

These Bylaws were revised and approved by the Board on June 13, 2015

**BYLAWS
OF
INDIAN MOUNTAIN METROPOLITAN DISTRICT
Park County, Colorado**

**SECTION 1
Authority**

The Indian Mountain Metropolitan District, formerly the Indian Mountain Recreation and Park District, (or otherwise referred to in these Bylaws “District”) is a governmental Subdivision of the State of Colorado and a body corporate with those powers of a public or quasi-municipal corporation which are specifically authorized by, and in compliance with, Section 32-1-101 et seq., C.R.S., as amended. The activities and authorization of the District is set forth in the Amended and Revised Service Plan approved by the Park County Board of County Commissioners approved on January 3, 2013.

**SECTION 2
Purpose and Interpretation**

It is hereby declared that the Bylaws hereinafter set forth will serve a public purpose. It is intended that these Bylaws shall be liberally construed to the effect the general purposes set forth herein. Nothing herein contained shall be construed or deemed to constitute an alteration, waiver, limitation or abridgement of any grant of any power, authority, or right conferred upon the District or the Board by Colorado law or any other law or under any contract or agreement existing between the District and any other Person. Nothing herein contained shall be construed so as to prejudice or affect the right of the District to secure the full benefit and protection of any law which is now enacted or may subsequently be enacted by the Colorado General Assembly pertaining to the objects and affairs of the District. Any ambiguity, conflict, omission or question of interpretation of these Bylaws shall be determined by the Board in its sole discretion, and its determination shall be final and conclusive. The Board’s interpretation of the Bylaws shall not be deemed to be a new enactment, amendment or change of any Bylaws for any purpose.

**SECTION 3
Policies of the Board**

It shall be the policy of Indian Mountain Metropolitan District Board of Directors, consistent with the availability of revenues, personnel and equipment, to use its best efforts to provide and manage the services set forth in the District’s Amended and Restated Service Plan approved by the Park County Board of County Commissioners on January 3, 2013.

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Section 1-2 of the Amended and Revised Service Plan states the following policy for the Board:

The vision for the District is to sustain the rural landscape and rural lifestyle of the Indian Mountain subdivision. The District shall manage, protect, and conserve its natural resources responsibly, while affording recreation opportunities for the community to experience and enjoy the natural quiet, solitude, peacefulness, serenity, beauty, and natural resources found in Indian Mountain.. Towards achieving this vision, the District provides the following services for the Indian Mountain community.

Park and Recreation Services. The District shall have the power and authority to finance, design, construct, acquire, install, maintain, and otherwise manage and conserve some 450 acres of parklands, forests, open space, grasslands, wetlands, ponds, waterways, and wildlife habitat for the community, including the District's facilities. The District may implement programs and maintain equipment related to public safety, public access, wildfire mitigation, erosion control, insect and disease control, pond restoration and maintenance, wetland restoration and maintenance, stream bank management, community awareness and education, a regulated burn pit for forest slash, and other natural resource conservation activities.

The District does not envision large-scale built-environments and intensively manicured city park settings, athletic fields, swimming pools, tennis courts, golf courses, bowling alleys and other such highly developed facilities. Rather, the District is focused on sustaining opportunities to experience and enjoy the natural quiet, solitude, peacefulness, serenity, scenic landscapes, beauty, and natural resources found in the Indian Mountain subdivision.

The primary recreation service provided by the District is quality outdoor recreation opportunities for the community. More specifically, the District may provide nature-based, day-use, non-motorized outdoor recreation opportunities. Examples of appropriate outdoor recreation opportunities include, but are not limited to, hiking, walking, wildlife viewing, fishing, picnicking, photography, nature-study, snow-shoeing, cross-country skiing, sledding, sight-seeing, and those other activities associated with enjoyment of the sights, sounds and smells of nature.

A secondary recreation service provided by the District in several locations includes modest facilities and programs for more active and intensive outdoor and indoor recreation opportunities. Examples include, but are not limited to, playground apparatus, comfort station (e.g., potable water, toilets, showers, electricity, and phone), picnic pavilion, picnic tables, wildlife viewing stations, benches, small overnight cabin, interpretive signs, fishing stream, Frisbee golf, pasture golf, interpretive kiosks, community center, library, restrooms, parking, interpretive tours and programs, social events, classes and trainings, internet access, and internet-based information.

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Water Services. The District shall have the power and authority to finance, design, construct, acquire, install, maintain and provide for potable water and for the maintenance, conservation, and community access to water resources within the District. More specifically, the District may manage two earthen-dams with associated seasonal ponds, wetland corridors, a section along the Tarryall Creek, and seasonal springs and ponds. Management may include, but is not limited to, fencing to control cattle, stream bank stabilization, trail design and relocation, regulatory and interpretive signage, fishery improvements, RV dump station and storage lot, erosion control, pond restoration and maintenance, dam safety and maintenance, community information and education, and controls for appropriate public use and enjoyment.

The District shall have the power and authority to finance, design, construct, acquire, install, maintain and provide services associated with the ownership and administration of the Indian Mountain water augmentation plan, including the plan's water rights, facilities, transfer system, storage reservoirs, access, easements, ditches, gates, and other incidental and appurtenant facilities. The District shall have the power and authority to contract with other private and governmental entities to provide any or all of the services associated with the Indian Mountain water augmentation plan.

----- End of Section 1-2 Policy =====

SECTION 4 Board of Directors

All powers, privileges and duties vested in, or imposed upon, the Indian Mountain Metropolitan District by law shall be exercised and performed by and through the Board of Directors (hereinafter referred to as "Board"), whether set forth explicitly or implied in these Bylaws. The Board may delegate to officers and employees of the District any or all administrative and ministerial powers.

Without restricting the general powers conferred by these Bylaws, it is hereby expressly declared that the Board shall have the following powers and duties:

- a. To confer upon any appointed or elected officer of the District the power to choose, remove or suspend employees or agents upon such terms and conditions as may seem fair and just and in the best interests of the District.
- b. To determine and designate, except as otherwise provided by the law or Bylaws, who shall be authorized to make purchases and sign receipts, endorsements, checks and other documents.
- c. To create standing or special committees and to delegate such power and authority thereto as the Board deems necessary and proper for the performance of such committee's functions and obligations.

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- d. To prepare financial reports, other than the statutory audit, covering each year's fiscal activities; and said reports, if requested shall be submitted to the Board and made available for inspection by the public.

SECTION 5 Business Office and Staff

- a. Regular Meetings. Regular meetings of the Board shall be held on the second Saturday of each month at 9:00 a.m. at 31 Keneu Court (IM Community Center), unless otherwise noticed and published.
- b. Public Meetings. All meetings of the Board, other than executive sessions, shall be open to the public.
- c. Notice of Meetings. There shall be a Notice of Meetings for the coming year published in January on the www.indianmountain.info website. There shall also be a Notice of Meetings for the ensuing year posted at the Community Center information kiosk and the Comfort Station bulletin board, within 15 days after January 1 of each year, and remain posted for the remainder of the year. A notice shall also be posted at the County Clerk's Office. These notices shall constitute formal notice of regular meetings to Board members and no other notice shall be required to be given to the Board.
- d. Special Meetings. Special meetings of the Board shall be announced by posting a Notice of Special Meeting not less than 72 hours prior to the meeting at the Community Center information kiosk and at the Comfort Station bulletin board.
- e. No Informal Action by Directors. All official business of the Board shall be conducted at regular or special meetings.
- f. Adjournment and Continuance of Meetings. When a regular or special meeting is, for any reason, continued to another time and place, notice need not be given of the continued meeting if the time and place thereof are announced at the meeting at which the continuance is taken. At the continued meeting, any business may be transacted which might have been transacted at the meeting that was continued.

SECTION 7 Conduct of Business

- a. Quorum. All official business of the Board shall be transacted at a regular or special meeting at which a quorum of the Directors shall be present, except as provided in Section 7b. A quorum is present when a majority of Directors is present. For a five member Board, three members constitute a quorum.

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- b. Vote Requirements. Any action of the Board shall require the affirmative vote of a majority of the Directors present and voting. If the health and safety of property owners or residents within the District are threatened, then those Directors available at the time shall undertake whatever action is considered necessary, which action shall be submitted to the board at its next meeting for ratification.
- c. Order of Business. The business of all regular meetings of the Board shall be transacted, as far as practicable, in the following order:
 - 1) Call to order, recording the names of directors and guests in attendance;
 - 2) Additions to and approval of the agenda;
 - 3) Secretary's report-review for additions or deletions, otherwise motion to approve pending draft minutes;
 - 4) Treasurer's report. The secretary shall attach the written copy of the treasurer's report to the file copy of the minutes of that meeting;
 - 5) Old or unfinished business;
 - 6) New business;
 - 7) Open Public Comments;
 - 8) Adjournment.
- d. Motions and Resolutions. All actions of the Board for governing and managing the affairs of the District, for the execution of the powers vested in the District, and for carrying into effect the provisions of Article 1 of Title 32, C.R.S., as amended shall be taken by the passage of motions or resolutions.
- e. Minutes Book. Within a reasonable time after each meeting of the Board, all minutes, with attachments, of such meetings including all resolutions and motions shall be posted on the District's website and filed in the District's office for safekeeping.

SECTION 8

Directors and Officers of the Board

- a. Director's Qualifications and Terms. Directors shall be electors of the District. The term of each Director shall be determined by relevant statutory provisions with elections held in even-numbered years and conducted in the manner prescribed by Part 8 of Article 1, Title 32, C.R.S., as amended. Each Director, within not more than 30 days following his or her appointment or election and before assuming the responsibilities of his or her office, shall take and sign an oath of office in the form prescribed by the State of Colorado.
- b. Terms of Office: Directors may serve up to two (2) consecutive full four (4) year terms of office for a total of eight (8) consecutive years.

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- c. There may be unusual extraordinary circumstances where a Board member is in their eighth (8th) year of service, yet given their skills, role, or stage in a District project/program, it would benefit the District if their Board service would be extended up to two (2) more years. A request for an extension beyond eight (8) years for another two (2) years would require clear and compelling justification, unanimous consent of the remaining Board members, and an affirmative vote in the District election, if such a vote is required. Under no circumstances can a Board member serve more than 10 consecutive years.
- d. Election of Officers of the Board. The Board of Directors shall elect from its membership a president, a 1st vice-president, a 2nd vice-president, a secretary, and a treasurer, who shall be the officers of the Board of Directors and of the District. All Board members elected shall have an equal vote on matters that come before the Board. . The officers shall be elected by a majority of the Board voting at said election. The election of officers shall be conducted within not more than 30 days following the regular biennial election of the Directors held in May of even-numbered years or within 30 days following the appointment of a Board member. Each officer so elected shall serve for a term of not more than two years, which term shall expire upon the election or appointment of their successor or upon their re-election to that office.
- e. Vacancies on the Board. Any vacancy that occurs on the Board shall be filled by an affirmative vote of a majority of the remaining Directors, appointing an eligible candidate to fill the vacancy, as prescribed by statute. The appointee shall be administered the oath of office within 30 days following his or her appointment.
- f. Resignation and Removal. Directors may be removed from office only by recall provisions prescribed by statute. Any director may resign at any time by giving written notice to the president and acceptance of such resignation shall not be necessary to make the resignation effective unless the notice so provides.
- g. Director's Duties. All Directors of the District shall participate in the formulation of policies and general planning to attain the District's primary responsibilities that are summarized in Section 3, above. Each Director shall act to manage the facilities of the district. Additionally, each Director shall be elected to serve as an officer of the Board with specific duties assigned as follows:
 - 1) President. The president shall be the Chairman of the Board, preside at all meetings and shall be the Chief Executive Officer of the District with the authority to sign all contracts and other instruments on behalf of the District. The president shall have the sole authority to sign all contracts exceeding \$25,000.00 in total cost and may delegate such authority, for contracts of less than \$25,000.00 to other officers of the Board as appropriate to the responsibilities assigned temporarily or long-term, to other officers of the Board. The President shall act to manage the facilities of the District.

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- 2) 1st Vice-President. The 1st vice-president shall serve as *pro tempore* president in the absence or incapacity of the president and shall be responsible for ensuring the effective and efficient operation of the District's business office including its procedures, programs, organization, and staff.
- 3) 2nd Vice-President. The 2nd vice-president shall serve as *pro tempore* president in the absence or incapacity of the President and the 1st vice-president and shall be responsible for the effective and efficient implementation of the District's maintenance program involving its facilities, structures, parklands, open space, and associated natural resources. .
- 4) Treasurer. The treasurer shall be responsible for the strict and accurate records of all money received by and disbursed for and on behalf of the District in permanent records and shall be responsible for supervising the preparation and dissemination of the annual budget and relevant statutory requirements including but not limited to fiscal audits or exemption from audits.
- 5) Secretary. The secretary shall be responsible for the records of the District and for preserving a record of proceedings of the Board in the District Office for safekeeping and shall be the official record of the Board.

SECTION 9

Financial Administration

- a. Fiscal Year. The fiscal year of the District shall commence on January 1 of each year and end on December 31 of that year.
- b. Budget. On or before October 15 of each year, the Treasurer or a Board-approved designee, with the advice and assistance of the full Board, shall prepare and submit to the Board a proposed budget for the ensuing year. Such proposed budget shall be accompanied by a draft Budget Message that describes the important features of the budget plan and by general summary wherein shall be set forth the aggregate figures of the budget in such manner as to show the balanced relationship between the total proposed expenditures and the total anticipated income or other means of financing the proposed budget for the ensuing fiscal year, as contrasted with corresponding figures for the last completed fiscal year and the current fiscal year. It shall be supported by explanatory schedules or statements classifying the expenditures contained therein by services, subject and funds. The anticipated income of the District shall be classified according to the nature of receipts.

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- c. Notice of Budget. Upon receipt of the proposed budget, the Board shall cause to be published a notice that the proposed budget is available for inspection by the public on the District's website and at the District's office at 31 Keneu Court; that the Board will consider the adoption of the budget on a certain date; and that any interested elector may inspect the proposed budget and file or register any objections thereto at any time prior to its final adoption. The notice shall be published in substantial compliance with Section 29-1-108, C.R.S., as amended.
- d. Adoption of Budget. At least seven (7) days prior to the regular Board meeting when the annual budget is scheduled to be approved, a draft of the proposed budget will be distributed to each Board member. The Board shall review the proposed budget and will be given the opportunity to revise, alter, increase or decrease the items as it deems necessary in view of the needs of the District and the probable income of the District. The Board shall then adopt a budget setting forth the expenditures to be made in the ensuing fiscal year. The Board shall provide the sufficient revenues to finance budget expenditures with special consideration given to the proposed *ad valorem* tax levy.
- e. Levy and Collection of Taxes. On or before the 15th day of December of each year, unless an election for an increased operating levy is held, the Board (as prepared by the Budget Officer) shall certify to the Park County Board of Commissioners the mill levy established for the ensuing fiscal year, in order that, at the time and in the manner required by law for the levying of taxes, the Commissioners shall levy such tax upon the assessed evaluation of all taxable property within the District.
- f. Filing of Budget. Upon the adoption of the budget, the Board shall cause a certified copy of the budget to be filed with the Division of Local Government within the Colorado Department of Local Affairs.
- g. Appropriation Resolution.
 - 1) At the time of adoption of the budget, the Board shall enact a resolution making appropriations for the ensuing fiscal year. The amounts appropriated thereunder shall not exceed the amounts fixed therefore in the budget adopted pursuant to Section 9.d.
 - 2) The income of the District, as estimated in the budget and as provided for in the tax levy resolution and other revenue and borrowing resolutions, shall be specified in the budget for the purpose of meeting the expenditures authorized by the appropriation resolution.
 - 3) The Board may make an appropriation to and for a contingency fund to be used in cases of emergency or other unforeseen contingencies.

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h. No Contract to Exceed Appropriations. The Board shall have no authority to enter into any contract, or otherwise bind or obligate the District to any liability for payment of money for any purpose, for which provision is not made in the appropriation resolution, including any legally authorized appropriation for that fiscal year. Any contract, oral or written, contrary to the terms of this subsection shall be void *ab initio*, and no District funds shall be expended in payment of such contracts, except as provided in the following subsection.

i. Contingencies.

1) In cases of emergency such as a disaster caused by nature or man or some contingency which could not reasonably have been foreseen at the time of the adoption of the budget, the Board may authorize funds in excess of the budget by resolution duly adopted by a four-fifths vote of the entire membership of the Board. Such resolution shall set forth in full the facts concerning the emergency and shall be included in the minutes of the meeting.

2) If so enacted, a copy of the resolution authorizing the additional expenditures shall be filed with the Division of Local government in the Colorado Department of Local Affairs and shall be published in compliance with statutory requirements.

j. Payment of Contingencies. If there is unexpected or uncommitted money in funds other than those to which the emergency relates, the Board shall transfer such available money to the fund from which the emergency expenditure is to be made. To the extent that transferable funds are insufficient to meet the emergency appropriation, the board may borrow money through the issuance of tax-anticipation warrants, to the extent that the mill-levy authority of the district is available as specified under Section 29-1-115, C.R.S., as amended, or by the issuance of bond-anticipation notes payable from future bond proceeds or operating revenue, or any other lawful and approved method.

k. Annual Audit.

1) Until such fiscal year that the annual revenues of the District are below the amount of revenues requiring mandatory audit, the board shall formally request exemption from such audit or vote to have a formal audit. For such fiscal years when, or if, the annual revenues of the District reach or exceed the amount at which an audit is mandatory, the Board shall cause an audit to be made at the end of the fiscal year of all financial affairs of the District through December 31 of such fiscal year. In the event of, and for those years that an audit is required, the Board shall require that the audit report be submitted to the Board within six months of the close of such fiscal year. Such audit shall be conducted in accordance with generally accepted auditing standards by a registered or certified public

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accountant, who has not participated in the financial affairs of the District during the fiscal year of the audit. The auditor shall prepare, and certify as to its accuracy, an audit report, including a financial statement and short-form balance sheet based on such audit, an unqualified opinion or qualified opinion with explanations, and a full disclosure of violations of State law, if any such violations are evidenced by the audit, pursuant to statutory requirements. The audit report will be submitted to county and state officials by July 31 of each year.

- 2) For such fiscal years requiring an audit, the treasurer shall provide a copy of such audit to the State auditor or other relevant State official and a copy shall be retained in its files as a public record for public inspection at all reasonable times.
- l. Receipt of Receivables and Payables. All checks for income (including lottery funds, payment for card keys, and deposits for metal keys), statements for services from others, bills, insurance policies, account information, and official correspondence concerning District business, accounts and affairs are to come to the District business mailing address, P.O. Box 25, Como, CO 80432 and are specifically not allowed to be directed to the homes of individual directors or others. Because the District has no credit card in its own name, it is understood that occasionally packages may be delivered to the address of the Director who ordered the merchandise for the District.

SECTION 10 Corporate Seal

The seal of the District shall be in the form of a circle containing the name of the District and shall be used on all documents in such manner as seals are generally used by public and private corporations. The seal shall be in the custody of the secretary who shall be responsible for its safety and care.

SECTION 11 Disclosure of Conflict of Interest

Any Board member's potential conflict of interest shall be disclosed in accordance with Colorado law, particularly Sections 24-17-101, et seq., C.R.S., as amended, and 18-8-308, C.R.S., as amended.

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SECTION 12 Compensation

Each Director may receive compensation as prescribed by statute. No Director shall receive compensation as an employee of the District, except as may be provided by statute. No member of a Director's family may receive compensation as an employee or contractor of the District without unanimous approval of the full Board. .

SECTION 13 Indemnification of Directors and Employees

The District shall defend, hold harmless and indemnify any Director, officer, agent, or employee, whether elective or appointive, against any tort or liability, claim or demand, whether groundless or otherwise, arising out of any alleged act or omission occurring during the performance of duty, as more fully defined by an Indemnification Resolution. The provisions of this Section 13 shall be subject to, and to the extent of any inconsistency therewith, shall be modified by the Governmental Immunity Act, 24-10-101, et seq., C.R.S., as amended.

SECTION 14 Contracting and Bidding Procedures

- a. Except in cases in which the District will receive aid from a government agency, a notice shall be published for bids on all construction contracts for work or material, or both, involving an expense of public money in the amount specified in the Colorado Revised Statutes. The District may reject any and all bids, and if it appears that the District can perform the work or secure the materials for less than the lowest bid, it may proceed to do so in accordance with Article 1 of Title 32, C.R.S.
- b. No contract for work, materials, or services, regardless of amount, shall be entered into between the District and a member of the Board.
- c. In the letting and administration of all construction contracts, the Board shall proceed in accordance with applicable law.

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SECTION 15
Modifications of the By-Laws

These Bylaws may be altered, amended or repealed at any regular meeting of the Board or at any special meeting of the Board called for that purpose by a majority vote.

These Bylaws were revised and approved by the majority vote of the District Board on June 13, 2015. Voting members included:

- Susan Stoval, abstained
- Bev Bushaw, yes
- Glenn Haas, yes
- Tom Odle, yes
- Louise mark, not present