



# NWCCOG Articles and Bylaws

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<u>Date Adopted:</u>		<u>Date Revised Adopted:</u>	
<u>Author:</u>	NWCCOG Administrative Staff		

**(ADD NWCCOG LOGO Header)**

## AMENDED AND RESTATED BYLAWS OF THE NORTHWEST COLORADO COUNCIL OF GOVERNMENTS Colorado Planning and Management Region XII

### ARTICLE I Adoption and Effect

These Bylaws shall become effective upon the adoption thereof by a majority of the voting representatives of the Northwest Colorado Council of Governments (hereinafter, the "Council" or "NWCCOG") at any regular meeting, and according to the procedure established for voting by the Articles of Association and shall not be construed to operate in contravention of any provision of said Articles of Association. Any provision herein determined to be contrary to or in violation of said Articles of Association shall be null, void, and of no effect.

### ARTICLE II Representation and Voting of Member Jurisdictions

#### 1. Representatives

Elected Officials as Representatives. "Member Jurisdictions" shall be entitled to voting representatives as set forth in these Articles. —The voting representative shall be a member of the elected governing body of the Member Jurisdiction appointed by vote of such governing body to be the NWCCOG representative. —The governing body of the Member Jurisdiction may also appoint an alternate who shall meet the same qualifications as the representative.

In the event ~~of the absence of the elected~~that the representative or alternate for any jurisdiction ~~cannot attend a meeting, an administrative~~ a jurisdiction may notify NWCCOG administrative staff ~~in writing if notified~~ in advance of a meeting ~~that of the change a temporary, a~~ representative ~~who may be has been authorized~~ to participate ~~in the meeting~~ as a representative of that jurisdiction ~~and to at the pleasure of the Council, however, that administrative representative shall not be permitted to~~ cast a vote on any issue.

Adopted: 2021

~~Appointed Administrative Representative: A Member Jurisdiction may, by resolution of its governing body and subject to the approval of the Executive Committee, appoint a senior administrative official in lieu of an elected official to be the designated voting representative to the Council. The Member Jurisdiction shall grant to the administrative representative the authority to vote and otherwise participate fully in all matters that come before the Council.~~

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Commented [SGS1]: THIS DELETION IS OK

## 2. Term

Representatives to the Council shall be designated by each Member Jurisdiction annually prior to the regular Council meeting in January. Each representative shall serve from the January meeting to the following January unless sooner replaced by the Member Jurisdiction and upon written through notification to NWCCOG.

## 3. Allocation of Voting Rights Casting Votes at Meetings

~~A maximum of twelve (12) full votes may be cast upon any matter before the Council. Each County shall be entitled to one (1) full vote. The aggregate of all Municipal Corporations within each County shall be entitled to one (1) full vote on all matters before the Council. At each meeting of the Council, the Municipal representatives present from each County shall be allocated the following voting rights:~~

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Commented [JS2]: Is this allocation formula still relevant? It was to preserve power proportional to those entities paying the most (Counties), but we don't in practice record the fractional votes. I would suggest that anything this important should probably be delegated to the Executive Committee.

Commented [Office3R2]: John, I would agree. If we don't practice this way then I think it makes sense to eliminate it.

Commented [DB4R2]: DB: The proposed change eliminates the current allocation of voting without identifying a replacement allocation. Is it the intention that every jurisdiction have a full vote? If so, that language needs to be added.

Commented [JSSR2]: Yes, I think each jurisdiction has a full vote.

Commented [SGS6]: I agree that this allocation of voting rights is weird. Do we really want municipal corporations to be viewed as "lesser" than Counties when voting? Or does his relate to the dues formula such that Counties pay much more than municipalities?

Commented [SGS7]: I think the proposed exception is problematic for many reasons and not necessary since they can send someone else on a temporary basis.

Commented [Office8]: Was this always in here? As I understand it, isn't it basically saying if an elected official is no longer in office in their jurisdiction they could still remain as an officer?

Commented [DB9R8]: DB: The proposed language would allow a person with no formal current affiliation with a member jurisdiction to continue their "role" unless the member jurisdiction "objects." Perhaps better written to require the member jurisdiction to approve in writing to the Executive Director.

Commented [JS10R8]: I added this exception. An example of the problem was last Fall when Karn was voted out in Summit County, and we did not have a new Chair until the end of January. If there had been multiple officers in that situation, as signators it could have been problematic.

~~One Municipal Corporation present: casts 1 vote.  
Two Municipal Corporations present: each casts 1/2 vote.  
Three Municipal Corporations present: each casts 1/3 vote.  
Four Municipal Corporations present: each casts 1/4 vote.  
Five Municipal Corporations present: each casts 1/5 vote.  
(etc.)~~

Only representatives of those members whose dues payments are current, in accordance with the Bylaws, Article IV.6 are entitled to cast a vote at a meeting of the Council. Each member jurisdiction shall have one vote. The Council shall adopt a Rules of Conduct policy which shall include more detailed requirements for meetings and guidelines for representatives in their role on the NWCCOG Council.

## 4. Vacancies

~~Once# any NWCCOG representative shall ceases to hold office on the governing board of the Mmember Jurisdiction or as an appointed position of its Member Jurisdiction, a vacancy shall exist and the appointing government Member Jurisdiction shall notify NWCCOG immediately of such vacancy and appoint an elected official to fill the vacancy as soon as possible. An exception to this is if a NWCCOG Officer or representative to the Executive Committee leaves office, and the member jurisdiction does not object, that representative may continue in their role at NWCCOG until the NWCCOG Council elections in January of the following year or until the NWCCOG Council votes on a replacement.~~

## 5. Quorum

Adopted: 2021

A quorum shall consist of at least seven County and/or Municipal representatives or their alternates. In no event, however, shall a quorum consist of less than seven full votes, ~~considering the fractional voting for Municipalities from the same County.~~

**6. Remote Meeting Attendance Telephone Polling**

NWCCOG may hold a regular posted meeting via conference call, or tele-conference, or video technology for convenience, the safety of staff or members, or ~~to reach a quorum as long as the contact information is properly posted on the Agenda.~~ In order to achieve a quorum, the Council may also poll by telephone or email, not more than two of its members, with respect to a specific matter before the Council, ~~requiring a vote on motion or resolution.~~ Such telephone polling shall constitute the equivalent of a physical presence at the meeting of the representative(s) so polled, shall be carried out by the Chair~~man~~, and the results of the poll reported to the Council ~~by him.~~ The minutes for the meeting shall reflect that a telephone poll was taken, the results thereof, and the representative(s) polled. ~~Meetings which are to have a remote attendance option shall be posted with this option shown. Further, a memorandum of the poll shall be approved and signed by the polled member. If the representative(s) do not approve and sign the memorandum, the action upon which the vote, including the poll, was taken shall be null, void and of no effect.~~

**7. Proxy Voting**

Proxy voting is not permitted.

**8. Majority Vote**

A majority of full votes cast at any meeting shall be required to adopt any matter before the Council.

**ARTICLE III  
NWCCOG Officers and the Executive Committee**

**1. Creation**

~~There is hereby created an~~ ~~An~~ The Executive Committee which shall consist of ~~elevennine~~ voting representatives of the Council. ~~The Executive Committee shall comprise. There shall be one member from each of the five six Boards of County Commissioners in Region XII and. Each representative of the Boards of County Commissioners shall designate an alternate. There shall be four five members from Municipalities within the NWCCOG membership. Each representative of Municipalities shall designate an alternate.~~

~~The Executive Committee members and alternates shall be elected by majority vote of the Council at the annual meeting in January and shall serve until the following January. The Executive Committee shall select the Chairman, Vice Chairman and Secretary-Treasurer from among its members.~~

No representative may be a member of the Executive Committee unless its Member Jurisdiction is current, as required by the Bylaws Article IV.6, in its dues payments.

A. **Chairrman:** The Chairman shall preside at all meetings of the Council and shall be the chief officer of the Council ~~and the Executive Committee.~~

Adopted: 2021

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- Commented [JS11]: First reference to Routt County
- Commented [DB12R11]: DB: The first sentence states "nine voting representatives." But the remainder of the paragraph identifies six county representatives and five municipal representatives.
- Commented [JS13R11]: Good catch. Revision is from 9 to 11.
- Commented [JS14]: Adding another Muni rep to have odd number total and expand/equalize muni powers
- Commented [JS15]: QUESTION: shall the three Officers or the entire Executive Committee be on a two year rotation. Changing signature block is a challenge every year, and at least one needs be present to change others per bank policy.
- Commented [Office16R15]: John, I was going to suggest the same thing. It was a ton of effort to get those signature blocks changed. And are there no limits on how long someone can serve on the exec committee?
- Commented [JS17R15]: There are no limits.

B. **Vice Chairman:** The Vice Chairman shall exercise the functions of the Chairman in the Chairman's absence or incapacity.

C. **Secretary-Treasurer:** ~~The Secretary Treasurer shall exercise the functions of the Vice Chairman in the absence or incapacity of the Vice Chairman and shall perform such other duties as may be consistent with his office or as may be required by the Chairman.~~ The primary duty of the Secretary-Treasurer is to review the bill schedule in detail and actively participate in the review of the annual budget. The Secretary-Treasurer shall exercise the functions of the Vice Chair in the absence or incapacity of the Vice Chair and shall perform such other duties as may be consistent with his office or as may be required by the Chair.

## 2. **Election of Members: Term of Office**

~~Members of the Executive Committee shall be elected by majority of the voting representatives of the Council.~~

~~The Executive Committee members shall be elected by majority vote of the Council at the annual meeting in January and shall serve until the following January. The Executive Committee shall select the Chairman, Vice Chairman and Secretary-Treasurer from among its members. These officers shall serve a two-year term on the Executive Committee and in that office. If during that term, NWCCOG is officially notified by the member jurisdiction which that officer represents that the representative has been replaced, they may remain in their role as an officer at NWCCOG for the remainder of their term or until a replacement is elected at a NWCCOG Council Meeting and NWCCOG staff can complete official change of signatories on the accounts. Members shall serve for at least a term of one (1) year from the date of their election.~~

## 3. **Meetings**

~~The Executive Committee shall meet annually or more frequently as necessary. shall meet monthly except in June and November. Any Special meetings may be called by a member of the Executive Committee upon the concurrence of at least four (4) additional members of the Committee, which may include the member calling for the meeting. Any meeting Meetings of the Executive Committee must shall follow notice and posting requirements of regular meetings and have minutes shall be taken. Special meetings may be held by telephone provided, however, that in that event, the Executive Staff shall poll the members of the Executive Committee and shall immediately send a written memorandum of the results of the poll to each member of the Executive Committee within five (5) days of the special meeting.~~

## 4. **Quorum: Action**

~~A quorum shall consist of five (5) members of the Executive Committee. In order to be effective, any action of the Executive Committee must receive an affirmative vote from the majority of those present. Action taken at a special meeting held by telephone is effective upon the day that the members of the Executive Committee are polled by the Executive Staff provided, however, that unless a written memorandum of the results of the poll is sent by the Executive Staff to all members of the Committee within five (5) days of the poll, the action taken at the special meeting shall be null, void, and of no effect. Every such written memorandum shall be circulated to all of the members of the Executive Committee for their review, approval and signature. Signatures on individual copies of such memorandum are hereby authorized. Unless at least four (4) members of the Executive Committee approve and sign a memorandum issued subsequent to a telephone~~

Adopted: 2021

**Commented [JS18]:** QUESTION: shall the three Officers or the entire Executive Committee be on a two year rotation. Changing signature block is a challenge every year, and at least one needs be present to change others per bank policy.

**Commented [Office19R18]:** John, I was going to suggest the same thing. It was a ton of effort to get those signature blocks changed. And are there no limits on how long someone can serve on the exec committee?

**Commented [JS20R18]:** There are no limits.

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**Commented [JS21]:** Same Question as above. Shall these remain annual while officers become two-year appointments. If so, need to address some details.

**Commented [Office22R21]:** I agree John.

**Commented [JS23]:** This has not been happening. Either practice needs to change to fit this stipulation or language needs to be changed to say at least annually to discuss ED annual review, and as necessary.

**Commented [Office24R23]:** I agree that this has not been the practice and I personally don't think it's necessary. I would use John's language above.

**Commented [SGS25]:** Why are you getting rid of the opportunity to meet by phone? This seems silly and too cumbersome.

**Commented [JS26R25]:** I thought that since regular meetings had the electronic option that these would too.

~~poll of the Committee, the action taken at the special meeting described by the memorandum shall be rendered null, void, and of no effect.~~ All formal actions of the Executive Committee, whether taken at regular or special meetings, shall be recorded ~~in such manner as the Committee shall direct,~~ and shall be incorporated into the formal records of the Council.

## 5. Powers

The Executive Committee shall have the following powers:

~~a. To perform a review not less than annually of the performance of the Executive Director and report such evaluation to the Council is a power which may be delegated from the NWCCOG Council to the Executive Committee by vote of the Council at a meeting prior to the performance review, otherwise this power rests with the Council as a whole. The Committee shall review the Executive Staff's evaluations of professional staff and to report any such review to the Council.~~

~~a.~~

b. ~~To periodically review the Goals and Objectives of NWCCOG programs and provide recommendations to the Executive Director.~~

~~The Committee shall may review the performance of the Membership and General Counsel annually and shall report such review to the Council.~~

c. ~~To periodically review proposals by the Executive Director to revise the Employee Handbook. The Committee shall review organizational all payments of the organization and report such review to the Council.~~

~~d. To review the performance of the Membership and General Counsel and report such review to the Council. To perform aof and report such evaluation to the Council.~~

~~e. To review organizational procedures, contracts, purchases or payments of the organization and report such review to the Council. To programs and provide recommendationsto.~~

~~f. To receive concerns or other feedback from staff regarding the Executive Director as brought to the Chair who after conferring with the General Counsel may report those to the Executive Committee to inquire or investigate.~~

~~To periodically review proposals by the Executive Director to revise the Employee Handbook.~~

~~f. The Committee shall periodically review and update the Employee Handbook and other NWCCOG policies as is proposed by the Executive Director.~~

~~and To.~~

## 6. Duties

The Executive Committee shall have the following roles and duties:

~~a. At least one member of the Committee shall participate in the conduct of interviews conducted for the purpose of hiring but all members of the Executive Committee may new professional staff of the Council, and to this end, all nine members of the Executive Committee may serve on the Hiring Committee.~~

Commented [JS27]: These powers should be put in an order of descending importance (d, e, f, b, c, a)

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Commented [SGS28]: The way this is proposed to be written is too much power for the exec committee.

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Commented [SGS29]: The way this is proposed to be written is too much power for the exec committee.

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Commented [SGS30]: The Exec Committee cannot approve policies of the Council

Commented [JS31R30]: We have a policy that clarifies this.

Commented [Office32]: Sounds funny to me... maybe it should say "participate in conducting interviews for the purpose of..."

Adopted: 2021

- a. ~~b.~~ The Committee shall act as an appeal board for grievances of employees on personnel actions and such processes as set forth. ~~Further detail as to the process is outlined in the Employee Handbook. Such grievances shall be addressed to the Chair.~~
- b. Participate in interviews conducted for purpose of hiring administrative staff or program directors at the request of the Executive Director.
- c. May approve Letters of Support and act in taking positions on behalf of NWCCOG as outlined in a policy on Letters of Support which shall be adopted by Council
- f. ~~The Committee shall periodically review and update the Employee Handbook and other NWCCOG policies as is proposed by the Executive Director.~~

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**ARTICLE IV**  
**Annual Dues Assessment Policies**

Commented [Office33]: Just as a consistency thing... you have the various headings in this section in all caps and it is not that way in the other articles.

**1. Dues Assessment DUES ASSESSMENT**

Member ~~Jurisdictions of the Northwest Colorado Council of Governments~~ shall pay an annual dues assessment ~~for services~~. In recognition of the mandatory nature of regional delivery of many of NWCCOG's services and the matching fund requirements for these services, and the desire of the Membership for a high standard of value and quality, the NWCCOG has created dues assessment structures and policies that serve to ensure the equitable distribution of member assessment obligations.

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**2. CALCULATION AND APPROVAL OF TOTAL ANNUAL AND INDIVIDUAL MEMBER JURISDICTION DUES ASSESSMENT Calculation and Approval of Total Annual and Individual Member Jurisdiction Dues Assessment**

The base year for calculating the total annual dues to be collected shall be 2002. In each subsequent year the proposed total annual dues assessment will be adjusted by multiplying each individual member's population, as estimated by the State Demographer's Office in the Department of Local Affairs by a per capita monetary amount approved by the Council and the annual assessed valuation, as reported by each member jurisdiction for the previous year, by a mill levy amount approved by the Council. these are then given multipliers multipliers that are the same within three different tiers of membership: (a) County; (b) municipalities within Region 12; and (c) municipalities outside of Region 12. The total of the two amounts for each member jurisdiction will serve as that jurisdiction's membership dues for the next year. The proposed total annual dues assessment will be the total of the combined dues of the member jurisdictions and will be presented to the membership for approval at the July or August Council meeting for approval prior to developing the budget for the following year.

Commented [SGS34]: I am not sure what any of this says.

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**3. REEVALUATION OF BASE YEAR**

~~The base year for calculating the total annual dues to be collected shall be reevaluated by the NWCCOG Executive Committee in 2006 for the 2007 budget year and thenceforth every five years. The Council shall~~

Adopted: 2021

~~make a determination, based on a recommendation of the Executive Committee whether or not to recalculate the total amount necessary to conduct NWCCOG business by establishing per capita and assessed valuation mil levy assessment amounts.~~

~~34. ANNUAL CONFIRMATION OF DUES ASSESSMENT~~ **Annual Confirmation of Dues Assessment**

Commented [Office35]: This should become #3

By August 31st, the Council shall send notices to each Member Jurisdiction stating the amount of the next calendar year's annual assessment for services, including a confirmation of that annual assessment. The confirmation of intention to pay the assessment must be received by the Council by October 31st. If the confirmation is not received the Council shall contact the non-responding member to remind them of their obligation to respond. If the members(s) has not responded by December 31st, the Council may deem it appropriate to discontinue services to the Member Jurisdiction(s).

~~4.5. PAYMENT OF DUES ASSESSMENT~~ **Payment of Dues Assessment**

Dues Assessments are due and payable on an annual basis by February 28th of each year. All members who have fulfilled their dues assessment responsibilities by this date will be considered "current" and thereby eligible for all Council rights, privileges, and services for the calendar year.

~~5.6. NON-PAYMENT OF DUES ASSESSMENT~~ **Non-Payment of Dues Assessment**

If any members' dues payment is more than 20 days delinquent, the Chairman of the Council shall send written notice to each Member Jurisdiction within the county where such delinquent member is located, setting forth in detail the amount of said delinquency and permitting all Member Jurisdictions within that county to collectively contribute the amount of the delinquency. If, at the next regular meeting following said notice, it is determined that the amount of the delinquency will be contributed by the other members, then the delinquent member shall be deemed to be current with respect to its dues assessment. If the amount of the delinquency will not be covered by the other members, then the delinquent member will not be eligible for any membership rights, privileges and services.

~~6. REQUIRED WITHDRAWAL FROM NWCCOG~~ **Required Withdrawal from NWCCOG**

In the event of a member's non-payment of dues the Council may by majority vote require that the non-paying member withdraw from NWCCOG in accordance with the procedures set forth in Article III, 303 of the Articles of Incorporation. Failure to comply with Article III, 303 of the Articles of Incorporation and Article IV, 5 and 6 of the Bylaws may result in the Council taking action to discontinue services and all other rights and privileges of membership to the delinquent Member Jurisdiction.

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**ARTICLE V**  
**Financial Management**

**1. Annual Budget**

Adopted: 2021



Each year between ~~by October 1 and~~ October 15, ~~the Chairman~~ the Executive Director shall submit, ~~by mail the usual meeting posting practices,~~ to the Council an estimate of the budget required for the operation of the Council during the ensuing calendar year. The Council shall vote to adopt the budget no later than the December Council meeting by \_\_\_\_\_ each year.

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## 2. Funding Sources

The Council ~~is has~~ specifically empowered the Executive Director to contract or otherwise participate in and to accept grants, funds, gifts or services from any ~~f~~Federal, ~~s~~State or local government or its agencies or instrumentality thereof, and from private and civic sources, and to expend funds received therefrom, ~~under provisions as may be required of and agreed to by the Council, in conformance with the grant of funding requirements of the specific NWCCOG program, and each specific grantor, contracted party or funding source as so outlined through adoption of the annual budget and general provisions as may be required of and agreed to by the Council through adopted policies, in connection with any program or purpose for which the Council exists.~~

## 3. Accounting

The Council shall arrange for a systematic and continuous record of its financial affairs and transactions and shall obtain an annual audit of its financial transactions and expenditures.

## 4. Cash Reserve Accounts

The Council shall maintain a Restricted Emergency Cash Reserve Account balance equal to ten percent (10%) of the current year budget's projected revenues for internal programs. The purpose of the Restricted Emergency Cash Reserve Account is to provide readily available funds to meet financial emergencies experienced by the Council. Access to the funds can only occur following a two-thirds majority vote by the Executive Committee for a specific use to which the funds will be applied.

Commented [JS36]: Should these say NWCCOG or Executive Director or should they still say "Council shall"

Commented [Office37R36]: What is the normal practice for something like this?

Commented [SGS38R36]: COUNCIL

The Council shall maintain excess unrestricted funds in an Unreserved Fund. The purpose of the Unreserved Fund is to provide available cash to be applied to any purposes to be determined by the Executive Committee on an as needed basis. Access to the funds can only occur following a two-thirds majority vote of the Executive Committee for a specific use to which the funds will be applied.

In addition, the Council shall maintain cash reserves in an Accrued Leave Payable Account equal to the total amount of accrued annual leave of eligible employees. The purpose of the Accrued Leave Payable Account is to purchase unused annual leave from employees in case of employment separation from the Council.



**ARTICLE VI**  
**Executive Staff Director**

**1. Hiring and Termination**

The Executive Committee shall appoint ~~professional Executive Staff~~ Executive Director who shall serve at the pleasure of the Council, and may be hired and/ or terminated only by a Policy Vote of the Council, as provided at Article II Section 3 of the Bylaws of Association of the Council. ~~Executive positions shall have such authority, reporting relationships and titles as may be described in documents approved by the Executive Committee.~~

**Commented [JS39]:** Another reference to Executive "staff here and throughout this section;" should this just say ED?

**Commented [Office40R39]:** Was there ever additional executive staff? Is this not meant to include anyone that works in the executive office like Elaina?

**2. Duties**

The Executive ~~Staff Director~~ shall serve as the chief executive officer general administrators of the Council and shall oversee the daily affairs in a manner that carries out the will of the Council, including but not limited to the following authority:

a. ~~The Executive Staff shall~~ To manage the organization and its employees to achieve the goals and objectives of the organization, and implement personnel policies, and ~~shall hire, supervise and terminate employment for the staff of the Council to manage each program and administrative staff as are necessary employees; as necessary and in a manner consistent with current and written Council policy~~

**Commented [Office41]:** This sentence doesn't make sense to me

b. To propose an annual budget to Council and to oversee the finances, and financial well-being of the organization through the year

b. ~~The Executive Staff designated by the Executive Committee shall have the authority t~~ O enter into contracts for services and materials on behalf of the Council provided, however, that the Council has previously approved budget items encompassing such services and materials, and the contracts ~~and that any contract in excess of \$10,000 is approved by the Executive Committee~~ implement items in the Work Program approved by the Board of Directors. In no event may the Executive Staff enter into contracts in excess of \$20,000. The Executive Staff shall have the authority to dispose of, by sale or exchange, property and equipment of the Council up to and including a value of \$1,000 per unit or market lot, as appropriate, without prior approval of the Council. Upon approval of the Council or Executive Committee, as appropriate, the Executive Staff may dispose of Council property or equipment valued in excess of \$1,000.

**Commented [JS42]:** This is addressed in various policies adopted by Council. Perhaps those policies should be listed here or not.

**Commented [DB43R42]:** DB: I suggest that it is important to clearly define the financial authority of the Executive Staff. If that is accomplished in written policies - they ought be identified here - at a minimum by use of the words "consistent with current, written Council policy."

~~c. The Executive Staff shall have the authority to bind the Council during the course of contract negotiations with present or future contractors with the Council provided, however, that the specific contract under negotiation has previously been approved by the Council. The Executive Staff shall have the authority to implement change orders and contract amendments consistent with the intent and purpose of previously approved contracts.~~

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**ARTICLE VII**  
**Hiring Committee**

**1. Creation and Membership**

**Commented [JS44]:** Council does not have time or interest to review each of the many contracts and agreements entered into by all of the programs each year.

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~~There is hereby created a Hiring Committee, which shall consist of a member of the Executive Staff and at least one member of the Executive Committee, and where appropriate, one member of the citizen policy advisory group for the program for which a professional staff vacancy must be filled.~~

Commented [JS45]: In practice this has been delegated to the Executive Director.

## ~~2. — Powers~~

~~The Hiring Committee shall have the sole authority to conduct interviews for the purpose of filing vacancies in the professional staff of the Council. At the conclusion of the interviews, the Hiring Committee will make recommendations to the Executive Staff concerning filling the personnel vacancy.~~

## ~~3. — Quorum, Meetings, Action~~

~~The Hiring Committee shall meet upon the call of the Executive Staff. Three members shall constitute a quorum. Action shall be taken by majority vote.~~

## **ARTICLE VIII NWCCOG Advisory Councils**

### **1. Authority and Scope**

These procedures apply to all requests for reconsideration or review of decisions by all advisory councils, committees and advisory boards to the NWCCOG Board of Directors.

### **2. Decision Procedure for NWCCOG Advisory Councils**

All NWCCOG advisory councils must make required decisions by a majority vote of a quorum of the members of such council. For all NWCCOG advisory councils, a quorum shall be 51% of the membership. No decision may be made without a quorum.

### **3. Review by the NWCCOG Board of Directors**

All decisions of NWCCOG advisory councils are subject to review and approval or veto by the NWCCOG Board of Directors Council. Actions by the NWCCOG Board of Directors Council on advisory council decisions shall be binding on such councils, committees and advisory boards. Advisory boards may vote to approve or provide comments on budget or fiscal matters, but all fiscal authority is ultimately the purview of the NWCCOG Council.

Commented [SGS46]: Is this necessary at all?

Commented [JS47R46]: Great Question. We have a number of advisory councils for various programs. It is important to assert that they are Sub- to the Council in authority. DRCOG has an extensive advisory structure and has lengthy guidelines stating that they shall follow code of conduct and meeting procedures.

## **ARTICLE IX APPEAL OF DECISIONS BY ALPINE AREA AGENCY ON AGING**

~~When the NWCCOG Board of Directors makes a decision in its capacity as the sponsor of the Alpine Area Agency on Aging (AAAA) pursuant to the provisions of the Older Americans Act, such decisions may be appealed in accordance with the following provisions:~~

Commented [Office48]: Shouldn't be all caps for consistency

Commented [SGS49]: These need to be checked for consistency with state requirements for Areas on Aging.

Commented [JS50R49]: Agreed. I will have Erin review.

Adopted: 2021

- ~~1. Any aggrieved agency seeking to appeal a decision of the NWCCOG Board made while acting in its capacity as sponsor of the AAAA may file a Notice of Appeal with the Executive Director of NWCCOG within ten (10) working days of the decision. The Executive Director shall immediately forward a copy of the appeal to the Chairman of NWCCOG. In the event of a conflict of interest by the Chairman, the chair's responsibilities will be taken up by the Vice Chair.~~
- ~~2. The Notice of Appeal shall identify the decision being appealed and shall include a summary of the factual and legal basis for that appeal, a list of any witnesses who will participate in the appeal and a summary of the testimony and evidence that will be presented.~~
- ~~3. Upon receipt of the Notice of Appeal, the Chairman of NWCCOG shall notify all parties that mediation of the dispute is available as an alternative to the appeal process.~~
- ~~4. If any party to the dispute elects not to submit the dispute to mediation, within twenty (20) working days of receipt of the Notice of Appeal by the Chairman of NWCCOG, the Chairman shall appoint an Appeal Panel comprised of three impartial persons, none of whom is a representative of a member of NWCCOG. Within thirty (30) working days of its appointment, the Appeal Panel shall hold a hearing. Written notice of the time and place of the hearing and the matters to be considered on appeal shall be sent to the Appellant, the Chairman of NWCCOG and the Director of AAAA at least twenty (20) working days prior to the hearing.~~
- ~~5. Within ten (10) working days of the hearing, the Director of AAAA shall file a written response to the Notice of Appeal with the Appeal Panel and with the Appellant.~~
- ~~6. At any time prior to the beginning of the hearing, the Appeal Panel may direct the Appellant and the Director of AAAA to engage in formal mediation. The hearing shall be continued until such mediation has been concluded. If the parties are able to resolve their difference through mediation, the hearing shall be vacated upon written request of the Director of AAAA.~~
- ~~7. The hearing shall be limited to a review of the issues raised in the Notice of Appeal and the Appeal Panel shall consider testimony and evidence presented by the Appellant, the Director of AAAA and any interested party. The Appeal Panel shall have the right to limit the amount of time allotted to each of the parties for the presentation of testimony and evidence and may, at its discretion, afford the parties the right to cross-examine witnesses if such cross-examination is deemed necessary for a full understanding of the issues on appeal.~~
- ~~8. The burden shall be on the Appellant to demonstrate that the decision of the NWCCOG Board was based on an improper interpretation of the applicable rules and regulations or otherwise without a reasonable factual or legal basis.~~
- ~~9. Within ten (10) working days from the close of the hearing, the Appeal Panel shall make its written findings and shall send a copy of those findings to the Appellant and NWCCOG.~~
- ~~10. To the extent provided by state regulation, the Appellant may appeal the final decision of the Appeal Panel to the Colorado Department of Human Services/Aging and Adult Services.~~

**ARTICLE X**  
**Amendment**

Adopted: 2021

These Bylaws may be amended by the Council, acting by resolution, in either regular or special ~~session-meetings.~~

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~~ARTICLE XI~~  
~~Rules of Order~~

~~Except as otherwise provided in these Articles, Robert's Rules of Order shall prevail for the conduct of business of the Council.~~

Commented [SGS51]: Do you really want to say this? We always get some members who are all crazy about Roberts...

**ARTICLE XII**  
**Meetings**

The Council shall meet bimonthly beginning each year in January, with the exception of November, and at such other times as the ~~Chairman may direct~~Chair deems necessary. All such meetings shall be open to the public.

Commented [JS52R51]: I think I prefer being silent on this. We cover conduct in meetings elsewhere.

~~ARTICLE XIII~~  
~~Committees~~

~~The Council or the Executive Committee may establish advisory committees as may be necessary from time to time.~~

~~ARTICLE XIV~~  
~~Indemnification~~

~~The Council shall indemnify, to the extent permitted by law, any person who is an officer, agent, fiduciary or employee of the Council against any claim, liability or expense arising against or incurred by such person as a result of actions reasonably taken by him at the direction of the Council. The Council shall further have the authority to the full extent permitted by the law to indemnify its directors, officers, agents, fiduciaries and employees against any claim, liability or expense arising against or incurred by them in all other circumstances and to maintain insurance providing such indemnification.~~

Adopted: 2021

**Articles of Association & Bylaws**  
**Amendments**

Topic	Section	Date
Elimination of Routt County	Articles – Art. II, Sec. 201	1/1/99
Elimination of Routt County	Articles – Art. III, Sec. 301	1/1/99
Elimination of Oak Creek, Steamboat Springs, and Yampa	Articles – Art. III, Sec. 301	1/1/99
Elimination of Blue River and Snowmass Village	Articles – Art. III, Sec. 301	1/1/01
Cash Reserve Policy	Bylaws – Art. V, Sec. 4	5/27/99
Elimination of Executive Committee Meeting in month of June	Bylaws – Art. III, Sec. 3	1/27/00
Makeup of Executive Committee	Bylaws – Art. III, Sec. 1	1/25/01
Quorum requirement for Executive Committee	Bylaws – Art. III, Sec. 4	1/25/01
Calculation of membership dues	Bylaws – Art. IV, Sec. 2	7/26/01
Reevaluation of Base Year	Bylaws – Art. IV, Sec. 3	7/26/01
Municipal Representation on Executive Committee	Bylaws – Art. III, Sec.1	12/13/07
Cash Reserve Accounts Change	Bylaws – Art. V, Sec. 4	12/5/13
<u>Addition of Routt County and review to current practices, alignment with various adopted polices since last revision</u>		<u>2021</u>

Adopted: 2021