

BYLAWS

OF

COLORADO COUNTIES, INC.

Pursuant to the provisions of Titles 7 and 10, C.R.S.,

as amended, respectively,

the undersigned corporation adopts the following

Restated and Amended Bylaws, effective January 22, 2015

Colorado Counties, Inc., a Colorado non-profit corporation (the "Corporation") pursuant to Section 7-130-201 of the Colorado Nonprofit Corporation Act, hereby amends and restates its Bylaws. These Restated and Amended Bylaws supersede the Bylaws; and were approved by vote of the Members by a number of votes sufficient for approval.

**SECOND RESTATED AND AMENDED BYLAWS
OF
COLORADO COUNTIES, INC.**

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ARTICLE I
Organization

This organization shall be known as "Colorado Counties, Inc.," hereinafter referred to as the "Corporation." This organization is formed pursuant to and authorized by Article XIV, Section 18 (2) of the Constitution of the State of Colorado; §30-11-107(1) (e), CRS 1973; Part 2 of Article 1 of title 29, CRS 1973; Part 4 of Article 1 of title 29, CRS 1973; and, §7-121-101 through §7-137-301, C.R.S., the Colorado Revised Nonprofit Corporation Act, as amended.

ARTICLE II
Objects, Purposes and Powers

Section 1. Enumerated. The objects and purposes of this Corporation are and shall be, by association, to cultivate a more general knowledge and to encourage a greater interest among the counties of the State of Colorado in the administration of county government; to consider and, by discussion and united action, work toward the solution of the many financial, administrative, legislative, road construction and maintenance, social services and other problems which exist in connection with county and local government, in the interest of the people of the respective counties, and the State of Colorado; and, further:

- (1) To preserve, promote and strengthen county and local units of government;
- (2) To combat any movement that has as its objective centralization of government in large units that will take from the American people, if any;
- (3) To cooperate with national and state departments so that the taxpayers will receive full value for their tax dollars;
- (4) To develop a high level of service so that economy and efficiency consistent with good management principles can be practiced;
- (5) To establish and support a medium for the exchange of ideas and experience of county officials throughout the state and nation to be used in working toward a solution of county problems;
- (6) To institute and promote conventions and publications for the education and instruction of county officials in the latest and most up-to-date methods of administration and record keeping;
- (7) To serve faithfully the people of our respective counties;
- (8) To identify and address issues which are unique to urban and/or rural counties and work with the legislature and other jurisdictions to respond to those issues; and
- (9) To improve legislative awareness and responsiveness to urban and/or rural impacts.

ARTICLE III
Membership

Section 1. Eligibility. All counties of the State of Colorado and any city and county authorized by Colorado law shall be eligible for Membership in the Corporation.

All references to counties herein shall be interpreted to encompass any authorized city and county, as well.

Section 2. Member. As used herein, the term Member designates those eligible entities fulfilling the requirements for Membership in the Corporation set out in Section 4 below.

Section 3. Representation. Each Member shall be represented in the corporation by and through the county commissioners of such Member. A city and county Member shall be represented by the president of its city council, council members and the mayor. For the purpose of these bylaws, any person holding such an office shall be deemed the equivalent of a county commissioner.

Section 4. Application. To qualify for Membership in the Corporation, the board of county commissioners of such county, or in the case of a city and county, the city council or mayor shall adopt a resolution that shall:

- (1) Approve the Articles of Incorporation and the Bylaws of the Corporation; and,
- (2) Authorize the payment of all annual and special dues and assessments that may be levied upon it.

Section 5. Termination of Membership. The obligation of any Member is to pay the dues promptly on January 1. Failure on the part of any Member to pay its annual assessment or dues by or before February 15 constitutes grounds for termination of Membership in the Corporation, absent prior arrangements for payment at a later date that have been approved by the Board of Directors. Any resulting termination of Membership in accordance with the following provisions shall not relieve the Member so terminated of the obligation to pay such annual assessments or dues. Any special assessment levied under the authority of Article X of these Bylaws shall carry its own due date, delinquent date and Membership termination declaration, which shall be determined by resolution of the Board of Directors.

(1) A Member of the Corporation may be expelled or suspended, or the Membership in the Corporation may be terminated or suspended pursuant to the following fair and reasonable procedure, which shall be carried out in good faith:

(a) Not less than fifteen days before any action to expel, suspend or terminate a Member, that Member shall be provided written notice of the pendency of the proposed expulsion, suspension, or termination, expressing that such action is to take effect on a date certain fifteen days thereafter, and stating the reasons therefore; and

(b) Said notice shall offer the Member an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination by the Board of Directors, which Board is authorized to decide that the proposed expulsion, termination, or suspension not take place; or that

(c) The proposed action to expel, suspend or terminate is fair and reasonable, taking into consideration all of the relevant facts and circumstances. In either event, a written decision of the Board of Directors shall be issued, setting forth the effective date of the decision.

(d) For purposes of this section, any written notice given by mail must be given by first-class or certified mail sent to the last address of the Member shown on the Corporation's records. Any proceeding seeking to challenge an expulsion, suspension, or termination, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of the expulsion, suspension, or termination.

(e) Any Member expelled or suspended may be liable to the nonprofit Corporation for dues, assessments, or fees as a result of obligations incurred or commitments made prior to expulsion or suspension.

Section 6. Resignation. Any member may resign by adopting a resolution and filing such resolution with the Secretary of the Corporation. Such resignation shall not relieve the Member so resigning of the obligation to pay any annual or special assessments theretofore accrued and unpaid.

Section 7. Reinstatement. Any Member, that resigns from the Corporation or any Member whose Membership was terminated shall be eligible for Membership in the Corporation by, again, qualifying under the provisions of Section 4 of this Article.

ARTICLE IV Intergovernmental Agreements

Section 1. The Board of Directors of the Corporation may from time to time enter into agreements and arrangements with units of local government in Colorado, with associations representing such units, or with associations of officers or employees of such units for the purpose of promoting the solution of governmental problems commonly experienced.

Section 2. The Board of Directors may enter into such agreements and arrangements with associations of counties in other states.

ARTICLE V Voting Privileges

Section 1. Membership. Only Members shall be entitled to vote.

Section 2. Vote Casting. Except as provided in Section 4 related to the Legislative Committee each Member has one vote. The vote of each Member shall be cast by the majority of its representatives attending any Membership meeting. If a majority cannot be reached, any representative of such Member, so deadlocked, may request fractional voting and the Chair shall so order, as to that Member only. Thereupon, for each Member operating with a three (3) person board, with only two (2) persons present and voting, each person present may cast one-half vote each; for each Member operating with a five (5) person board, with only four (4) persons present and voting, each person present may cast one-fourth vote each or with only two (2) persons present and voting, each may cast one-half vote each. Cities and counties will be treated similarly depending on the number of their elected representatives present.

Section 3. Voting By Proxy. Voting by proxy is allowed at any steering, advisory or ad hoc committee meeting or meetings of sections appointed by the Board of Directors provided that the chair of the board of county commissioners or the city and county equivalent designate at least annually the proxy in writing to the Executive Director. A person so designated may cast a maximum of one vote at any steering, advisory or ad hoc committee meeting or Board appointed section meeting. Proxy voting is otherwise allowed at any other meeting only to the extent otherwise authorized herein, such as expressed by Section 5 of this Article, below.

Section 4. Legislative Committee Voting. Each Member of the Legislative Committee shall have one vote, except at the request of any five Members of the Legislative Committee the chair shall require proportional voting on a specific issue. Proportional voting shall be determined by

calculating the percentage of the total annual assessments paid to the Corporation by each Member and allocating to each Member the number of votes which is equal to the percentage share of the total annual assessments paid to the Corporation by each such Member.

Section 5. Legislative Committee Voting - Designation of Temporary Alternate Representative. Any Member of the Legislative Committee may designate a temporary alternate representative to serve as a Member of the Legislative Committee, provided:

- (1) the Member designates the alternate in writing to the chair or Executive Director, or his/her designee; and
- (2) the alternate is a county commissioner from that representative's county, or the mayor, or a Council Member from a city and county.

Section 6. Minority Reports. With the concurrence of no less than 25% of the members attending a meeting where legislative policy positions are taken, a minority report may be prepared and, if completed within ten days of the meeting, shall be incorporated into the minutes (if applicable) of the meeting. A minority report may not be used by staff to qualify or otherwise undermine a decision properly made at a meeting.

Section 7. Majority Requirements for Action. Except as otherwise provided by this article and Article XIV concerning bylaws amendments, a majority vote of members present and voting shall be required for action at any meeting. Approval by at least 65% of the members present and voting shall be required for approval of CCI's legislative agenda and policy statement, for the adoption of CCI positions on legislation, and for any item raised at a general membership meeting other than the adoption of the annual budget and dues schedule. For purposes of this section, CCI's legislative agenda includes all legislative issues for which CCI staff seeks legislative bill sponsors and is primarily responsible for securing their passage and enactment.

ARTICLE VI

Membership Meetings

Section 1. General Membership Meetings. The Corporation shall have an annual meeting in the fall for the purpose of electing officers, adopting the budget and assessment schedule and conducting the other affairs of the Corporation. There shall also be a Membership meeting in the summer. The time and place of such meetings shall be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Corporation shall be called by the president, upon the request of any 10 members, or by the remaining or surviving Board representatives pursuant to the provisions of Section 10 of Article VII. Special meetings may also be called at the discretion of the Board of Directors.

Section 3. Quorum. To constitute a quorum for the transaction of business at any Membership meeting of the Corporation, at least one-half of the Members shall be represented at the commencement of the meeting.

Section 4. Notice of Meetings. The Board of Directors shall give written notice to all Members of the date, time and place of all Membership meetings. Any notice issued with respect to an annual or regular Membership meeting shall also include a description of any matter or matters that must be

approved by the Membership or as to which approval from the Members is sought. Special Membership meeting notices shall include a description of the purpose or purposes prompting the special meeting. In the case of the annual meeting, such notice shall be given at least 30 days prior to the date thereof. Notice of all special meetings shall be given at least 30 days prior to the date thereof. In the case of an emergency as determined by the CCI Board President, notice will be given at least 10 days prior to the meeting.

A written floor resolution pertaining to a noticed policy issue or statement to be considered at a regular or special Membership meeting may also be considered by the Membership at such a Membership meeting, provided copies of any such resolution are distributed to all the representatives attending and provided such consideration is authorized by an affirmative vote of two-thirds of the Members represented at the Membership meeting.

Section 5. Electronic Participation in Membership Meetings. Member participation by audio-conferencing or other electronic means in annual, regular or special Membership meetings is allowed, subject to authorization by the Board of Directors consistent with policies adopted by the Board of Directors. The Board of Directors' decision to allow or disallow audio-conferencing or other electronic participation for a particular Membership meeting shall be final.

Section 6. Action to Support, oppose or stay neutral on state-wide initiatives and referenda as an organization shall be made by the membership at any membership meeting per section 4 of this article.

Section 7. General Membership Meetings Minority Report. With the concurrence of no less than 25% of the members attending a membership meeting, a minority report may be prepared and, if completed within ten days of the meeting, shall be incorporated into the minutes of the meeting. A minority report may not be used by staff to qualify or otherwise undermine a decision properly made at a membership meeting.

ARTICLE VII

Officers

Section 1. Officers of the Corporation.

The officers of the Corporation shall consist of a president, a president-elect, a secretary and a treasurer.

Section 2. Manner and Time of Election of Secretary and Treasurer. Nominees for the offices of secretary and treasurer shall be confined to persons holding the office of county commissioner, in counties or the elected equivalent in cities and counties having a population in excess of 50,000, and nominations for such offices can be made only by a representative of a county or city and county of such population. The Members having a population in excess of 50,000 shall then elect the secretary and treasurer at the annual conference from those nominated.

Section 3. Qualifications. The officers of the Corporation shall be persons holding the office of county commissioner in counties, or the elected equivalent in cities and counties, in the State of Colorado for a term of office which includes the year following the election provided for herein.

Section 4. Term. The term of each office shall commence at the close of the annual meeting and terminate at the close of the next succeeding annual meeting, unless sooner terminated by the Members at a special meeting called for that purpose or unless a vacancy occurs, in which case, the provisions of Section 10 below apply.

Section 5. President. The president shall be the person who served the prior year as president-elect. The president shall be the principal executive officer of the Corporation. He or she shall preside at all Membership meetings, at all meetings of the Board of Directors, and at all meetings of the Legislative Committee. He or she shall perform such other functions and duties as may be prescribed for him or her from time to time by the Board of Directors.

Section 6. President-elect. A president-elect shall be elected annually by the Board of Directors of the Corporation from the eligible district representatives on the Board. To be eligible to be nominated and serve as president-elect, an individual must be a district representative on the Board of Directors and be able within the parameters of local term limits to complete his or her term as president. The president-elect cannot be from the same CCI district as the president. The president-elect shall assist the president and in the absence of the president shall exercise the rights, duties, and privileges of the president.

Section 7. Secretary. The secretary shall be responsible for the keeping of the minutes of the meetings of the Board of Directors and shall give all notices required by these Bylaws or by order of the Board of Directors. He or she shall keep a record of the actions of all Membership meetings and shall perform such other duties as, from time to time, may be assigned to him or her by the president or by the Board of Directors.

Section 8. Treasurer. The treasurer shall have charge and custody and be responsible for all funds received by and payable by the Corporation and shall submit a financial report annually and as required by the Board of Directors.

Section 9. Dual Offices. No person shall hold more than one office. No two officers shall be from the same county.

Section 10. Vacancy.

(1) A vacancy in any office shall occur upon death, disqualification under the provisions of Section 3 of this Article, resignation, termination, or for other reasons. The filling of the vacancy in any office shall be subject to the provisions of Section 9 of this Article.

(2) Any vacancy occurring more than 90 days before the annual election shall be filled by an eligible authorized representative through appointment or appointments by the Board of Directors. Any vacancy in the office of secretary or treasurer occurring within 90 days of the annual election may be filled by the Board appointing a director to serve as acting secretary or acting treasurer until the annual election. Any vacancy in the office of president-elect shall be filled by the board appointing a person qualifying under Section 6. (3) Any appointments by the Board of Directors to fill vacancies to the office of secretary and treasurer occurring more than 90 days before an annual election under the provisions of this Section shall be made on the basis of the recommendation or recommendations from the Members having a population in excess of 50,000, as follows:

(a) All appropriate Members shall be given written notification of a specific vacancy or vacancies by the Executive Director and requested to submit a written

recommendation or recommendations to the Board of Directors of the name or names of one or more eligible authorized representative to fill each such vacancy.

(b) The recommendation or recommendations made by the appropriate Members shall be forwarded to the Board of Directors within 15 days of receipt of the notification provided in Paragraph (a). The affected Members shall make their recommendation or recommendations on the basis of a majority vote of all Members contained within the affected constituency. Such determination may be made by polling or in an assembled meeting.

(c) The person appointed by the Board of Directors shall serve in office until the next annual election, at which time such person may succeed himself or herself in office if nominated and elected at the annual meeting in accordance with the procedure provided in these Bylaws.

(4) A vacancy in the office of president shall be filled by the president-elect for the remainder of that term in office, after which the elevated president-elect shall serve the next annual term as president.

ARTICLE VIII District Designations

Section 1. Geographical Grouping. There shall be five districts within the territorial limits of the State of Colorado and each Member shall be included in only one such district. All counties with 50,000 population or more may participate in voting for the secretary and treasurer as provided in Article VII. The designated districts are as follows:

- (1) Eastern
- (2) Front Range
- (3) Mountain
- (4) Southern
- (5) Western

County assignments within CCI districts shall remain as designated January 1, 2003. (See addendum A.) Counties may, however, petition the CCI board for reassignment to a different district. Such requests must be made to the Board by the first day of October each year to be considered by the board no later than December 31 of the same year. The CCI Board of directors will confer with both affected districts prior to reassignment of a county.

Section 2. Grouping New Eligible Members In the event of the creation of a new county or new city and county, the Board of Directors shall determine the CCI district designation for any such new entity.

ARTICLE IX Board of Directors

Section 1. Composition. The Board of Directors of the Corporation shall consist of the officers of the Corporation, the immediate past president of the Corporation and a representative from each CCI district. (The president-elect shall serve as his/her district representative.) If death, non-occupancy of county or city and county elected office or any other circumstance prevents such service on the Board, the last past president eligible to be on the Board of Directors shall serve in

the place of the immediate past president. At the time of election of officers pursuant to Article VII, if the immediate past president will not be eligible to be on the Board of Directors in the following term, the immediate past president position shall be filled by the last past president eligible to be on the Board of Directors. The president of the Corporation shall serve as chair of the Board and the secretary of the Corporation shall serve the Board of Directors as secretary. No two directors on the Board may be from the same county.

Section 2. Manner and Time of Election of District Representatives to the Board of Directors. Each CCI district will elect a representative to the board of directors at their district meeting during the annual Membership meeting.

Section 3. Qualifications. The district representatives to the Board of Directors shall be persons holding the office of county commissioner in counties, or the elected equivalent in cities and counties, in the State of Colorado for a term of office which includes the year following the election provided for herein.

Section 4. Term. The term of each district representative shall commence at the close of the annual meeting and terminate at the close of the next succeeding annual meeting, unless sooner terminated by the Members at a special meeting called for that purpose or by the occurrence of any event triggering a vacancy as described by Section 5 below.

Section 5. Vacancy.

(1) A vacancy of a district representative position shall occur upon death, disqualification under the provisions of Section 3 of this Article, resignation, termination, or for other reasons. The filling of the vacancy in any office shall be subject to the provisions of Section 5 (2) of this Article.

(2) Any vacancy in the district representative to the Board occurring more than 90 days before the annual election shall be filled by an eligible authorized district representative through appointment or appointments by the Board of Directors.

(a) All counties in the appropriate district shall be given written notification of a specific vacancy by the executive director and requested to submit a written recommendation or recommendations to the Board of Directors of the name or names of one or more eligible county commissioners to fill such vacancy.

(b) The recommendation or recommendations made by the appropriate district shall be forwarded to the Board of Directors within 15 days of receipt of the notification provided in Paragraph (a). The affected district shall make their recommendation or recommendations on the basis of a majority vote of all counties contained within the affected constituency. Such determination may be made by polling or in an assembled meeting.

(c) The person appointed by the Board of Directors shall serve in office until the next annual election, at which time such person may succeed himself or herself in office if nominated and elected at the annual meeting in accordance with the procedure provided in these Bylaws in Article IX, Section 2.

Section 6. Vacancies - Catastrophes. Notwithstanding the provisions of Section 10 of Article VII, or of Section 5 of this Article, whenever, at any time more than 45 days before the annual election, a number of vacancies are created on the Board of Directors through any one or more of the causes expressed in Subsection (1) of Section 5 of this Article, which occur simultaneously or so nearly simultaneously that the quorum prescribed by Section 3 or Article IX cannot be attained, even with

all elected or appointed directors in attendance, the vacancies so created shall be filled in the following manner:

(1) The Executive Director, as defined in Section 7 of this Article, shall call the remaining or surviving directors into an emergency session, the quorum requirement prescribed by the Bylaws being dispensed with for the occasion.

(2) The directors so assembled shall select an acting chair, if neither the president nor the president-elect or officers remain or survive, and an acting secretary, if the secretary is no longer on the Board. They shall forthwith issue a call for the special Membership meeting to be held at a designated place and time, no later than 15 days following the call. The sole purpose of such Membership meeting shall be to nominate and elect persons to fill such vacancies.

(3) With the appropriate person presiding, as recognized under the provision of Subsection (2) of this Section, the Members assembled shall forthwith proceed to nominate and elect office by office, the requisite number of officers to fill such vacancies. Nominations shall be received from the floor for each office for which there is a vacancy. Nominations for offices can only be made by representatives from the district appropriate to the office to be filled (or from one of the counties with a population in excess of 50,000 as the case may be). Inasmuch as there is no automatic advancement under the circumstances invoking the exercise of this voting procedure, the appropriate constituency for nominating purposes is the constituency which has lost its representative on the Board of Directors and as to which loss the election for the particular office is being held. No nomination and election shall be held for the immediate past president's position on the Board, should there be such a vacancy, inasmuch as the provisions of Section 1 of Article IX control.

(4) Should the special election occur less than six months after the last annual election, the officers so elected shall continue in office until the next annual election. Should such election occur more than six months after the last annual election, the officers so elected, together with all other remaining or surviving directors, shall continue in office and as directors until the annual election in the year following the current year. In such latter event, the current year general election shall not be held.

Section 7. Executive Director. The Board of Directors shall appoint and employ an Executive Director of the Corporation. The Executive Director shall be responsible for the efficient administration of the affairs of the Corporation under the general direction of the Board of Directors. Except as otherwise specifically delegated to the secretary of the Corporation in these Bylaws, the Executive Director shall be responsible for preparing and maintaining any records and information required to be kept by the Corporation at the direction of the Board of Directors or pursuant to any law, and for authenticating the records of the Corporation.

Section 8. Meetings. The Board of Directors shall meet at the call of the president or at the call of any three members of the Board of Directors. The presence of sixty percent of the Directors shall constitute a quorum at any Board meeting.

Section 9. Duties. The Board of Directors shall manage the business and affairs of the Corporation. In the performance thereof, the Board shall possess all the powers granted to directors of nonprofit Corporations by Colorado law.

ARTICLE X
Budget and Assessments

Section 1. Budget and Annual Assessments. The Board of Directors shall annually prepare a tentative budget sufficient to meet the anticipated financial needs of the Corporation and, based on such budget and the assessed valuation and other factors related to the respective counties, prepare a schedule of recommended annual assessments against the Members. This tentative budget and annual assessment schedule shall be delivered to each of the Members by October 1 using the prior year's assessed valuation and other criteria determined by the Board of Directors. The tentative budget and recommended annual assessment schedule shall be presented for adoption and approval by the Membership at the annual meeting of the Corporation. Action taken thereupon at the annual meeting shall be binding upon every Member of the Corporation. The assessments so adopted and approved shall be due and payable on January 1. Failure on the part of any Member to pay its annual assessment or dues by or before February 15 shall be treated in accordance with the provisions of Article III (5), above.

Section 2. Budget Amendments. The budget may be amended from time to time, if, in the discretion of the Board of Directors, the interests of the Corporation will be served thereby. Written notification of such action, together with copies of the amendments, shall be delivered to all the Members.

Section 3. Special Assessments. The Board of Directors may, from time to time, as it determines to be in the best interests of the Corporation, make special assessments against the Members for expressly designated purposes.

Section 4. Annual Financial Audit. The Board of Directors shall contract with an independent, certified public accountant for an annual financial audit of the Corporation. The auditor's report shall be delivered to the chair of the Board of Commissioners of all Members as soon as practical after the Board of Directors has adopted the report.

ARTICLE XI
Committees and Sections

Section 1. General Provisions. There are hereby established a Bylaws Committee, a Legislative Committee and standing Steering Committees, including: Agriculture, Wildlife & Rural Affairs Committee; General Government Committee; Taxation & Finance Committee; Health & Human Services Committee; Land Use & Natural Resources Committee; Public Lands Committee, Transportation & Telecommunications Committee, Tourism, Resorts & Economic Development Committee and Justice & Public Safety Committee.

Section 2. Steering Committees. (1.) The chair and vice chair of Steering Committees shall be elected by the committee representatives at the first meeting of the committee in the year of the general election (even years) for two-year terms. For the 2013 calendar year, the chair and vice chair of each Steering Committee shall be elected by the committee representatives at the first meeting of the committee in 2013 for one year terms. Effective January 1, 2014, the chair and vice chair of each Steering Committee shall be elected by the committee representatives at the first meeting of the committee in 2014 for two-year terms. A person is not eligible to serve as a director and as the chair

or vice chair of any Steering Committee. A person shall be eligible to serve as chair or vice chair of a specific Steering Committee for a maximum of two consecutive two-year terms.

(2) Each Member shall appoint a representative to each Steering Committee. Each Steering Committee representative has one vote, which may be cast by the representative attending. The presence of representatives from any eleven Members shall constitute a quorum at any Steering Committee meeting.

(3) The Steering Committees shall review Member-adopted policy and provide direction on legislative issues within the assigned subject areas. The Steering Committees shall also study and make recommendations on issues related to assigned subject areas.

Section 3. Advisory and Ad Hoc Committees. The Board of Directors may, from time to time, establish advisory and ad hoc committees and sections when it determines it to be in the best interests of the Corporation. Ad hoc committees and sections shall report directly to the Board of Directors upon completion of their charged responsibilities. Unless otherwise provided in the Bylaws, the Committee makeup and the committee chair and vice chair shall be determined by the Board.

Section 4. Bylaws Committee. The Bylaws Committee shall be established each year at the summer conference to insure currency and, if necessary, shall review and recommend changes in the Bylaws to the Membership at any Membership meeting according to Article XIV. The committee shall consist of each district president and vice president and shall select its chair and vice chair at their first meeting of the year.

Section 5. Legislative Committee.

(1) The Legislative Committee is hereby created to develop proposed policy statements for consideration by the Membership and develop and adopt priorities for the legislative agenda of the organization. The Legislative Committee shall submit a written report to the Corporation office for Membership consideration.

(2) The Legislative Committee shall consist of one county commissioner from each Member, in the case of a City and County, the Mayor, or a Council Member.

(3) The president shall chair meetings of the Legislative Committee, which shall be held at the call of the president or at the request of any five Members. If the president has not appointed his or her county's representative to the Legislative Committee, he or she shall not be eligible to vote in matters before the Legislative Committee. All Legislative Committee meetings are open to all county officials.

(4) To constitute a quorum for the transaction of business at any Legislative Committee meeting, at least one half of the representatives on the Committee, or their temporary alternate representatives, must be present. Except as otherwise provided in Article V, Section 6 of these bylaws, a majority vote of representatives present and voting shall be required for action.

ARTICLE XII

Emergency Policy Provisions

Section 1. Legislative Direction. All official positions taken by staff on proposed legislation, either for or against, which is not covered by policy statements or resolutions, shall be authorized by the Executive Director by one of the following methods:

- (1) Discussion and authorization by the Executive Director on new legislation within committee policy statements or resolutions;
- (2) Positions taken by vote or by consensus of the appropriate Steering Committee, Legislative Committee, or Board of Directors. In emergency situations, the president or his/her designee, after consultation with the chair of the appropriate Steering Committee, will obtain by vote or consensus of the Steering Committee the position, if any, to be taken by staff. Ultimately, authority is vested with the general Membership;
- (3) When a policy position cannot be obtained because of the emergency nature of the legislation, or if there are conflicts on priorities or interpretation of policy among Steering Committees, the Board of Directors may take the necessary action to give the Executive Director appropriate direction for the staff to follow.

If any positions are taken or direction given under the provisions of this Section 1, the position or direction shall immediately be forwarded to all representatives on the Legislative Committee and to the chair and vice chair of the affected Steering Committee. Such notice shall be prior to making the position of direction public.

ARTICLE XIII Parliamentary Procedure

The latest edition of Robert's Rules of Order shall govern all deliberations during Membership meetings of the Corporation and its Committees, unless otherwise provided in these Bylaws.

ARTICLE XIV Bylaws Amendments

Section 1. At Meetings. The Bylaws may be amended at any Membership meeting of the Corporation by a two-thirds vote of the Members represented at such meeting; provided, however, that written notice of any proposed amendments shall be submitted to each Member at least thirty days prior to any Membership meeting at which the proposed amendments are to be considered.

Section 2. By Ballot. The Board of Directors may propose amendments to these Bylaws by submitting to all Members a ballot with the proposed amendment attached thereto. Such amendments shall be adopted by the affirmative vote of two-thirds of those Members voting thereon. To be counted, such ballots shall be returned within 45 days of such submittal.

These Bylaws were amended on December 11, 1974; November 16, 1977; December 10, 1982; November 22, 1985; November 17, 1989; December 7, 1990; December 6, 1991; June 11, 1992; December 3, 1992; June 10, 1993; June 23, 1994; December 1, 1994; June 15, 1995; September 22, 1995; June 26, 1996; June 12, 1997, July 1, 1998, and amended and restated as of June 9, 1999, June 10, 2003, June 8, 2004, November 29, 2005, June 5, 2012, June 3, 2014 and January 22, 2015.

CCI Bylaws

Addendum A

CCI District assignments as of January 1, 2003.

(As referenced in Article VIII, Section 1. Geographical Grouping.)

(Pueblo County moved from Front Range District to Southern District June 2005. Kiowa County moved to Southern District June 2007.)

Eastern District

Cheyenne
Elbert
Kit Carson
Lincoln
Logan
Morgan
Phillips
Sedgwick
Washington
Yuma

Front Range District

Adams
Arapahoe
Boulder
Broomfield
Denver
Douglas
El Paso
Jefferson
Larimer
Weld

Mountain District

Chaffee
Clear Creek
Custer
Eagle
Fremont
Gilpin
Grand
Jackson
Lake

Park
Pitkin
Summit
Teller

Southern District

Alamosa
Baca
Bent
Conejos
Costilla
Crowley
Huerfano
Kiowa
Las Animas
Mineral
Otero
Prowers
Pueblo
Rio Grande
Saguache

Western District

Archuleta
Delta
Dolores
Garfield
Gunnison
Hinsdale
La Plata
Mesa
Moffat
Montezuma
Montrose

Ouray
Rio Blanco
Routt
San Juan
San Miguel