

**GRAND JUNCTION CITY COUNCIL
WORKSHOP**

**MONDAY, JUNE 15, 2009 11:30 A.M.
ADMINISTRATION CONFERENCE ROOM
2ND FLOOR CITY HALL
250 N. 5TH STREET**

Review of Grand Junction Regional Authority

[Attach W-1](#)

Review of Associated Governments of Northwest Colorado

[Attach W-2](#)

Review Mesa County Separator Project Board (PDR)

[Attach W-3](#)

Adjourn

Airport Authority Bylaws

MAR-02-2001 16:32 FROM WALKER FIELD ARPT AUTH. TO 2441599 P.12

RESOLUTION NO. 1991-007

RECITALS

A. The first sentence of Article III, "Board of Directors," Section 2, "Selection and Qualification," of the Airport Authority's bylaws presently specifies that the Mesa County Commissioners shall appoint three directors of the Authority Board, only one of whom shall be a County Commissioner. Similarly, the third sentence of said section specifies that the City Council of Grand Junction shall appoint three directors of the Authority Board, only one of whom shall be a member of the City Council.

B. The Mesa County Commissioners have requested that, due to the time constraints imposed upon the Commissioners, the bylaws be amended, to permit, rather than to require, that one of their three appointees to the Authority Board be a member of the County Commissioners.

C. Amending the bylaws, as requested, would expand, rather than restrict, the discretion of the County Commissioners, to appoint members to the Authority Board whom the County Commissioners believe would be best able to serve the community on the board. Similarly, amending the bylaws to permit, rather than to require, that one of the City Council's three appointees be a City Council person, would expand, and not restrict, the City Council's discretion in determining its three appointments to the Airport Authority board.

Therefore, it is hereby resolved that the first and third sentences of Article III, Section 2, of the Airport Authority's bylaws are hereby amended to read as follows:

"The Mesa County Commissioners shall appoint three directors of the Authority board, only one of whom may, but need not be, a county commissioner. . . . The City Council of Grand Junction shall appoint three directors of the Authority board, only one of whom may, but need not be, a member of the Grand Junction City Council."

Notice of proposed amendment consideration was published in the Daily Sentinel on January 18, 1992.

Second Reading and Consideration at Regular Board Meeting dated January 21, 1992.

Board Members Voting Aye: Those Voting Nay:

Larry Jokerst

Earl Payne

John Bennett

Joe Croker

Elaine Inqvertsen

John Leane

Pierre Bettelli

AMENDED BY-LAWS
OF THE
WALKER FIELD, COLORADO, PUBLIC AIRPORT AUTHORITY
(HEREIN REFERRED TO AS "AUTHORITY")

ARTICLE I

OFFICE OF THE AUTHORITY

The principal office of the Authority shall be located at Walker Field Terminal, Manager's office, Mesa County, Colorado.

ARTICLE II

BOARD OF DIRECTORS OF THE AUTHORITY

Section 1. DESIGNATION. The Board of Directors of the Authority shall consist of seven members who shall be selected and shall serve as set out in Article III below.

Section 2. PROPERTY INTEREST OF DIRECTORS. No Director of the Authority shall have any right, title, or interest in or to any real or personal property or other assets of the Authority during its existence or upon dissolution thereof.

Section 3. NON LIABILITY FOR DEBTS AND INDEMNIFICATION. The private property of a Director shall be exempt from execution or other liability for any claims against or debts of the Authority. The Authority shall indemnify the Directors and hold them harmless from and against any and all claims and liabilities to which a Director may become subject by reason of his actions, omissions,

or status as a Director of the Authority. The Authority shall not indemnify any Director against a claim or liability which is excluded from coverage under the Public Officials and Employees Liability Insurance policy in force at the time the claim is made.

ARTICLE III

BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The business and affairs of the Authority shall be managed by the Board of Directors of the Authority. The Board of Directors shall have all of the powers granted by C.R.S. 41-3-105(5), and in addition, shall have all of those powers necessary or incidental to the specific powers granted therein. The Board of Directors shall act only by resolution or official Board action at a duly called meeting of the Authority, which is open to the public. No Director shall exercise individually any administrative authority with respect to the Authority, except as expressly provided by Article IV, Section 5 below.

Section 2. SELECTION AND QUALIFICATION. The Mesa County Commissioners shall appoint three Directors of the Authority Board, only one of whom shall be a County Commissioner. The Directors appointed by the County Commissioners shall be residents and tax paying electors of Mesa County as defined by Colorado law. The City Council of Grand Junction shall appoint three Directors of the Authority Board, only one of whom shall be a member of the Grand Junction City Council. The Directors appointed by the Grand

Junction City Council shall be residents and tax paying electors of the City of Grand Junction, also as defined by Colorado law. The seventh Director shall be appointed by the remaining six Directors with the concurrence of the Mesa County Commissioners and the City Council of Grand Junction.

Section 3. TERM. The term of each Director of the Authority Board shall be four years; no member may serve more than two consecutive four year terms. Each Director shall hold office until his successor shall have been appointed and qualified.

Section 4. VACANCIES. Vacancies caused by disqualification, death or resignation of a Director shall be filled in the same manner as is provided for the appointment of the Director being replaced. The replacing Director shall serve for the balance of the term of the Director being replaced.

Section 5. REGULAR MEETINGS. Regular meetings of the Directors shall be held at the Walker Field Airport Authority Offices in Mesa County, Colorado for the purpose of transacting the business that may come before the meeting. Meetings shall be held at least once each calendar month, unless cancelled or delayed as provided herein. If a quorum as defined by Section 9 below is not present at any meeting, no business may be transacted and any member of the Board of Directors may recess that meeting to reconvene at a time not longer than a week plus one day after the date of recess. If the meeting is not so recessed and reconvened it shall be deemed adjourned.

Section 6. SPECIAL MEETINGS. Special meetings may be called by the Chairman by informing the other Directors of the date, time and place of such meeting and the purpose for which it is called, and by posting a notice thereof in accord with Section 8 below at least three days prior to said meeting.

Section 7. EXECUTIVE SESSIONS. At any duly convened meeting, the Board may go into executive session upon the affirmative vote of four members for the consideration of matters enumerated in C.R.S. 29-9-101 or as permitted by other Colorado law.

Section 8. NOTICE OF MEETING. Notice of the time and place of all regular and special meetings shall be posted in at least three places within the City of Grand Junction and three places within Mesa County, and in the County Courthouse in Grand Junction, Colorado. The notice of regular meetings shall remain posted and shall be changed in the event that the time or place of regular meetings is changed. Waiver of the notice of any meeting may be made by any Director, either before or after the time of such meeting and attendance at any meeting shall constitute a waiver of notice thereof.

Section 9. QUORUM. Five members of the Board of Directors shall constitute a quorum necessary for the transaction of any business to come before any regular or special meeting. All questions involving the inclusion or exclusion of a municipality or county in or from this Authority, or authorizing any expenditures in excess of \$10,000 shall require the affirmative vote of

four Directors. Any other action by the Board of Directors shall require an affirmative vote of a majority of the Directors present to be passed so long as there is a quorum maintained.

Section 10. RESOLUTIONS AND ORDERS. The Board of Directors may pass all Resolutions and Orders not repugnant to the Constitutions of the United States or the State of Colorado or to the Laws of the State of Colorado, which are necessary or convenient for the government and management of the affairs of the Authority. On all Resolutions the roll shall be called and the Ayes and Nays recorded. All adopted Resolutions shall be numbered and recorded in a book kept for that purpose and shall be authenticated by the signatures of the Chairman and Clerk of the Board. Any Resolution may, at the election of the Board, be published in a newspaper of general circulation in Mesa County within ten days of the date of passage, and, if so published, shall become effective on the date of such publication.

Section 11. COMPENSATION. No Director shall receive any compensation for his services on the Board or as an employee of the Authority. Further, no Board Member individually shall be a party in interest to any contract or transaction with the Authority.

Section 12. REMOVAL. The Authority may remove the Director appointed by the Board upon a unanimous vote of the remaining Directors, and by a unanimous vote of the remaining members, may adopt a resolution requesting either the Mesa County Commissioners

or the City Council of Grand Junction to remove an appointee of that elective board.

ARTICLE IV

OFFICERS AND COMMITTEES

Section 1. OFFICERS. The officers of the Authority shall be Chairman, Vice Chairman, Clerk, Treasurer and, if designated, Deputy Clerk and Deputy Treasurer. No two offices may be held by the same person.

Section 2. ELECTION AND TERM OF CHAIRMAN AND VICE CHAIRMAN AND APPOINTMENT OF CLERK, TREASURER AND DESIGNATION OF DEPUTIES. The Chairman and Vice Chairman of the Authority shall be elected from the current members of the Board of Directors at the first regular meeting in January of each calendar year. The Chairman shall not succeed himself unless his term as Chairman has been less than twelve consecutive months. The Chairman and Vice Chairman shall hold office until their successors shall have been duly elected and qualified. The Board of Directors shall at any regular or special meeting appoint a Clerk and a Treasurer of the Authority who need not be members of the Board of Directors. The Board of Directors may also at any meeting designate a Deputy Clerk and/or Deputy Treasurer. The positions of Clerk, Treasurer and any deputies shall continue at the pleasure of the Board of Directors.

Section 3. REMOVAL. Any officer may be removed by an affirmative vote of four of the Directors whenever the best interests of the Authority would be served thereby.

Section 4. VACANCY. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term of the Chairman and Vice Chairman or to serve as Clerk, Treasurer or deputy as the vacancy may require.

Section 5. CHAIRMAN. The Chairman shall preside over all meetings of the Authority and shall exercise such authority as is duly conferred upon him, from time to time, by the Board. He shall sign, either by manual or facsimile signature, together with the Clerk or Deputy Clerk of the Authority, any leases, deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed.

Section 6. VICE CHAIRMAN. In the absence of the Chairman or in the event of his inability to act, the Vice Chairman shall perform the duties of the Chairman, and when so acting, shall have all of the powers of, and be subject to, all the restrictions upon the Chairman. The Vice Chairman shall perform such other duties as may be assigned to him by the Chairman or by the Board of Directors from time to time.

Section 7. TREASURER, OR DEPUTY TREASURER. The Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors

shall determine. He will perform all duties incidental to the office and all duties as may be assigned to him by the Board of Directors. In the absence of the Treasurer or his inability to act, the Deputy Treasurer shall perform in the name of the Treasurer these duties.

Section 8. CLERK, DEPUTY CLERK. The Clerk shall keep the Minutes of the meetings of the Airport Authority Board of Directors; shall see that all notices are duly given in accord with these Bylaws or as required by law; shall be custodian of the corporate records and the Seal of the Authority; shall affix the Corporate Seal of the Authority to documents where the seal is required; and shall perform all duties incident to the office of Clerk and such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors. In the absence of the Clerk, a Deputy Clerk shall perform these duties.

Section 9. COMMITTEES OF THE BOARD OF DIRECTORS. The Chairman shall annually appoint three members of the Board to serve on a Finance and Audit Committee; the Chairman may serve as an ex-officio, nonvoting member of this committee. The Chairman may, from time to time, appoint such additional committees composed of Directors and/or non-Directors as the Board deems advisable. All committees shall report directly to the Board.

ARTICLE V

Section 1. AIRPORT MANAGER. The Board of Directors of the Authority shall select and appoint an Airport Manager, who shall

serve at the pleasure of the Board as Chief Operating Officer, and who shall be responsible for carrying out the policy established by the Board, reporting to its Chairman. The Airport Manager shall direct and supervise all Airport Authority employees and shall direct the conduct of all Airport business activity.

Section 2. OTHER EMPLOYEES. The Authority shall have the general power to employ or contract for administrative, clerical, legal, consulting and engineering labor and service, and to delegate and redelegate to such employees the power conferred by law under such conditions and restrictions as may be fixed by the Board of Directors.

Section 3. COMPENSATION. The Board of Directors may compensate employees as they deem proper and may evidence such compensation by contracts.

ARTICLE VI

Section 1. ACCOUNTS PAYABLE. The Board of Directors may establish a method of auditing and allowing or rejecting claims and demands made against the Authority.

Section 2. CONTRACTS. The Board shall let contracts on a fair and competitive basis for the purchase or construction of works, structures or equipment, or the performance or furnishing of labor, materials or supplies, as required for the carrying out of any of the purposes of the Authority. Where the amount involved shall be \$10,000 or more, contracts shall be let to the

lowest responsible bidder, after publication of a notice inviting bids in a newspaper of general circulation in Mesa County, subject to the right of the Board of Directors to reject any or all proposals and to readvertise for bids, as provided herein.

ARTICLE VII

SEAL. The corporate seal of the Authority shall be in the form of a circle containing on the perimeter thereof WALKER FIELD PUBLIC AIRPORT AUTHORITY, within the center COLORADO 1971, a facsimile of the runway configuration and a beacon marker with GRAND JUNCTION and MESA COUNTY inscribed therein.

ARTICLE VIII

FISCAL YEAR. The fiscal year of the Authority shall begin on the first day of January of each year and shall end on the 31st day of December of that year.

ARTICLE IX

AMENDMENTS. These Bylaws may be altered, amended or repealed by Resolution pursuant to Article III, Section 10 above, except that such Resolution shall be by the affirmative ayes of the majority of the entire Board of Directors at each of two special or regular meetings of the Board of Directors held not less than 27 days nor more than 45 days from each other and provided further that said Resolution setting out the amendments shall be published not less than 3 days nor or more than 7 days prior to each such

meeting in a newspaper of general circulation in Mesa County.
This Resolution of Amendment shall become effective as of the date
of final passage unless a different date is specified in accord
with the laws of the State of Colorado or in accord with Article
III, Section 10 above. All amendments to these Bylaws shall be
consistent with the Colorado Public Airport Authority Act of 1965
as amended.

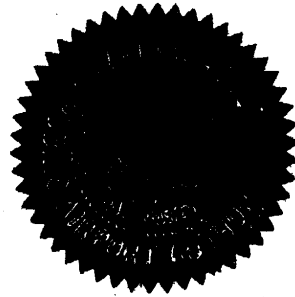
Adopted this 21st day of February, 1984.

ATTEST:

WALKER FIELD, PUBLIC AIRPORT
AUTHORITY

By Mary Kay Rath
Clerk

By W. H. Stone
Chairman



AGNC Bylaws

ASSOCIATED GOVERNMENTS OF NORTHWEST COLORADO

BY-LAWS

Amended February 5th, 2009

ASSOCIATED GOVERNMENTS OF NORTHWEST COLORADO

BY-LAWS

Article I

Name and Location of Principal Offices

- 1.1 The Association shall be known as the Associated Governments of Northwest Colorado.
- 1.2 The Association shall maintain its principal office in the City of Rifle in Garfield County, Colorado and may establish field offices at such other places, as it may deem appropriate.

Article II

Powers and Duties Generally

- 2.1 The Association was created pursuant to Article XIV, Section 18 (2) of the Colorado Constitution and C.R.S., Chapter 88, Article 2, 1963 as amended, and shall exercise and discharge its powers and duties as provided by State law and accordingly shall:
 - a. Adopt, amend and repeal By-laws, rules and regulations governing the conduct of its business and the performance of its functions;
 - b. Provide for the internal organization and administration of the Association;
 - c. Appoint and fix the salary of an executive director and such other personnel as may be necessary to enable the Association to carry out its functions;
 - d. Receive and expend all grants, gifts, and bequests, specifically including state and federal funds and other funds available for the purpose for which the Association exists;
 - e. Enter into and perform such contracts, leases, agreements, or other transactions as may be necessary in carrying out its functions;
 - f. Constitute the governmental entity for any existing entities that are regional in nature and any new entity, regional in nature, which may be required to be created as a new Board or Commission by State and/or Federal Statute; and,
 - g. Take such other action and incur such other expenses as may be necessary to appropriate to carry out its purposes under the law and consistent therewith.

Article III
Organization of the Association

3.1 The Association is composed of the Counties of Garfield, Mesa, Moffat, Rio Blanco and Routt and the municipal corporations therein, and is organized in accordance with Article I, Paragraphs 2, 3, and 4 of the Articles of Association, Associated Governments of Northwest Colorado.

3.2 Legislative Services Membership. Upon the request of any city or county and upon unanimous approval of the AGNC Board, a city or county may become a member of the Association for purposes of receiving legislative services.

Such membership would entitle the requesting city or county to full membership and voting privileges on all legislative policy and legislative budget issues.

The member city or county would be entitled to Board member representation by:

- a) A County Commissioner, in the case of a county; or
- b) An elected municipal council or board member or mayor, in the case of a city.

(Such municipal representative shall be limited to one board member selected annually by a majority vote of all member cities within each county.) Appointed municipal officials may attend AGNC Board meetings as a voting member when directed to by the municipality.

Alternates and/or replacement board members shall be selected in accordance with existing by-laws provisions.

Such board members shall be entitled to hold office as Chairman, Vice-Chairman or Treasurer of the Association and/or shall be entitled to serve on committees appointed by the Board or by the Chairman of the Association. Appointed officials may not serve as an officer of the association.

A quorum of the Association shall consist of a majority of voting representatives. Legislative Policy items shall require a super majority or 66% vote of a quorum. All other issues shall be decided by a majority vote. Voting by telephone is allowed on policy issues or budget matters previously discussed by the Board or on matters circulated for consideration prior to a scheduled Board meeting.

3.3 Annual dues for a "Legislative Services" membership shall be set at 1/3 the amount of the regular full membership, unless otherwise specified by majority vote of the Board. Pro-rata quarterly dues shall be permitted for first-year or partial year membership.

3.4 AGNC Legislative Services shall consist of the following items:

1. Regular legislative analysis and reports on State and Federal legislation affecting local governments in Northwest Colorado. Legislative issues covered consist primarily of "regional issues" as opposed to statewide issues followed by CCI and/or CML and/or local issues affecting only one city or county. Such regional issues include the following:
 - Socio-economic energy impacts.

- Federal Mineral Leasing and Severance Tax payment programs.
 - Federal Coal, Oil, Natural Gas, Oil Shale and Mineral Leasing programs.
 - Synfuels development programs.
 - Federal/ State Public lands, Wilderness, Air or Water Quality proposals.
 - Colorado, White or Yampa River Basin water issues.
 - Regional transportation or highway proposals.
 - Regional economic development programs.
 - Area Agency on Aging issues.
 - Regional Mineral Assessed Valuation proposals.
 - Other regional issues determined by the Board.
2. Coordination of Legislative Policy for the region. Providing background data and recommendations on regional issues to be voted upon by the AGNC Board.
 3. Legislative representation on issues approved by the AGNC Board. Coordination of legislative lobby efforts for member entities on these issues. Direct representation and/or preparation of testimony on State and Federal issues.

Article IV Meetings

- 4.1 All regular and special meetings of the Association or Board shall be open to the public. Executive sessions may be held pursuant to C.R.S. 24-6-402.
- 4.2 Regular meetings of the Association or Board shall be held at the principal office of the Association, or at such other places as agreed to by the Board, with at least one meeting per year held in each county.
- 4.3 Special meetings of the Association or the Board may be called by the Chairman at such time and place and for such purpose as the Chairman shall designate. Special meetings may also be called upon the written request of one-half of the members filed with the secretary, which request shall designate the time and place and purpose of the meeting. The business of any special meeting shall be limited to the stated purpose of that meeting.
- 4.4 Each member of the Board, or in the case of his absence his alternate, including the Chairman, shall have one vote on all matters voted upon. Proxy voting shall not be permitted.
- 4.5 A majority of the voting members of the Board present at any meeting shall constitute a quorum for the transactions of business at such meeting. Every decision of a majority of the members present at any meeting at which there is a quorum shall be valid as the binding act of the Association. If a quorum is not present at any meeting, the members present and entitled to vote shall have power either to adjourn the meeting without further notice to a specified date not later than 30 days after such adjournment, or convene as a committee or authorize the chairman to take such actions as necessary for the conduct of Association business with such actions to be ratified at the next Board meeting. At such adjourned meeting, at which a quorum is present, any business may be transacted which might have been transacted at the meeting, which was

adjourned.

- 4.6 The minutes of each meeting shall be prepared and distributed to Board Members and alternates upon request to any county commissioner, city or county manager promptly after each meeting. The minutes of each meeting and any corrections thereof, duly adopted, shall be signed by the presiding officer and retained in a permanent file.

Article V Officers

- 5.1 The officers of the Association and Board of Directors, to be chosen by the members, shall be a chairman, vice-chairman, treasurer, and shall be voting members of the Board.
- 5.2 All officers shall be elected by the Board and shall serve for a term of one year and until their successors are elected and shall have been qualified. Election of officers will take place at the April meeting.
- 5.3 An officer elected by the members of the Association may be removed at any time with cause by the affirmative vote of the majority of the members of the Association. Any vacancy occurring in any office shall be filled for the unexpired term thereof by the members in the same manner as provided for elections.
- 5.4 The chairman shall preside at all meetings of the Association and Board. The Chairman shall execute all instruments for and on behalf of the Association as directed by a majority vote of the Board.
- 5.5 The vice-chairman shall in the absence or disability of the chairman perform the duties and exercise the powers for the chairman.
- 5.6 The treasurer shall have the responsibility to insure that proper procedures are adopted for the custody of funds of the Association and for full and accurate accounts of receipts and disbursements. All moneys shall be deposited in the name and to the credit of the Association in such depositories as may be designated by the Association. The treasurer shall have the responsibility to insure that proper procedures are adopted for disbursing funds of the Association as ordered by members, taking proper vouchers for such disbursements, and that an account of transactions and of the financial condition of the Association be audited and/or a compilation audit be done if under a \$500,000 budget and reported as required by the members of State and Federal Statutes.
- 5.7 The officers shall perform such other duties as may, from time to time, be prescribed by members.

Article VI Personnel

- 6.1 The Association may employ an executive director who shall be the chief

administrative officer of the Association and shall be in charge of and responsible for the administration of the functions, services, and offices of the Association, subject however, to the policies established by the Board. The executive director shall, with the advice of the Association Board or appropriate committees, make appointments of staff personnel, prepare a recommended budget, prepare reports and publication, and direct the work of the staff. The executive director may testify before appropriate public bodies or committees thereof on such policies and recommendations as may be adopted and approved by the Board and may consult and confer with appropriate public officials on behalf of the Association in connection with the program of the Association.

- 6.2 The executive director shall from time to time recommend to the Board the size of the staff required and the composition thereof. The executive director shall appoint such personnel as are authorized. Promotions and salaries shall be determined by the Board, which shall receive and consider the recommendations of the executive director.
- 6.3 All staff personnel shall be subject to such personnel policies as may, from time to time, be established by the Board.

Article VII Committees

- 7.1 There may be such committees, as the Chairman of the Board, with the approval of the Board, shall from time to time designate. The members of any said committee shall be appointed by the Chairman and shall have such authority and perform such duties as the members shall designate by resolution.

Article VIII Fiscal Year

- 8.1 The fiscal year of the Association shall be from January 1 to December 31.

Article IX Budget

- 9.1 Annually the executive director shall prepare a work program setting forth the proposed activities and work of the Association for the ensuing fiscal year and the budget and staff requirements for such programs which shall be used as the operating guide for the Association for the year.
- 9.2 A budget to underwrite the aforesaid work program shall be prepared by the executive director, which shall be submitted to the Board for Approval. The budget, as approved by the Board, shall be submitted to the Association for adoption or amendment and adoption, in sufficient time to present to the units of local government within the region for action at least 60 days prior to the end of

the Association's fiscal year. The budget as adopted by the board shall be presented to political subdivisions for appropriate action by each pursuant to the provisions of State law.

- 9.3 The Board shall consult with and assist the executive director in the preparation of the budget to the Association and to the parties to the agreement and resolution; it shall review proposals for budget changes, amendments and transfers of funds between accounts that may be made throughout the year, and shall have the authority to approve changes, amendments or transfers.

Article X Annual Report

- 10.1 The executive director shall prepare an annual report setting forth the activities and work of the Association for the previous fiscal year. The annual report shall be submitted to the Association for adoption.
- 10.2 Upon adoption the annual report shall be submitted to the local governments within the region, to the members of the state legislature representing any district which is within or partly within the region, and to the State Department of Local Affairs. The annual report shall also be made available to the general public.

Article XI Advisory Committees

- 11.1 The Chairman from time to time may deem it desirable and necessary to establish or abolish advisory committees.
- 11.2 The membership of these committees shall be appointed by the Chairman, with membership open to any official from a member city or county.
- 11.3 The committee will function within the guidelines stipulated by the Chairman, and may, consistent with policies established by the Association elect from their members officers appropriate for the conduct of their business.

Article XII General

- 12.1 The Association shall be a body politic and corporate, with power to sue and be sued. It shall be liable on its undertakings, contractual or otherwise. The individual members thereof and the cooperating governing bodies or officials and boards shall not be liable on the undertakings of the Association, contractual or otherwise, regardless of the procedure by which such undertakings, or any of them, may be entered into.
- 12.2 The Association may provide requested services or technical assistance to any

county or municipality outside the Association by agreement between its board of county commissioners, or governing body and the Association.

- 12.3 Written notice of intent to withdraw shall be given to the Association at the next regular meeting prior to date of intended withdrawal. In the event of withdrawal of a county or municipality, no refund shall be made of any moneys paid to the Association.
- 12.4 In any case where a provision of these By-laws or an amendment hereto may be in conflict with the agreement and resolution establishing the Association and any amendments thereto, said agreement and resolution and any amendments thereto shall prevail.

Article XIII Amendments

- 13.1 The By-laws of the Association may be amended by the majority vote of the members present at any regular meeting or at any special meeting thereof at which a quorum is present, provided that the notice of such regular or special meeting shall include a reference to the proposed amendment. Proposed amendments to these By-laws shall be submitted to members 30 days prior to any regular or special meeting at which the amendments would be considered.

Amended: April 1, 1982

Amended: April 2, 1987

Amended: Feb 3, 2000

Amended: Sept. 7, 2006

Amended: Feb. 5, 2009

PDR Bylaws

EXHIBIT "A" BY-LAWS

PURCHASE OF DEVELOPMENT RIGHTS COMMITTEE

ARTICLE I INTEREST OF OFFICERS AND MEMBERS

No officer or member of the committee shall have any right, title or interest in or to any real or personal property or other assets of the committee either during its existence or upon its dissolution.

ARTICLE II GENERAL BUSINESS AND STRUCTURE

Section 1. GENERAL

The business and affairs of the committee shall be managed by the officers of the committee consisting of a Chairman, Vice-chairman, and Secretary. Officers shall hold office until their successors have been appointed.

Section 2. MEETINGS

Meetings of the committee may be called by the Chairman and it shall then be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Meetings shall be called as the members shall determine.

Section 3. NOTICE OF SPECIAL MEETINGS

Written notice of the date, time and place of each special meeting shall be delivered personally or mailed by first class United States mail to each member at least twenty-four (24) hours prior to the meeting. Waiver of the notice of any meeting may be given by any member, either before or after the time of such meeting. Attendance at any meeting shall constitute a waiver of the notice of such meeting. Notwithstanding any other provision of these By-Laws, the members may conduct any meeting by telephone or video conference call.

Section 4. TELEPHONE MEETINGS, ACTION WITHOUT MEETING

Any member of the committee may participate in any meeting of the committee by telephone, teleconference, video conference or any other method which will allow the members to, at a minimum, clearly hear the proceedings of the meeting and participate in the meeting by offering comments and by voting in a real time fashion. Notwithstanding any other provisions of these By-Laws, all of the members may execute written consents setting forth any action, in substitution for any meeting, and any action of the committee evidenced by such a written consent shall be valid action of the committee.

Section 5. QUORUM

A majority of the committee shall constitute a quorum for the transaction of business at any meeting. All resolutions or motions for the transaction of the business of the committee shall require the affirmative vote of a super majority (one more vote than a majority) of those members present, so long as a quorum exists. A limited voting member of the committee may only vote in order to break a tie vote of the regular voting membership.

EXHIBIT "A"
BY-LAWS

PURCHASE OF DEVELOPMENT RIGHTS COMMITTEE

Section 6. VACANCY APPOINTMENT

When any vacancy occurs in the membership of the committee either prior to the expiration of a term or for any other reason, such vacancy or vacancies shall be filled by the governing body of the appropriate governmental entity.

Section 7. OPEN MEETINGS

The members of the committee shall ensure that all affairs of the committee are operated as though the committee was a local government subject to Colorado's Open Meetings Act and Open Records Act, or any successor statutes.

ARTICLE III
OFFICERS

Section 1. OFFICERS

The officers of the committee shall be a Chairman, Vice-chairman, and Secretary.

Section 2. ELECTION AND TERM OF OFFICE

The initial officers of the committee shall be elected by the members at the organizational meeting. Officers shall thereafter be elected annually by the members. Each officer shall hold office until his or her successor as such officer shall have been duly elected as herein provided.

Section 3. CHAIRMAN

The Chairman shall be the principal executive officer of the committee and shall in general supervise and control all of the business and affairs of the committee. The Chairman shall preside at meetings of the members, and may sign, together with the secretary or any other proper officer of the committee, authorized by the members, or alone if no additional signature is required by the authorizing action of the members, any resolutions which the members have authorized to be executed; and in general the Chairman shall perform all duties incidental to the office of chairman and such other duties as may be prescribed by the members from time to time.

Section 4. VICE-CHAIRMAN

In the absence of the Chairman or in the event of the inability or refusal of the Chairman to act, the Vice-Chairman shall perform the duties of the Chairman, and when so acting, shall have all the authority and duties of the Chairman.

Section 5. SECRETARY

The Secretary shall attest any signed documents of the committee. In general the Secretary shall perform all duties incidental to the office of Secretary and such other duties as may be prescribed by the members from time to time.

END OF DOCUMENT

EVALUATION CRITERIA FOR MEMBERS OF DEVELOPMENT RIGHTS PROPOSALS - GRAND DIRECTIONAL VALUE COMMENTARY SEPARATION										EVALUATION CRITERIA - GRAND DIRECTIONAL VALUE COMMENTARY SEPARATION				
PROPERTY	CRITERIA *	Agricultural Stability					Landscape attributes					Facilities		
		Is the property a prime agricultural land?	Is the property zoned for agriculture?	Does the property contain any agricultural land?	Does the property have any agricultural land?	Does the property have any agricultural land?	Does the property have any agricultural land?	Does the property have any agricultural land?	Does the property have any agricultural land?	Does the property have any agricultural land?	Does the property have any agricultural land?		Does the property have any agricultural land?	

* Check to mark a guideline and insert a checkmark for that guideline.