

**ABC METROPOLITAN DISTRICT**  
**BOARD OF DIRECTORS POLICY MANUAL**

**TABLE OF CONTENTS**

|           |                               |    |
|-----------|-------------------------------|----|
| PART I    | General Rules.....            | 2  |
| PART II   | Basis of Authority.....       | 2  |
| PART III  | Board Structure.....          | 3  |
| PART IV   | Code of Ethics.....           | 4  |
| PART V    | Board Meeting Procedures..... | 7  |
| PART VI   | Board Meeting Conduct.....    | 8  |
| PART VII  | Parliamentary Procedure.....  | 10 |
| PART VIII | Remuneration.....             | 11 |

**BOARD OF DIRECTORS POLICY MANUAL**  
**OF THE**  
**ABC METROPOLITAN DISTRICT**

**PART I-GENERAL RULES**

**RULE I-1: Purpose**

The purpose of this Policy Manual is to provide guidelines for the conduct of the Board of Directors of the ABC Metropolitan District.

**RULE I-2: Suspension of Rules**

Any of the within rules not required by law may be suspended by a majority of the Board.

**RULE I-3: Alteration, Amendment or Repeal**

Any rule may be altered, amended or repealed at a duly noticed meeting by a majority vote of the Board.

**PART II - BASIS OF AUTHORITY**

**RULE II-1: Authority of the Board**

The Board of Directors is the governing authority of this District. Apart from his/her normal function as a part of this unit, or as directed by the Board, no Director may commit the District to any policy, act or expenditure. All powers, privileges and duties vested in or imposed upon the District shall be exercised and performed by and through the Board. The Board may delegate to officers, employees and agents of the District any or all administrative and ministerial powers.

**RULE II-2: Representation**

The Board of Directors as a whole should not represent any factional segment of the District, but rather represent and act for the District as a whole.

**RULE II-3: Governing Laws**

The Board of Directors shall comply with and be guided by applicable state laws and regulations including the Colorado Special District Act and applicable federal laws and regulations.

## **PART III - BOARD STRUCTURE**

### **RULE III-1: Officers**

Annually, at the first regular Board Meeting following the biennial election of Board Members, and during the same month in the following year, the Board shall select a President, Vice President, Secretary and Treasurer for the next for the next calendar year. \*alternative choices: {*The Treasurer need not be a member of the Board.*} {*The Manager shall perform the duties of Secretary to the Board.*}

### **RULE III-2: President**

The President (Chairman) shall perform the duties of presiding officer at all meetings of the Board of Directors and shall carry out the resolution and orders of the Board of Directors and perform such other duties as the Board of Directors prescribes.

The President (Chairman) shall be the Board's liaison to the Manager, and shall work with the Manager to develop the Board agenda prior to each Board meeting. The President (Chairman) shall convey the Board's actions and directions to the Manager, and shall monitor the Manager's progress on Board directives and policies.

The President is authorized to sign all official documents of the District.

### **RULE III-3: Vice President**

When the President resigns or is absent or disabled, the Vice President (Vice Chair) shall perform the President's duties. When the President disqualifies himself/herself from participating in an agenda item, the Vice President shall perform the duties of the presiding officer.

### **RULE III-4: Secretary**

The Secretary shall be a member of the Board, and shall be responsible for seeing that accurate minutes of Board meetings are kept and preserved.

### **RULE III-5: Treasurer**

The Treasurer need not be a member of the Board, and shall be responsible for seeing that appropriate financial procedures are in place, and that accurate financial records are kept. The Treasurer shall also be responsible to see that an annual budget is prepared and adopted pursuant to the provisions of the Colorado Budget Act. The Manager may be designated as the District Treasurer.

### **RULE III-6: Manager**

The Board may appoint a Manager or contract with an administrator to serve for such term and upon such conditions, including compensation, as the Board may establish. The Manager shall

have general supervision over the administration of the affairs, employees and business of the District and shall be charged with the hiring and discharging of employees and the management of District properties. The Manager shall have the care and custody of the general funds of the District and shall deposit or cause to be deposited the same in the name of the District in such banks or savings associations as the Board may select.

### **RULE III-7: Committees**

The Board may create standing or ad hoc committees at its discretion. Committee motions and recommendations shall be advisory to the Board and not commit the District to any policy, act or expenditure nor may any committee direct staff to perform specific duties unless authorized by the Board.

## **PART IV - CODE OF ETHICS**

### **RULE IV-1: Objectives**

The Board of Directors of ABC Metropolitan District is committed to providing excellence in legislative leadership that results in the provision of the highest quality services and representation on behalf of the District's constituents. In order to assist in the government of the behavior between and among members of the Board of Directors, the following guidelines are recommended:

**IV-1A Respect:** The dignity, style, values and opinions of each Director shall be respected.

**IV-1B Listening:** Responsive and attentive listening in communication is encouraged.

**IV-1C Representation:** The needs and desires of the District's constituents should be the priority of the Board of Directors.

**IV-1D Responsibility:** The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Routine matters concerning the operational aspects of the District are to be delegated to the District's Manager for implementation.

**IV-1E Attitude:** Directors should commit themselves to emphasizing the positive, avoiding double talk, hidden agendas, backbiting and other negative forms of interaction.

**IV-1F Issue Orientation:** Directors should commit themselves to focusing on issues and not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocs based on personalities rather than issues should be avoided.

**IV-1G Openness:** Different viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions. Once the Board of Directors takes action by majority vote, all Directors should support the action, and not

create barriers to the implementation of such action. There should be no minority opinions or individual disagreement with the action publicly expressed once District action is taken by the Board.

#### **RULE IV-2: Information**

Directors should abide by the following procedures:

**IV-2A Clarification:** In seeking clarification on informational and policy items, Directors should directly approach the Manager to obtain information needed to supplement, upgrade or enhance their knowledge to improve legislative decision making. It is preferred that such clarification is sought during Board meetings, where all Directors receive the same information.

**IV-2B Complaints:** In handling complaints from residents and property owners of the District, said complaints should be referred to the Manager. Board members should refrain from attempting to handle complaints without the involvement of the Manager.

**IV-2C Safety:** Items related to safety, concerns for safety or hazards should be reported to the Manager or to the District office. Emergency situations should be dealt with immediately by seeking appropriate assistance.

**IV-2D Policy:** In seeking clarification for administrative policy-related concerns, especially those involving personnel, legal action, land acquisition, finances, and programming, said concerns should be directed to the Manager.

#### **RULE IV-3: Interaction with Staff**

When approached by District personnel concerning specific District policy, Directors should direct inquiries to the Manager or the appropriate staff supervisor. **The chain of command should be followed.**

#### **RULE IV-4: Team Effort**

The smooth working of the District is a team effort. All individuals should work together in the collaborative process, assisting each other in conducting the affairs of the District.

#### **RULE IV-5: Constituent Requests**

When responding to constituent requests and concerns, Directors should be courteous, responding to individuals in a positive manner and routing their questions through appropriate channels and to responsible management personnel.

**RULE IV-6: Interaction with Manager**

Directors should develop a working relationship with the Manager wherein current issues, concerns and District projects can be discussed comfortably and openly. The Manager shall not play favorites among Board Members, but shall treat all Board Members equally, and with dignity and respect.

**RULE IV-7: Board as a Whole**

Directors should function as part of the whole Board. Issues should be brought to the attention of the Board as a whole, rather than to individual members selectively.

**RULE IV-8: Monitoring Progress**

Directors are responsible for monitoring the District's progress in attaining its goals and objectives, while pursuing its mission.

**RULE IV-9: Preparation**

Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors. Information may be requested from staff through the Manager, or exchanged between Directors between meetings, within the limits of the Colorado Open Meetings Act.

**RULE IV-10: Staff Notes**

Information that is exchanged before the meetings shall be distributed through the Manager, and all Directors will receive all information being distributed.

**RULE IV-11: Courtesy**

Directors shall at all times conduct themselves with courtesy to each other, to staff and to members of the audience present at Board meetings.

**RULE IV-12: Questions**

Directors shall defer to the President for conduct of meetings of the Board, but shall be free to question and discuss items on the agenda. All comments should be confined to the matter being discussed by the Board and avoid personal attacks and insinuations.

**RULE IV-13: Minutes**

Minutes shall include a summary of actions taken, including actual motions made and properly seconded, with the number of votes for and against, but shall not include the Directors voting for and against, unless a Director requests that the minutes reflect his or her vote on the motion.

Minutes shall list the Directors who are absent at the meeting, with a notation of whether the absence is excused or not excused, as determined by the Board.

Directors may request that brief comments pertinent to an agenda item (including, if desired, a position on abstention or dissenting vote) be included in the minutes of a meeting. Such a request shall be made only at the meeting that item is discussed.

#### **RULE IV-14: Conflict of Interest**

Directors shall abstain from participating in consideration of any item involving a legally prohibited conflict of interest. Unless such a conflict exists, however, Directors should not abstain from the Board's decision-making responsibilities, including voting on all action items.

### **PART V - BOARD MEETING PROCEDURES**

#### **RULE V-1: Regular Meetings**

Regular meetings of the Board of Directors shall be held (day, time, and place). The date, time, and place of regular meetings shall be reconsidered annually at the first meeting of the Board for that year.

#### **RULE V-2: Special Meetings (Non-Emergency)**

Special meetings (non-emergency) of the Board of Directors may be called by any Director by informing the other Directors of the date, time and place of such special meeting, and the purpose for which it is called, and by posting notice as provided in 32-1-903, C.R.S., and 24-6-402, C.R.S.

**V-2A: Agenda:** An agenda shall be prepared as specified for the regular and special Board meetings and shall be included with the notice of the meeting as posted 24 hours in advance of the meeting. The agenda shall include all items of business to be considered, as nearly as known at the time of the posting.

**V-2B: New Business:** Only those items of business listed in the call for the special meeting shall be considered at the special meeting.

#### **RULE V-3: Special Meetings (Emergency)**

In the event of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened immediate disruption of public facilities, the Board of Directors may hold an emergency special meeting without complying with the twenty-four (24) hour notice required above. An emergency situation means a crippling disaster which severely impairs public health, safety or both, as determined by the Manager and Board President or Vice President in the President's absence. An emergency meeting may be called by the Board President or any two Board Members. All members of the Board shall receive notice of such

meeting, as far in advance of the meeting as possible. Only items relevant and necessary to dealing with the emergency shall be considered at the emergency meeting.

**RULE V-4: Adjourned Meetings**

A majority vote by the Board of Directors may terminate any Board meeting at any place in the agenda to any time and place specified in the order of adjournment, except that if a quorum is lacking at any regular or adjourned meeting, the Manager may declare the meeting adjourned to a stated time and place, and he/she shall cause a written notice of adjournment to be given to those specified above.

**RULE V-5: Order of Agenda**

The presiding officer of the meeting described herein shall determine the order in which the agenda items shall be considered for discussion and/or action by the Board.

**RULE V-6: Meeting Room Preparation**

The President and the Manager shall insure that appropriate information is available for the audience at meetings of the Board of Directors, and that physical facilities for said meetings are functional and appropriate.

**RULE V-7: Motions and Resolutions**

All actions of the Board necessary for the governance and management of the affairs of the District shall be by passage of motions or resolutions.

**PART VI -BOARD MEETING CONDUCT**

Meetings of the Board of Directors shall be conducted by the President in a manner consistent with the policies of the District. *{The latest edition of Robert's Rules of Order, Revised shall also be used as a general guideline for meeting protocol.}* District policies shall prevail whenever they are in conflict with *{Robert's Rules of Order, Revised.}*

**RULE VI-2: Conduct Objective**

The conduct of meetings shall, to the fullest extent possible, enable Directors to consider problems to be solved, weigh evidence related thereto, and make wise decisions intended to solve the problems and receive, consider and take any needed action with respect to reports of accomplishments of District operations.

### **RULE VI-3: Public Input**

Provisions for permitting any individual or group to address the Board concerning any item on the agenda of a special meeting, or to address the Board at a regular meeting on any subject that lies within the jurisdiction of the Board of Directors, shall be as follows:

**VI-3A Time Limits:** The President, unless a majority of the Board objects, may allot a maximum amount of time for each speaker and a maximum amount of time to each subject matter.

**VI-3B Boisterous Conduct:** No boisterous conduct shall be permitted at any Board meeting. Persistence in boisterous conduct shall be grounds for summary termination, by the President, of the speaker's privilege of address.

**VI-3C Allegations:** No oral presentation shall include any charges or complaints against any District employee, regardless of whether or not the employee is identified in the presentation by name or by another reference which tends to identify. All charges or complaints against an employee shall first be submitted in writing to the Board of Directors.

### **RULE VI-4: Willful Disruption**

Willful disruption of any meeting of the Board of Directors shall not be permitted. If the President with the concurrence of the Directors finds that there is in fact willful disruption of any meeting of the Board, he/she may order the room cleared and subsequently conduct the Board's business, allowing only those persons who, in his/her opinion, were not responsible for the willful disruption to re-enter the meeting room before any further business is conducted.

**VI-4A New Business:** In such an event, only matters appearing on the agenda may be considered in such a session.

### **RULE VI-5: Quorum and Majority**

Action can only be taken by the vote of the majority of the Board of Directors present at the meeting, provided a quorum is present. One more than fifty percent of number of Directors holding office at the time represent a quorum for the conduct of business. A majority shall consist of one more than fifty percent of the Directors present and entitled to vote on an issue.

### **RULE VI-6: Abstentions**

Where a Director abstains in a vote because of a potential conflict of interest the Director shall be considered to be absent. Thus, action can only be taken by a majority of the Directors present, not counting the Director(s) abstaining because of a potential conflict of interest. Directors shall not abstain from voting for any other reason than potential conflict of interest.

## **RULE VI-7: Directions**

The Board may give directions which are not formal action. Such directions include the Board's directives and instructions to the Manager. The President shall determine by consensus a Board directive and shall state it for clarification. Should any two Directors challenge the statement of the President, a voice vote may be requested. A formal motion may be made to place a disputed directive on a future agenda for Board consideration, or to take some other action (such as to refer the matter to the Manager for review and recommendation, etc.). Informal action by the Board is still Board action and shall only occur regarding matters which appear on the agenda for the Board Meeting during which said informal action is taken.

## **PART VII - PARLIAMENTARY PROCEDURE**

### **Rule VII-1: Parliamentary Determinations**

The presiding officer shall preserve order and decorum and shall decide questions of order subject to appeal to the Board.

### **RULE VII-2: Call for Question**

A "call for question" shall be deemed a non-binding request that the presiding officer close debate and bring a motion to an immediate vote. The presiding officer may choose to continue discussion of the issue.

### **RULE VII-3: Motion to Close Debate**

The "motion to close debate", if seconded, shall be a non-debatable motion, and shall have precedence over any other motion except for a parliamentary inquiry, or a motion to adjourn. Should the "motion to close debate" pass by a majority vote, the presiding officer shall thereafter immediately call the question on the pending motion.

### **RULE VII-4: Reconsideration (Same Meeting)**

Any Director that voted on the prevailing side on a motion on an agenda item may move to reconsider that item at the same meeting. If seconded by any other Director and passed by majority vote, the effect of the motion is to vacate the earlier motion such that a new motion may be debated. The Board should not reverse a decision where the audience that provided public input to the initial action have departed.

### **RULE VII-5: Reconsideration (Subsequent Meeting)**

Any two Directors may request that an item resolved at an earlier meeting be added to the agenda of a subsequent meeting. The presiding officer may reject this request if no new information is presented to warrant further debate.

### **RULE VII-6: Motion to Continue**

Any Director may move that an item be continued to a specific future Board meeting even if a main motion is pending consideration. If such a motion is seconded and passed, all consideration on that item is halted until the subsequent meeting.

### **RULE VII-7: Motion to Table**

Any Director may move that an item be tabled for an indefinite time even if a main motion is pending consideration. If such a motion is seconded and passed, all consideration on that item is halted until the Director requests consideration on a subsequent agenda.

## **PART VIII - REMUNERATION**

### **RULE VIII-1: Board Meeting Compensation**

Board Members compensation shall be established by a Board resolution, as governed by 32-1-902 (3), Colorado Revised Statutes. Staff will provide for payment of Board meeting attendance compensation on a monthly basis as a function of the Board meetings attended by each Board member. The District will not compensate Board members for ceremonial events such as annual festivals where no business is conducted, even if notice of such meeting was posted.

### **RULE VIII-2: Board Member Expenses**

Board members that incur expenses for activities on behalf of the District at the request of the Board shall be reimbursed on the basis established under the District's Expenditure Control Guidelines.