District for ninety days and then destroyed or erased. Minutes or recordings of the executive session shall not be released to the general public for review under any circumstances, except as required by law.

### **Section 9. Meetings of the landowners and quorum.**

a. Annual meetings of the District landowners shall be held at a convenient place at such time and place as determined by the Board. The secretary shall give notice of such regular or special meetings by a notice published in a newspaper of general circulation within the District at least fourteen (14) days in advance of the meeting. At all regular meetings, the landowners shall receive the report of the officers of the Board and the Board shall transact such other business as many come before the meeting.

b. Special meetings of District landowners may be called by the Board when deemed necessary, or by a petition signed by at least fifteen (15) District landowners . The District Manager shall give notice of such special meetings by posting notices in public places and in the local newspapers not less than fifteen (15) days in advance of the date thereof . At any special meeting of the landowners, only matters included in the notice given shall be considered.

c. At any regular or special meeting of the District landowners, a majority of those present in person or by proxy shall prevail. The presence of at least twenty (20) qualified voters shall be necessary to constitute a quorum. The Board of Supervisors shall make all arrangements for and conduct meetings of landowners.

**Section 10. Proxies--Voting by Agent.** At any meeting of District landowners, voting by proxy shall be permitted if the proxy is executed by a qualified voter of the District and is either acknowledged before a proper officer of the law or is witnessed by some responsible person . A corporation owning land within the existing District or by any federal, state or other public governmental agency, is entitled to vote, if such corporation duly authorized an agent to vote in the election on its behalf. A landowner who is a qualified voter (elector), as defined Section 32-1-103(a) of the Colorado Revised Statutes, may authorized a family member who is a registered voter and a renter or manager of the land to vote in an election on their behalf.

**Section 11. Qualification of Voters.** Any person having an interest may be heard at a special or regular meeting of District landowners, but only qualified voters, as defined by Section 35-70-104 of the Colorado Soil Conservation Act, or their authorized agents, shall be permitted to vote. At all such meetings the Board shall appoint a committee on credentials, composed of qualified voters representing all sections of the District, and such committee shall examine the qualifications of all persons presenting themselves for the purpose of voting and shall report to the President a complete list of qualified voters present in person or by proxy. Such list shall constitute the voting list of such meeting, and in the event of protest as to any portion of such report or as to any name which has been excluded from the list, such report may be accepted or amended by a majority vote of those qualified voters present, against whose qualifications no protest is made.

CRS 35-70-104 (4) (a) (I) states "A "qualified voter" or "qualified elector": as referred to in this article, means any registered voter or corporation owning land within the proposed or existing district, as shown by the records in the office of the appropriate county clerk and recorder, and any heir or devisee of such land of a deceased landowner."

**Section 12. Rules and Order of Business.** At all meetings of landowners within the District, Robert's Rules of Order shall govern the conduct of business, and the order of business shall be established by the Board.

**Section 13. Taxation.** Taxes or assessments within the District shall be levied in accordance with Section 35-70-109 (2) of the Colorado Soil Conservation Act which states: *"If, in the judgment of the qualified voters of a district or the supervisors, a tax levy or assessment is essential to accomplish the purposes of the district as set forth in this article, the levy may be assessed as follows:*

*(a) The supervisors shall prepare a budget and distribute the amount thereof over the lands within the district in accordance with the valuation for assessment, but in no event shall the assessment on real property be in excess of one-half of one mill. Such tax levy or assessment shall be for the general purposes of the district and not for special purposes.*

*(b) Prior to setting a date for an election, the supervisors shall hold a public hearing concerning the imposition of a tax levy or assessment.*

*(c) No tax levy or assessment shall be imposed within a district unless it is first submitted to the qualified electors of the district and approved by a majority of the votes cast."*

**Section 14. Vacancies.** Vacancies on the Board shall be filled as provided in Section 35-70-107 (4) of the Colorado Soil Conservation Act which states *"If a vacancy occurs on the board of supervisors, the remaining supervisors shall appoint a successor for the remainder of the term of the seat vacated. In the event any supervisor ceases to be a qualified voter of and landowner in the district or the corporation which he represents ceases to be an owner of lands within the district, the supervisors shall thereupon declare a vacancy and proceed to appoint a successor."*

The Board shall fill vacancies in the offices of president, vice president, secretary and treasurer.

**Section 15. Removal of Supervisors and Officers.** Any officer of the Board may be removed from such office at any time by a majority of all Board members. Any Board member may be removed from any committee or other appointment by majority vote of the Board. If a member of the Board fails to attend three consecutive regular meetings of the Board without the Board having entered upon its minutes an approval for an additional absence or absences (except that such additional absences or absences shall be excused for temporary mental or physical disability or illness), he/she shall be removed from the Board. Any board member may be removed from office by the recall procedure outlined in Section 32-1-906 and Section 32-1-907 of the Colorado Revised Statutes.

**Section 16. Employment of Assistance.** If in the opinion of the Board it shall be necessary or in the best interest of the District to employ a qualified person as district manager, it shall have the power to do so. The employee(s) of the District shall not be a member of the Board or a member of a Board member's immediate family. The Board shall also have the power to employ such legal, technical, or other assistance as may be necessary to conduct the affairs of the District, but in no event shall the employment of any assistance authorized in this Section obligate the District beyond the amount of its available funds or reasonable revenue expectancy.

**Section 17. Indemnification of Board Members.** The District shall defend, hold harmless and indemnify any Board member, whether elective or appointive, against any tort or liability, claim or

demand, without limitation, arising out of any alleged act or omission occurring the performance of official duty, as more fully defined by law. The provisions of the Section shall be supplemental and subject to and, to the extent of any inconsistency therewith, shall be modified by the provision of the Colorado Governmental Immunity Act, 24-10-101, et seq., Colorado Revised Statutes.

**Section 18. Disclosure of Conflict of Interest.** A potential conflict of interest of any Board member shall be disclosed in accordance with State law, particularly Article 18 of Title 24, Colorado Revised Statutes and Sections 32-1-902(3) and 18-8-308, Colorado Revised Statutes.

**Section 19. Amendment of Bylaws.** The bylaws may be altered, amended, or repealed or additions made in accordance to the procedure outlined in Section 35-70-109 (3) which states: *"The bylaws of any conservation district may be altered, amended, or repealed or have additions made thereto at any regular or regularly called special meeting of the district, upon compliance with the following requirements: A petition whose text sets forth the proposed amendment must be published in the notice of the meeting at which it is to be considered, which notice must be published at least once in a newspaper of general circulation within each county in which property included within the district is located, not less than ten days prior to the said meeting; and those present at the said meeting at which the proposed amendment is to be considered shall constitute a quorum for the consideration of the proposed amendment, and affirmative vote of a two-thirds majority thereof shall be required to adopt the proposed amendment."*

ADOPTED this 8<sup>th</sup> day of January, 2013 by the Board of Supervisors of the  
Dalores Conservation District.

Jane Fitzel  
Wendy Wilson  
[Signature]  
Lentini  
Kim Lindgren