

BYLAWS OF COLORADO CITY AND COUNTY MANAGEMENT ASSOCIATION

(Revised and Restated April 28, 2023)

ARTICLE 1.0 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 270610, Louisville CO 80027. 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 Membership. The Association shall have the following membership classifications: Active Member; Honorary Member, and Non-Voting Member. These classifications shall be as defined in this Article 2.0.

2.2 Active Member. Any person who is

- a. in an Executive Leadership position of a local government in Colorado or Director of a Council of Governments;
- b. any person who is a Department Director;
- c. any person who is an Emerging Manager;
- d. any person who is an Associate Member; or
- e. any person who is a Manager in Transition,

and who has paid his/her membership dues, may be an Active Member.

2.2.1 Department Directors shall include any person who is currently employed in a local government in Colorado in a position that supervises others in the operation of an aspect of local government services.

2.2.2 Emerging Managers shall include any person who is currently employed

in a local municipal or county government position in Colorado and who aspires to develop professionally and attain higher levels of responsibility with local government organizations.

2.2.3 Associate Members shall include any person who, within the last five years, served in an Executive Leadership position, as a Department Director or as an Emerging Manager in a local government and who intends to re-enter the profession in the future.

2.2.4 Managers in Transition shall include any person who served as the chief executive of a local government in Colorado within the last seven years, whose employment was terminated by the governing body and who is actively seeking employment in local government.

2.3 Honorary. Any person chosen because of distinguished service to the local government management profession. Honorary membership is intended to be selective and limited. Honorary Members shall include Senior Advisors and those who have been awarded Lifetime Achievement by the Association.

2.4 Affiliate 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 Active Members in the advancement of professional knowledge and practice, including students, shall be eligible for this classification, and may join upon payment of dues.

2.5 Students. Any person currently enrolled in a degree program serving the advancement of the profession of local government management.

2.6 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 category shall be confirmed by the Board of Directors if necessary.

2.7 Limitations on Voting. Voting shall be limited to those persons who are Active Members. Non-Voting Members shall include Honorary Members, Affiliate Members and Student Members. The privilege of voting on matters and in elections shall be limited to the categories of Voting Member.

2.8 Expulsion of Members. Any category 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 category 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/Treasurer, Immediate Past President/Secretary, three (3) at-large Directors, and a Director representing each of the following: County Managers, Colorado Women Leading Government, DEI Committee, Emerging Managers, and Veterans. Directors shall be elected or appointed in the manner provided in these Bylaws. Each Director shall hold office for 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.

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, 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. Six 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 the unexpired term of the Director (s)he is replacing.

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.

3.12 Term Limits. No person shall serve as a Director for more than three (3) consecutive terms or for more than a total of twelve (12) years.

ARTICLE 4.0 ASSOCIATION OFFICERS and EXECUTIVE DIRECTOR

4.1 Officers. The officers shall be a President, President-Elect/Treasurer, Past President/Secretary, and such other officers as may be authorized from time to time by the Bylaws. These officers shall constitute the Executive Committee of the Association. The President shall be elected first as President-Elect and serve a 3 year term, moving each successive year from President-Elect, to President and to 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 the office. The President-Elect shall also serve as Treasurer. The Past President shall serve as Secretary.

4.2 Executive Director. The Board shall appoint a person to serve as Executive Director of the Association at such compensation as shall be determined by the Board. The Executive Director shall be a person with knowledge of local government operations as well as current trends in local government. The Executive Director shall serve as Chief Executive Officer of the Association and shall be responsible for the day to day operations of the Association and such other duties as shall be designated by the Board.

4.3 President. The President shall in general supervise and control all of the business and affairs of the Association, subject to the control of the Board of Directors. 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 the full Board at its next regular meeting. The President shall execute, and the Past-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.

4.4 President-Elect/Treasurer. 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.

4.4.1 The President-Elect shall serve as Treasurer. The President-Elect/Treasurer or designee 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.

4.5 Past President/Secretary. In the event that the office of President-Elect/Treasurer is vacated, the Past 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 Past President/Secretary shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

4.5.1 The Past President shall serve as Secretary. The Past President/Secretary or designee 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; (c) keep a register of the e-mail address of each Director and Officer; and (d) 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, serving as Chair, and four other Members selected by the President that represent various geographic areas and population sizes throughout the state. The appointments to the Committee and the timelines with due dates shall be completed no later than September thirtieth. The timeline should allow for sufficient time to make announcements, recruit, accept nominations and hold elections by the third week in November.

5.2 Candidate Qualifications. All persons nominated to fill positions on the Board of Directors shall be Active Members in good standing. In addition, in making its nominations, the Committee shall consider the following criteria:

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

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

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

5.3 Nominating Petition. In addition to nomination by the Nominating Committee, any Active Member interested in serving on the Board may be nominated by notice of intent from the interested person. The Nominating Committee shall review the notices of intent and determine that the individual is an Active Member in good standing. Notice of intent shall be submitted to the Nominating Committee by the due date established in the announcement of vacancies.

5.4 Candidates. The chairman of the Nominating Committee shall notify the board of the ballot. The notification shall include an explanation of the Nominating Committee's selections, as well as justification for any candidates not forwarded to the general membership for voting.

ARTICLE 6.0 MEMBERSHIP COMMITTEES

6.1 Standing Committees. The President shall appoint up to nine Members to serve on each of the following standing committees. 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. Staff shall participate as ex-officio, non-voting members of all committees. The Chair of each standing committee shall be an Active Member.

6.1.1 Emerging Managers Committees. A committee comprised of CCCMA members that support the development of Emerging Managers within Colorado. 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. An elected Representative, serving a 2 year term, will set Strategic Priorities and appoint a Program Chair to work with Staff on special events. The Representative will provide updates as necessary on the Committee's budget and progress.

6.1.2 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. An elected Representative, serving a 2 year term, will set Strategic Priorities and appoint a Program Chair to work with Staff on special events. The Representative will provide updates as necessary on the Committee's budget and progress.

6.1.3 Colorado Veterans Leading Government Committee. A committee comprised of CCCMA Members committed to advancing the role of veterans and helping them succeed in the public sector. An elected Representative, serving a 2 year term, will set Strategic Priorities and appoint a Program Chair to work with Staff on special events. The Representative will provide updates as necessary on the Committee's 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.

6.1.5 Diversity, Equity and Inclusion (DEI) Committee. A committee comprised of Members committed to advancing the opportunities and careers of diverse persons in the profession. The Past President shall serve on the DEI Committee. An elected Representative, serving a two year term, will set Strategic Priorities and appoint a Program Chair to work with staff on special events. The Representative will provide updates as necessary on the Committee's budget and progress.

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.

6.2.1 Ethics Committee. A committee of the President and no less than two additional 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 CCCMA or ICMA Board of Directors, the Ethics Committee shall evaluate and provide confidential reports to the Board on an investigation of any member of the Association.

6.2.2 Bylaws Committee. Every 3 years, a committee comprised of the President-Elect and 2 other Active Members, shall review and suggest any changes/updates to the Board. Accepted changes shall be placed on that year's Board of Directors' ballot.

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 annually.

9.2 Annual Meeting. The Annual Meeting shall be at a time and place designated by the Board or if necessary, held virtually.

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 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 majority vote of the Active Members of the Association present and voting at an annual meeting; or by a majority of votes cast by letter or electronic ballot pursuant to the direction of the Board. Five (5) Active Members of the Association may, by petition to the President-Elect, initiate a desired change which shall become effective upon the ratification by a majority of votes cast by a letter or electronic ballot.