



MOTIVATING LANDOWNERS TO PURSUE, COMMIT, AND DELIVER ON-THE-GROUND CONSERVATION PRACTICES

MIDDLE PARK CONSERVATION DISTRICT

PO BOX 265 106 S. 2<sup>ND</sup> ST.

KREMMLING, CO 80459

OFFICE: 970.724.3456 CELL: 970.531.0127

www.middleparkcd.com middleparkcd@gmail.com

# Middle Park Conservation District BYLAWS

*Last Revised: October 5, 2018*

## **SECTION 1. AUTHORITY.**

The Middle Park Conservation District ("District") is a special purpose district and a body corporate with those powers of a public corporation which are specifically authorized by, and in compliance with, Section 35-70-101 et seq., Colorado Revised Statutes.

## **SECTION 2. PURPOSE.**

It is hereby declared that the Bylaws hereinafter set forth will serve a public purpose.

## **SECTION 3. POLICIES OF THE BOARD.**

It shall be the policy of the Board of Supervisors ("Board") of the District, consistent with the availability of revenues, personnel and equipment, to use its best efforts to provide administrative and financial services, as authorized under the Colorado Soil Conservation Act.

## **SECTION 4. BOARD OF SUPERVISORS.**

The number of members on the Board shall be five (5), three of which shall be actively engaged in farming and/or ranching. Supervisors will serve four-year terms of office and be elected as provided for in Section 35-70-105 and Section 35-70-107 of the Colorado Soil Conservation Act.

## **SECTION 5. APPEALS.**

If the owner of lands within the District desires, he/she may appeal any decision of the Board to the Colorado State Conservation Board. Procedures for an appeal are outlined in Section 35-70-110 of the Colorado Soil Conservation Act.

## **SECTION 6. POWER AND DUTIES OF OFFICERS.**

a. The president shall preside at all meetings of the District landowners and Board. He/she shall be the executive officer of the District and shall sign for the District and Board, any contract, agreements, or other papers necessary to conduct the affairs of the District, when authorized to do so by the Board. He/she will have such other duties and powers as are customary for executive officers, including casting a vote in the event of a tie.

b. In the absence of the president, the vice-president shall have the authority to perform all the duties of the president.



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c. The secretary shall be the custodian of the District seal, all papers, documents, and records of the District and Board. He/she shall accurately and completely keep minutes of all meetings of the District landowners and Board. These records shall be available for inspection by any member of the public through the procedures outlined in the Colorado Open Records Act. He/she shall attest the signature of the president to all contracts, agreements, and other papers necessary to conduct the affairs of the District, except for the disbursement of funds.

d. The treasurer shall be the custodian of the funds of the District at all times and is charged with their safekeeping. He/she shall affix his/her signature to all vouchers, warrants, checks or other instruments for the disbursement of District funds. He/she shall keep at all times an accurate and complete record of the financial transactions of the District and of all funds remaining in his/her hands. The treasurer shall be authorized to invest all surplus funds or other available funds of the District in permitted investments authorized by law. The treasurer will serve as chairperson of the Budget Committee.

#### **SECTION 7. FINANCIAL ADMINISTRATION**

a. Fiscal Year. The fiscal year of the District shall commence on January 1 of each year and end on December 31.

b. Budget Committee. There shall be a permanent Budget Committee composed of the treasurer, a member of the Board appointed by the president and the District manager, which shall be responsible for preparation of the annual budget of the District and such other matters as may be assigned to it by the president or the Board.

#### **SECTION 8. MEETINGS OF THE BOARD AND QUORUM.**

a. Regular meetings of the Board shall be held **at least four times a year** at a location chosen annually at the District's first regular meeting of each calendar year. Notice of time and place designated for all regular meetings shall be posted in at least three public places within the limits of the District, and in addition, one such notice shall be posted in the office of the county clerk and recorder in the county or counties in which the District is located. Such notices shall remain posted and shall be changed in the event that the time or place of such regular meetings is changed. The secretary and/or District manager shall notify each Board member of such meeting in writing, telephone, fax or e-mail, or personal message, not less than three (3) days before the date of such meeting.

b. Special meetings of the Board may be called by any member of the Board by informing the other Board members of the date, time and place of such special meeting, and the purpose for which it is called, and by posting notice in the designated locations at least three days prior to said meeting.



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- c. The presence of three (3) members of the Board shall constitute a quorum.
- d. All official business of the Board shall be conducted at regular or special meetings. Executive sessions may be called at regular or special meetings, and conducted according to the following guidelines:
  - (1) Calling the Executive Session. The topic for discussion in the executive session shall be announced in a motion, and the specified statute that authorized the executive session shall be cited. The matter to be discussed shall be described in as much detail as possible without compromising the purpose of being in executive session. An affirmative vote of two-thirds (2/3) of the quorum present shall be required to go into executive session.
  - (2) Conducting the Executive Session. No adoption of any proposed policy, position, resolution, rule, regulation, or format action shall take place in an executive session. The discussion in executive session shall be limited to the reasons for which the executive session was called. A record of the actual contents of the discussion in the executive session will follow requirements set forth by Colorado Open Records Act (CORA) and per statute on Executive Sessions.
  - (3) After Executive Session. The record of any executive session shall be retained and then destroyed by the District per requirements set forth by CORA and per statute on Executive Sessions. Minutes or recordings of the executive session shall not be released to the general public for review under any circumstances, except as required by law.

**SECTION 9. MEETINGS OF THE LANDOWNERS AND QUORUM.**

- a. Annual meetings of the District landowners shall be held at a convenient place at such time and place as determined by the Board. The secretary shall give notice of such regular or special meetings by a notice published in a newspaper of general circulation within the District not more than thirty (30) days nor less than ten (10) days in advance of the meeting. At all regular meetings, the landowners shall receive the report of the officers of the Board and the Board shall transact such other business as many come before the meeting.
- b. Special meetings of District landowners may be called by the Board when deemed necessary, or by a petition signed by at least fifteen (15) District landowners. At any special meeting of the landowners, only matters included in the notice given shall be considered.
- c. At any regular or special meeting of the District landowners, a majority of those present in person shall prevail. The presence of at least twenty (20) qualified voters shall be necessary to constitute a quorum.



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**SECTION 10. VOTING BY AGENT.**

At any meeting of District landowners, a corporation owning land within the existing District is entitled to vote if such corporation duly authorized an agent to vote in the election on its behalf. A landowner who is a qualified voter (elector), as defined Section 32-1-103(a) of the Colorado Revised Statutes, may authorized a family member who is a registered voter and a renter or manager of the land to vote in an election on their behalf.

**SECTION 11. QUALIFICATION OF VOTERS.**

Any person having an interest may be heard at a special or regular meeting of District landowners, but only qualified voters, as defined by Section 35-70-104 of the Colorado Soil Conservation Act, or their authorized agent, shall be permitted to vote.

**SECTION 12. RULES AND ORDER OF BUSINESS.**

At all meetings within the District shall be governed by Roberts Rules of Order and the Board shall establish the order of business.

**SECTION 13. TAXATION.**

Taxes or assessments within the District shall be levied in accordance with Section 35-70-109 of the Colorado Soil Conservation Act.

**SECTION 14. VACANCIES.**

Vacancies on the Board shall be filled as provided in Section 35-70-107 of the Colorado Soil Conservation Act. The Board shall fill vacancies in the offices of president, vice president, secretary and treasurer.

**SECTION 15. REMOVAL OF SUPERVISORS AND OFFICERS.**

Any member of the Board may be removed from office by the recall procedure outline in Section 32-1-906 and Section 32-1-907 of the Colorado Revised Statutes. Any officer of the Board may be removed from such office at any time by a majority of all Board members. Any Board member may be removed from any committee or other appointment by majority vote of the Board. If a member of the Board fails to attend three consecutive regular meetings of the Board without the Board having entered upon its minutes an approval for an additional absence or absences; except that such additional absences or absences shall be excused for temporary mental or physical disability or illness, he/she shall be removed from the Board.

**SECTION 16. EMPLOYMENT OF ASSISTANCE.**

If in the opinion of the Board it shall be necessary or in the best interest of the District to employ a qualified person as district manager, it shall have the power to do so. The employee(s) of the District shall not be a member of the Board or a member of a Board member's immediate family. The Board shall also have the power to employ such legal,



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technical, or other assistance as may be necessary to conduct the affairs of the District, but in no event shall the employment of any assistance authorized in this Section obligate the District beyond the amount of its available funds or reasonable revenue expectancy.

**SECTION 17. INDEMNIFICATION OF BOARD MEMBERS**

The District shall defend, hold harmless and indemnify any Board member, whether elective or appointive, against any tort or liability, claim or demand, without limitation, arising out of any alleged act or omission occurring during the performance of official duty, as more fully defined by law. The provisions of the Section shall be supplemental and subject to and, to the extent of any inconsistency therewith, shall be modified by the provision of the Colorado Governmental Immunity Act, 24-10-101, et seq., Colorado Revised Statutes.

**SECTION 18. DISCLOSURE OF CONFLICT OF INTEREST.**

A potential conflict of interest of any Board member shall be disclosed in accordance with State law, particularly Article 18 of Title 24, Colorado Revised Statutes and Sections 32-1-902(3) and 18-8-308, Colorado Revised Statutes.

**SECTION 19. AMENDMENT OF BYLAWS.**

The bylaws may be altered, amended, or repealed or additions made in accordance to the procedure outlined in Section 35-70-109 of the Colorado Soil Conservation Act.

Revised this 5<sup>th</sup> day of October, 2018 by the Board of Supervisors of the Middle Park Conservation District.

*Text in RED was approved by the MPCD Board of Supervisors on April 17<sup>th</sup>, 2018, after the proper procedure for Bylaws Amendments was followed per Section 19 of these Bylaws.*

**Text highlighted in YELLOW was approved by the MPCD Board of Supervisors on October 5, 2018, as suggested by Nikki Brinson at the Colorado State Conservation Board to align with the CORA and state statute. Proper procedure was not followed because this was a procedural amendment to comply with the state law.**

Board Signatures on Next Page....



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Board of Supervisors Signatures: October 5, 2018, Bylaws Amendment

Signature

John Lowom

Print

Signature

Brian Rose

Print

Signature

Deborah Wood

Print

Signature

Jay Yest

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Signature

JUSTIN FOSKA

Print