

**BYLAWS OF COLORADO CITY AND COUNTY MANAGEMENT ASSOCIATION
(Revised and Restated January 29, 2018)**

ARTICLE I.0 OFFICES

1.1 Principal Office. The principal office of Colorado City and County Management Association, Inc. (hereafter the "Association") shall be located at 1144 Sherman Street, Denver, CO 80203 and shall receive mail at PO Box 1436, Golden, CO 80402. The Association may have such other offices as the Board of Directors may designate, or as the business of the Association may require from time to time.

1.2 Registered Office. The registered office of the Association may be, but need not be, identical with the principal office of the Association, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2.0 MEMBERS

2.1 Classes. There shall be five (5) classes of membership: Member, Associate Member, Honorary Member, Cooperating, and Affiliate Member.

2.2 Member. Any person who is the Chief Administrative Officer, appointed by the legislative body of a municipality or county in Colorado or Director of a Council of Governments, and any person who is a Department Director, Deputy City Manager, Assistant City Manager, Assistant to the City Manager, Assistant Director of a Council of Governments, or an Assistant Administrator or some similarly-titled position who has significant general administrative responsibilities that are oriented to a local government management career, and who has paid his/her current membership dues, may be a Member.

2.3 Associate Member. Any person who is a former City Manager or County Chief Administrative Officer residing in Colorado, and who has paid his/her current membership dues, may be an Associate Member.

2.4 Honorary Member. Any person chosen because of distinguished service to the local government management profession. Honorary membership is intended to be selective and limited and shall be conferred only upon a majority vote of all Members present at an annual meeting.

2.5 Cooperating Member. Any person who is active in some branch of public administration or has attained a position which causes him or her to interact with Members in the advancement of professional knowledge and practice, including students, shall be eligible for this classification, and may join upon payment of dues.

2.6 Affiliate. Any individual, association, business entity, corporation, or organization wishing to interact with members of the Association, and may join upon payment of dues.

2.7 Eligibility. Eligibility in any membership class is limited to those individuals whose professional conduct conforms to the Code of Ethics of the International City Management Association (ICMA). It shall be the burden of the applicant to provide sufficient documentation of his or her eligibility for membership. Determinations of eligibility or class shall be made by the Board of Directors.

2.8 Limitations on voting. The privilege of voting on matters shall be limited to the classes of Member and Associate Member.

2.9 Expulsion of Members. Any class of Member may be expelled by the Board of Directors; the Member may appeal the expulsion to the Members at the next annual meeting. Any Member under any classification may resign his/her membership by a written notice to the President.

ARTICLE 3.0 BOARD OF DIRECTORS

3.1 General Powers. The business and affairs of the Association shall be managed by its Board of Directors (referred to herein as the "Board"). The Board shall have the responsibility for the development of seminars and conferences and the annual meeting for the Association.

3.2 Number, Appointment, Tenure. The Board of Directors shall consist of the President, President-Elect, Immediate Past President, Secretary, four (4) at-large Directors, the Chair of the Colorado Women Leading Government Committee, and the Chair of the Emerging Managers Committee. Directors shall be elected or appointed in the manner provided in these Bylaws. Each Director shall hold office for one or two years and until his/her successor shall have been elected, appointed or succeeded to and taken office. The terms of the members of the Board shall be staggered, as determined by the Board, so that the terms of one-half of the members of the Board shall expire each year. At least one director shall be from a municipality and at least one director shall be from a county.

3.3 Regular Meetings. The Board of Directors shall provide, by resolution, the time and place, either within or without the State of Colorado, for the holding of regular meetings without other notice than such resolution. The President shall preside at meetings of the Board of Directors.

3.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors at any place within the State of Colorado.

3.5 Notice. Written notice of any special meeting of Directors shall be given by mail, telephone, telecopy, or e-mail to each Director at least three days prior to the meeting. A Director may waive notice of any meeting.

3.6 Quorum. Three Directors shall constitute a quorum for the transaction of business at any meeting. If less than such number is present, a majority of the Directors present may adjourn the meeting to a future date and take no further action.

3.7 Participation by Electronic Means. Any member of the Board of Directors or any committee designated by the Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can communicate with each other at the same time. Such participation shall constitute presence in person at the meeting.

3.8 Manner of Acting. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The Chair shall rule on all matters of procedure in the conduct of the meeting.

3.9 Vacancies. A vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors. The person appointed shall serve until the next regularly scheduled election.

3.10 Resignation. Any Director of the Association may resign at any time by giving written notice to the Board. The resignation of any Director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.11 Compensation. Directors as such shall not receive any stated salaries for their services.

ARTICLE 4.0 OFFICERS

4.1 Officers. The officers shall be a President, President-Elect/Treasurer, Vice President/Secretary, and such other officers as may be authorized from time to time by the Bylaws. All officers shall be Members or Associate Members. The President shall be elected first as President Elect

and serve a 3 year term, (moving from President Elect, President and Past President) and their terms of office shall commence at the annual meeting and shall serve until their successors are elected, appointed or succeed to office. The President Elect shall also serve as Treasurer. The Vice President/Secretary shall be appointed from the elected At Large Board members and serve 1 year in this position concurrently with their At Large term.

4.2 President. The President shall serve as Chief Executive Officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the Board of Directors. The President, upon concurrence with at least two other members of the Board may take action on behalf of the Association only in exceptional situations that warrant a timely response and when it is not feasible to call a meeting of the full Board. Ratification of such action shall be considered by full Board at its next regular meeting. The President shall execute, and the Vice President/Secretary or any other proper officer of the Association authorized by the Board of Directors shall attest deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other office or agent of the Association, or shall be required by law to be otherwise signed or executed. The President in general shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

4.3 President-Elect/Treasurer.

4.3.1 The President-Elect/Treasurer shall exercise all powers and authority and perform the duties of the President in the absence or disability of the President. The President-Elect/Treasurer shall succeed to the office of the President upon expiration of the President's term of office (as part of their 3 year term) or in the event that the President vacates the office of the President during his/her term.

4.3.2 The President-Elect shall serve as Treasurer. The President-Elect/Treasurer shall: (a) transact the necessary financial business of the Association, keeping correct and complete books and records of account, which shall be submitted for auditing at or prior to the annual conference of the Association; (b) have charge and custody of and be responsible for all funds and securities of the Association; (c) receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected; and (d) in general perform all of the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

4.4 Vice President/Secretary.

4.4.1 In the event that the office of President-Elect/Treasurer is vacated, the Vice President/Secretary shall temporarily assume the duties of the President-Elect/Treasurer, and the Board shall set a date within 90 days of the vacancy for a special election to select a new President-Elect/Treasurer. The Vice President/Secretary shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

4.4.2 One of the Board members shall be appointed each year as the Vice President/Secretary by the President, after consultation with the Board. The Vice President/Secretary will serve as Chief Executive Officer of the Board in the absence of the President and President-Elect/Treasurer.

4.4.3 The Vice-President shall serve as Secretary. The Vice-President/Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors and of committees appointed by the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (d) keep a register of the post office, telecopy and e-mail address of each Director and Officer; and (e) in general perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE 5.0 NOMINATIONS AND ELECTIONS

5.1 Nominating Committee. There shall be a Nominating Committee consisting of the President-Elect/Treasurer and two other Members selected by the President that represent various geographical regions of the state. The President-Elect/Treasurer shall be the Chairman of the Nominating Committee. In selecting persons for nomination to serve as officers and Board members, the Committee shall consider the following criteria:

5.1.1 Whether a person has a notable professional reputation in Colorado local government management and is willing and able to serve.

5.1.2 Whether the person has maintained an active interest in and is knowledgeable about the affairs and history of the Association.

5.1.3 Whether the persons nominated for the at-large members of the Board will provide representation for the different geographic regions of the State.

5.2 Nominating Petition. In addition to nomination by the Nominating Committee, any Member interested in serving on the Board may be nominated by a letter of intent from the interested person. The Nominating Committee shall review the letters of intent and determine that the individual is a member in good standing. Letters of intent shall be submitted to the nominating committee not less than thirty-five days prior to the date of the annual meeting. The Nominating Committee shall include the names of all qualified nominations by letter of intent on the ballot.

5.3 Candidates. Thirty days prior to the Annual Meeting, the Chairman of the Nominating Committee (President-Elect/Treasurer) shall transmit to the President a slate of candidates, and any nominations by letter of intent, for the office of President-Elect and for at-large members of the Board.

5.4 Ballots and Voting. The President shall cause to be prepared and distributed to the Members a mail or electronic ballot, which shall include the slate of candidates and nominations by petition transmitted by the Nominating Committee. The nominee for President-Elect receiving the most votes, but at least a majority of the votes which Members are entitled to cast in the election, and the nominees for at-large members of the Board receiving the most votes, but at least a majority of the votes which Members are entitled to cast in the election, shall be certified as the successful candidate. In the event that there is a tie vote, the Board shall designate the successful candidate. In the event that no nominee for President-Elect or an insufficient number of nominees for at-large members of the Board receive at least a majority of the votes which Members are entitled to cast in an election, those offices which have not been filled shall be elected by the Members at the Annual Meeting of the Association. Voting by proxy shall not be allowed.

ARTICLE 6.0 MEMBERSHIP COMMITTEES

6.1 Standing committees. The President shall appoint, with the approval of the Board, such standing committees as the majority of the Board may deem advisable. The President shall assign Board members as liaisons to the standing committees to monitor committee activities and provide reports to the Board and at the annual meeting. The standing committees shall provide an annual report at the Annual Meeting or as otherwise directed at the request of the Board of Directors. The following standing committee shall be appointed annually and may make reports when appropriate at the annual meeting:

6.1.1 Ethics Committee. A committee of no less than three Members to advise ICMA for its official listing of members. At the request of ICMA, the Ethics Committee shall evaluate and provide confidential reports to ICMA on an ICMA investigation of a City or County Manager. At the request of the Board of Directors, the Ethics Committee shall evaluate and provide confidential reports to the Board on an investigation of any member of the Association.

6.1.2 Emerging Managers Committee. A committee comprised of CCCMA members that aspire to develop professionally and attain higher levels of responsibility with local government

organizations, including, but not limited to, Chief Administrative Officer roles. The Emerging Managers will meet as necessary to carry out their goals, provide networking opportunities, recruit, and develop the future of the city and county management profession in Colorado. The Board will accept letters of interest and recommendations from the Committee for appointment of a Chair for a 2 year term, eligible for re appointment. The Chair will serve as a Director on the Board, and provide periodic updates on the Committee's functions, budget and progress.

6.1.3. Colorado Women Leading Government Committee. A committee comprised of CCCMA members committed to advancing the role of women and helping them succeed in the public sector. The Colorado Women Leading Government (CWLG) Committee will meet as necessary to provide holistic professional development, networking and career building opportunities, that allow women to succeed in public service in Colorado. The Board will accept letters of interest and recommendations from the Committee for appointment of a Chair for a 2 year term, eligible for re appointment. The Chair will serve as a Director on the Board, and provide periodic updates on the Committee's functions, budget and progress.

6.1.4. Scholarship Committee. A committee to recommend scholarships offered by the Association based on an evaluation of submitted applications. The committee shall consist of the President, the Emerging Manager Representative, and three (3) Members of the Association. The President shall appoint the three (3) Members of the Association, and at least one (1) of these slots shall be filled by a Member of the Association who is not on the Board of Directors. The Executive Director of the Association will participate as an ex-officio, non-voting member of this committee. The Scholarship Committee will provide an annual report to the Board on awarded scholarships.

6.2 Ad Hoc committees. The President shall appoint, with the approval of the Board, such ad hoc committees as the majority of the Board may deem advisable. The President shall assign Board members as liaisons to the standing committees to monitor committee activities and provide reports to the Board and at the annual meeting. The ad hoc committees shall provide an annual report at the Annual Meeting, or as otherwise directed at the request of the Board of Directors. The ad hoc committee shall be disbanded once the committee has completed its work.

ARTICLE 7.0 FISCAL AFFAIRS

7.1 Fiscal Year. The fiscal year of the Association shall be a calendar year.

7.2 Annual Budget and Financial Report. The Board of Directors shall adopt a budget annually. The Board shall present a copy of each such budget to the Members of the Association at the Annual Meeting of the Association.

7.3 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

7.4 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

7.5 Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

7.6 Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes of or for any special purposes of the Association.

7.7 Dues. The dues of all Members of the Association shall be determined on an annual basis by the Board. Dues and subscriptions shall be payable annually in advance of January first. Any active member whose dues are in arrears for a period of four (4) months shall be suspended from membership.

7.8 Loans to Officers. No loans shall be made by the Association to any officer, employee, or Director of the Association.

ARTICLE 8.0 NONDISCRIMINATION

The officers, directors, committee members, employees, and persons served by this Association shall be selected entirely on their qualifications and on a nondiscriminatory basis with respect to age, sex, race, religion, sexual orientation, national origin, or disability.

ARTICLE 9.0 CONFERENCES AND MEETINGS

9.1 Conferences. Conferences of this Association shall be held at least ~~semi-~~ annually.

9.2 Annual Meeting. The Annual Meeting shall be at a time and place designated by the Board.

9.3 Notice of Meetings. Written notice stating the place, day, and hour of the meeting and in the case of a special meeting, the purpose for which the meeting is called shall be delivered not less than five (5) days before the date of the meeting, either personally or by mail or by electronic means to Members of the Association.

ARTICLE 10.0 AMENDMENTS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the Members of the Association present at an annual meeting. Five (5) Members of the Association may, by petition to the President-Elect, initiate a desired change which shall become effective upon the ratification by two-thirds of the Members present at any annual meeting or by a majority of all Members by a letter or electronic ballot; such letter or electronic ballot to be canvassed by three Members of the Board on the 21st day after the same is mailed/distributed by the President-Elect.