

**BYLAWS
OF THE
REGIONAL TRANSPORTATION DISTRICT**

**ADOPTED JANUARY 15, 1970
AMENDED THROUGH JULY, 2004
AMENDED THROUGH FEBRUARY, 2005
AMENDED THROUGH FEBRUARY, 2007
AMENDED THROUGH FEBRUARY, 2008
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PREAMBLE

THE REGIONAL TRANSPORTATION DISTRICT was created pursuant to the authority conferred by Title 32, Article 9, C.R.S., 1973 (Senate Bill 309, Sessions Law of Colorado, 47th General Assembly, First, Regular Session, 1969), and is a governmental subdivision of the State of Colorado, with those powers specifically granted and those reasonably implied therefrom and necessary or proper to carry out the objects and purposes of the District.

The authority to adopt bylaws is expressly conferred by Section 114, Paragraph 1 (b) of the Act. Some rules governing the internal affairs of the Board of Directors are contained in the Act, while others, by delegation, are to be established by the Board. For convenience of reference, those, which are contained in the Act, together with those, which are adopted by virtue of the delegated authority, are combined in these bylaws. No omission, nor anything contained in these bylaws shall be construed as an alternation or deviation from any grant of power, duty, or responsibility or a limitation or restriction imposed upon the Board by virtue of the provisions of Title 32, Article 9, C.R.S., 1973, as it now exists or may hereafter be amended.

ARTICLE I

DEFINITIONS

The terms "district," "board," "director," "publication," "mass transportation system," and other terms defined in Section 103 of the Regional Transportation District Act, whenever used in these bylaws, or any amendment, shall have the same meaning as in said Section 103 unless the context clearly indicates a different meaning.

ARTICLE II

BOARD OF DIRECTORS

All powers, privileges, and duties vested in or imposed upon the District bylaws shall be exercised and performed by and through the Board, whether set forth specifically or implied in these bylaws. The Board may delegate to officers and employees of the District any or all executive, administrative, and ministerial powers.

ARTICLE III

OFFICE

The Board may designate and locate and relocate its executive and business office and such other offices or divisions as in its judgment are needed to conduct the business of the District.

ARTICLE IV

MEETINGS

Section 1. **REGULAR MEETINGS.** Regular meetings of the Board shall be held on the third Tuesday of each month, unless otherwise set by the Board. Such meetings shall be held at the time and place set by the Board.

Section 2. **SPECIAL MEETINGS.** Special meetings may be called by the Chair of the Board whenever, in his or her opinion, such a meeting is necessary or desirable, or whenever the same is requested in writing of the Chair by three or more members of the Board.

Section 3: **ANNUAL BOARD ADVANCE PLANNING MEETING**

At the beginning of each year, the Board will schedule an annual Board Advance Planning Meeting ("Retreat") lasting one or two days for the

purpose of strategic planning and establishing annual Board priorities. The schedule for the annual Board Advance Planning Meeting will provide sufficient time to incorporate the meeting outcomes into initial phases of the District's budget planning cycle.

Section 4. **PUBLIC MEETINGS.** All meetings of the Board shall be held within the District. When there is a legitimate business need to conduct business in a location outside of the District, a Committee or Task Force may agree to meet outside the District. Such meeting of a Committee or Task Force shall be conducted in such a manner that allows for public participation and shall be open to the public. The Board, or a Committee, or Task Force may meet in executive session upon a vote of a majority of the authorized members of the board, committee, or task force for the purpose of considering matters for which executive session is authorized under Colorado law. However, no vote or other formal action shall be taken in any session that is closed to the general public.

Section 5. **NOTICE OF MEETINGS.**

- a) Notice of regular Board meetings shall be in writing and shall be delivered, faxed, emailed or provided by other electronic means, or sent by first class mail, postage prepaid, to each Director at his or her last known address as shown by the records of the District. Such

notices shall be delivered, faxed, emailed or provided by other electronic means to the Directors or be deposited in the United States mails at least four days prior to the day of the regular meeting.

- b) Notice of special Board meetings shall be given to each Director at least twenty-four hours before the meeting. Notice shall be either oral or written. Oral notice shall be given face-to-face or by telephone. Written notice may be given by mail, fax, email or other electronic means or personal delivery. Notice of all meetings shall be posted at least twenty-four hours prior to the holding of a meeting in the public place designated annually by the Board for the posting of notices.
- c) The notice shall contain the following information: 1) the date, time, and place of the meeting; and 2) the agenda for said regular meeting, or the purpose or purposes for which a special meeting is called. Special meetings of the full Board shall be limited to the purpose or purposes set forth in the oral or written notice.

Section 6. **RECESSES AND ADJOURNMENTS.** Nothing herein contained shall be construed to prevent the recess or adjournment of a regular or special meeting to any place within the District designated by the Board of Directors.

Section 7. **WAIVER OF NOTICE.** No notice to Directors shall be required when all of the Directors waive notice or acknowledge receipt of a notice and consent on the records of the meeting to the holding of such a meeting. Such meeting shall be valid for all purposes and any action may be taken.

ARTICLE V

CONDUCT OF BUSINESS

Section 1. **QUORUM.** No business of the Board of Directors shall be transacted except at the regular or special meeting at which a quorum consisting of a majority of the total membership of the Board is present.

Section 2. **VOTING REQUIREMENTS.**

- a) The affirmative vote of at least eight Directors present and voting shall be required for any action of the Board, except as provided in these bylaws or as required by law.
- b) A smaller number of Directors than a quorum may adjourn from time to time and may compel the attendance of absent members in such manner and under such penalties as the Board of Directors, by resolution, may provide.

Section 3. **THE REGULAR BOARD MEETING AGENDA.**

- a) All Board agenda requests shall be channeled through the Executive Director to the Board, who shall keep track of the date and time that requests are received.
- b) All agenda items require approval from one of the Standing Committees as well as the Executive Committee. At least three Board members) may add an item or items to the agenda by providing written notification to the Chair and the Executive Director to the Board. These notifications must be received prior to noon on the Thursday preceding the regular Tuesday night Board meeting. Should items of an emergency nature arise after the meeting of the Executive Committee, the placement of those items will be at the Chair's discretion.
- c) Agenda items will be listed in the following order:
 - 1) Items from the General Manager
 - 2) Items that were held over or tabled from a previous meeting.
 - 3) Items from committees
 - 4) Items from groups of three Board members in the order they were received.

Section 4. **ORDER OF BUSINESS.** The business of all regular meetings of the Board shall be transacted as far as practicable in the following order, with the provision that the Chair may, in his or her

discretion, permit comments and questions from the public out of order at any time:

- 1) Call to order
- 2) Roll call of members and determination of quorum
- 3) Comments and questions from the public
- 4) Approval of meeting minutes from previous meeting(s)
- 5) General Manager's report
- 6) Unanimous Consent Agenda
- 7) Recommended actions
- 8) Unfinished business
- 9) New business
- 10) Executive Session
- 11) Adjournment

An item not previously considered shall be added to the agenda by two-thirds (2/3) vote of those Directors present, providing a quorum exists.

At any meeting where reports are entered into the record, such reports entered into the record shall be deemed to be accepted by the Board of Directors.

At any meeting where officers are to be elected or a new member is to qualify, such matters shall be considered immediately following the roll call and determination of quorum.

The order of business shall adhere to the items set forth in the agenda, unless modified by the Chair if there is no objection from a majority of those Directors present and voting, or by a two-thirds (2/3) majority of Directors present and voting, which agenda shall have been delivered, faxed, emailed or provided by other electronic means or mailed as set forth in Article IV, Section 4.

Section 5. **RESOLUTIONS AND ACTIONS – VOTE RECORDED.**

Each and every Legislative act of the Board of a general or permanent nature shall be by the passage of a resolution or other Board Action upon a roll call vote by the Executive Director to the Board and the ayes and nays recorded. The title of any resolution appearing thereon shall not be deemed a part of the resolution, and any resolution may pertain to more than one subject.

- a) All resolutions submitted to the Board of Directors shall be read in full before a vote is called for, except that whenever a draft resolution is circulated among the members of the Board of Directors prior to any regular or special meeting,
- b) The reading of such draft resolution may be waived. If any Director requests that all or any part of the draft resolution be read, the Chair shall so order.

- c) All other action by the Board may be taken by motion adopted by voice vote, show of hands, electronic vote or rising, as determined by the Chair. However, any member may demand a roll call on any vote.

Section 6. **RECORDS**. All resolutions, as soon as practicable after their passage, shall be recorded in a book kept for that purpose and authenticated by the signature of the Chair presiding at their passage or the Chair *Pro Tem* present at their passage and attested by the Secretary or Assistant Secretary. A record shall also be made of all other proceedings of the Board including Board Actions, minutes of the meetings, reports entered into the record, certificates, contracts, bonds given by officers, employees, and any other agents of the District, and all corporate acts. Said records shall be public records and shall be open for inspection as required by law.

ARTICLE VI

COMMITTEES OF THE BOARD

Section 1. **STANDING COMMITTEES**. The following committees are designated as "standing committees" of the Board of Directors. Each year the newly elected Chair of the Board will appoint Directors to standing committees and name the Chair and Vice-Chair of each committee, with the exception of the Executive Committee which is made up of Board officers.

Each member of the Executive Committee will be assigned to a different standing committee, and may serve as that committee's liaison to the Executive Committee on an as-needed basis.

Any Director is welcome to attend any committee meeting, but the actual Directors assigned to that committee will determine a quorum. All Standing Committees, other than the Executive Committee and the General Manager Oversight and Performance Management Committee, will be committees of the whole. As to all Board committees of the whole, a quorum will be reached with five members participating. Board agenda items require getting approval from one of the Standing committees or the Executive Committee, or by having three Board members request an item be added by following the procedures outlined in Article V, Section 3 (b).

Government Relations Committee. This committee's function shall be to recommend legislation or to review and evaluate pending legislation, local, state and federal, and recommend action to the Board to direct RTD's lobbyists to advocate, oppose or monitor individual bills.

Administration/Finance and Audit Committee. This committee will deal with all administrative and financial matters including, but not limited to, the budget, monthly financial statements, human resource policies and

determination of fiscal impact of all Board actions. The Audit sub-committee will become a part of the Administration/Finance Committee and will report out at least quarterly as an item on the agenda.

Operations/Customer Services Committee. This committee will deal with all operations matters that include both non-contracted and contracted services. Such services include, but are not limited to, recommendations for equipment purchases for buses and light rail; union issues; and issues associated with the provision of contracted services provided pursuant to C.R.S. 32-9-119.5, "Competition to provide vehicular service within the regional transportation district." Contracted services can include contracted fixed route service, ADA complementary paratransit services (*i.e.*, access-a-Ride) provided by RTD pursuant to the Americans with Disabilities Act (ADA), and such other contracted services as the district may choose to provide. Additionally, this committee will deal with all advertising, marketing, pass sales, customer service, service changes and the TIC as well as media issues.

Planning and Development Committee. This committee will deal with all Planning and Development issues including all corridors either in planning or construction, all RTD facilities and land acquisitions and will determine the fiscal impact of corridor planning and implementation which shall be included

in the budget; and or transit oriented development program as applicable and reviewed by the Finance and Administration Committee.

FasTracks Committee. This committee will deal with all issues related to the successful implementation of the FasTracks program including the FasTracks elements of rapid transit, Denver Union Station (DUS), timed transfer centers, Park-n-Rides, and transit technologies. The FasTracks Committee will also address issues related to public-private partnerships or other innovative financial solutions for the FasTracks program.

General Manager Oversight and Performance Management Committee

This committee will have ongoing responsibility and accountability for oversight and management of the General Manager's employment contract, compensation package, and annual comprehensive performance evaluation, and additional duties as may be assigned by the Board in the event of the need to replace the General Manager. This committee also will have responsibility for obtaining an external audit that validates the financial implications of changes affecting the General Manager's contract or compensation package, and will submit the external audit report to the full Board as soon as reasonably practicable thereafter. This committee will establish an ongoing planning calendar for the General Manager's annual

performance evaluation and annual review of the General Manager's contract.

Executive Committee. This committee shall be composed of the five officers of the RTD Board who are elected annually by the Board of Directors at its first regular meeting in January of each year, (*i.e.*, the Chair, the First Vice-Chair (Chair *Pro Tem*), the Second Vice-Chair, the Secretary and the Treasurer.) Three (3) members shall constitute a quorum. The committee's function shall be to review and establish the agenda for each regular meeting of the Board of Directors in accordance with Article V, Section 3 of these bylaws, and to advise the Chair on other matters as may come before the committee.

Any member of the Executive Committee is an authorized signatory for RTD agency-issued checks over \$100,000 per the annually approved Bank Account Signature Authorization Agreement, and in accordance with audit guidelines. The Chair or any member of the Executive Committee is authorized to review and approve the expense reimbursements and travel requests for fellow Board members, in accordance with Board approved policies on travel and reimbursement. The Chair or any member of the Executive Committee also is responsible for reviewing and approving the General Manager's expenses, including, but not limited to, PCard usage, travel and time off, in accordance with the guidelines provided in the RTD

Management Directive B-3 or as it may be supplemented or changed from time to time.

Section 2. **OTHER COMMITTEES**. The Chair of the Board of Directors may establish and appoint such other special and/or *ad hoc* committees as he or she deems appropriate, including designating the Chair of any such special and/or *ad hoc* committees. All such special and/or *ad hoc* committees shall automatically dissolve at the expiration of the term of office of the Chair of the Board.

ARTICLE VII

OFFICERS AND PERSONNEL

Section 1. **QUALIFICATIONS**. District Board members shall be electors who reside within the District and each Director shall reside within the Director District from which he or she is elected or appointed.

Section 2. **PROCESS FOR ANNOUNCING INTENTION TO RUN FOR A BOARD OFFICER POSITION**. Board members who are interested in running for a Board officer position will follow the process as defined and agreed upon by the full Board for declaring their candidacy.

Section 3. **TERMS OF OFFICE.** The terms of office of the initial District Directors as specified in the Regional Transportation District Act as amended shall be for the periods set out in the act, or until their successors have been chosen and qualified.

Section 4. **ELECTION OF OFFICERS.** At the first regular or special meeting of the Board of Directors in January of each year, the Board shall elect from its membership a Chair, a First Vice Chair (Chair *Pro Tem*), a Second Vice Chair, a Secretary and a Treasurer. These officers shall serve until their successors have been elected, unless their term of office as a Director has expired, or unless removed from Board office, pursuant to Article VI, Section 9. The officers shall be elected by an affirmative vote of at least eight (8) members of the Board. If two or more candidates are nominated for the office, the vote shall be by secret ballot and the Chair shall appoint two Board members who are not candidates for that office to count the votes and report on the election results. In the case of a single nominee for an office, the vote may be by voice.

Section 5. **THE CHAIR.** The Chair shall preside at all Board meetings. Except as otherwise authorized by action of the Board, the Chair shall sign all contracts, deeds, notes, debentures, warrants, and other instruments on behalf of the District. The Chair is the first point of contact to the General

Manager on matters related to the District's business, personnel matters or in the execution of his duties. The Chair will facilitate ongoing meetings with the General Manager to ensure the Board is kept informed about important issues in a timely manner. The Chair will work with the General Manager Oversight and Performance Management Committee to provide performance evaluation on an annual basis for the General Manager and the Executive Director of the Board. The Chair is the direct supervisor of the Executive Director to the Board and is authorized to give day-to-day direction. The Chair, with the consent of the Executive Committee, is also authorized to give merit increases, if warranted, to Board office staff on an annual basis.

Section 6. **THE FIRST VICE-CHAIR (CHAIR *PRO TEM*) AND THE SECOND VICE-CHAIR**. The First Vice Chair (Chair *Pro Tem*) shall preside at all meetings, during the absence from the District of the Chair; and in the case of a vacancy in the office of Chair, shall serve as Chair until such time as the Board shall elect a new Chair. The Second Vice Chair (acting as Chair *Pro Tem*) shall preside at all meetings, during the absence from the District of both the Chair and the First Vice Chair (Chair *Pro Tem*); and in the case of a vacancy in the offices of both the Chair and the First Vice Chair (Chair *Pro Tem*), shall serve as Chair until such time as the Board shall elect a new Chair.

Section 7. **THE SECRETARY.** The Secretary shall be responsible for keeping the records of the District, for the recording of all votes, and shall see that the proceedings of the Board are recorded in a minute book kept for that purpose, which shall be an official record of the Board; and shall perform all duties incident to that office and as required by the Regional Transportation District Act. He or she shall be custodian of the seal for the District and shall have power to affix such seal to all contracts and instruments authorized to be executed by the District. The seal and official records shall be maintained in the office of the District. Whenever the Secretary is absent from any meeting, the Chair may appoint a Secretary *Pro Tem* for said meeting. The Board may delegate such responsibilities and duties as deemed necessary or desirable to one or more Board Office or other RTD Staff who need not be Directors.

Section 8. **THE TREASURER.** The Treasurer shall supervise the financial records of the District and perform such other duties as are normally performed by treasurers and those specifically assigned or delegated by the Board of Directors. The Board may delegate such responsibilities and duties as deemed necessary or desirable to one or more Assistant Treasurers who need not be Directors.

Section 9. **VACANCIES**. Any vacancy occurring in a Board-elected office shall be filled for the un-expired term in the same manner as is provided for the selection of full term officers.

Section 10. **REMOVAL OF OFFICERS**. Any officer elected to an office by the Board may be removed from office by the Board upon the affirmative vote of ten (10) Directors. Such action shall be initiated by a motion made at a regular meeting, but the vote shall not be called for until the next regular meeting or at a special meeting called for the purpose of considering such motion. The Secretary shall cause to be delivered or shall mail a copy of the resolution to the affected Director at least seven (7) days prior to the meeting at which the motion is to be voted upon. The vote shall be by secret ballot and the Chair shall appoint two Board members other than officer being voted upon to count the votes and report on the results.

Section 11. **ADDITIONAL DUTIES**. The officers of the Board shall perform such other duties and functions as may from time to time be required by the Board, or by the bylaws and rules and regulations of the District.

Section 12. **THE GENERAL MANAGER**. The Board shall appoint a General Manager who shall serve for such term and upon such conditions,

including salary, as the Board of Directors, from time to time, may establish by resolution. The Board shall enter into an employment contract with such General Manager which shall specify the terms and conditions of his or her employment. The General Manager shall have the following powers, duties and responsibilities:

- a) The active, general management of the business of the District, consistent with the purposes and the general policies of the District as expressed in the resolutions and actions of the Board of Directors, and the law under which the District is organized;
- b) Maintenance of financial records and books of account, and preparation of a monthly financial statement;
- c) The hiring, discharge, and general superintendence and direction of all employees of the District, consistent with the purposes and the general policies of the District as expressed in the resolutions and actions of the Board of Directors to the end that qualified individuals are employed when and as needed and that their respective duties are properly performed, provided, however, that the hiring and discharge of employees by the General Manager shall not be based on race, creed, color, national origin, ancestry, religion, marital status, sexual orientation, being a disadvantaged person, or eligibility for veteran's

preference under federal civil service laws or regulations, sex, age, or on political services or affiliations, but shall be based upon their respective qualifications and capabilities in accordance with affirmative action policies adopted by the District and all applicable statutes, rules, and regulations relating to equal opportunity in employment.

- d) Reporting to the monthly meeting on the operations and progress of the projects of the District and upon all other matters within his or her knowledge which may be of concern to the Board of Directors of the District;
- e) Directing the work and reviewing all monthly progress estimates of all Consultants, Contractors, and others doing business with the District, taking such action as is indicated, including approval for payment.

Section 13. **OATH OF OFFICE**. Each member of the Board, before assuming the responsibilities of his or her office, shall take and subscribe an oath of office administered by such person or persons designated by the Board of Directors in substantially the following form, to wit:

OATH OF OFFICE

OF

DIRECTOR

I, _____, do solemnly affirm/(optional)swear ,
that I am an elector who resides at _____,
which is within the Regional Transportation District and within Director
District _____, _____ County from which I was
elected/appointed; that I will support the Constitutions of the United States
and of the State of Colorado, and that I will faithfully perform the duties of
the office of Director of the Regional Transportation District to which I have
been elected/appointed.

STATE OF COLORADO)

) ss.

_____ AND COUNTY OF _____)

Subscribed and sworn to before me this _____ day of
_____, _____.

My commission expires: _____

Section 14. **INDEMNIFICATION**. Each Director and Officer of the District, while serving in his or her official capacity or after expiration of his or her official capacity, shall be indemnified by the District against all costs and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she may be involved or to which he or she may be made a party by reason of his or her being or having been such Director or Officer, except in relation to matters as to which he or she shall be finally adjudged in such action, suit, or proceeding to be liable for willful or wanton negligence or intentional misconduct in the performance of his or her duty. A Director and Officer of the District, while serving in his or her official capacity or after expiration of his or her official term, may be indemnified for all costs of defense and payments of settlements or judgments for claims of willful and wanton conduct including punitive damage claims if the Board by resolution adopted at an open public meeting determines it is in the public interest to do so. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled as a matter of law or agreement.

Section 14. **COMPENSATION OF DIRECTORS**. Each member of the Board of Directors shall receive monthly, as compensation for his or her

services, a monthly Director fee of one-twelfth of the annual amount authorized by law.

ARTICLE VIII

BUSINESS ADMINISTRATION

Section 1. **FISCAL YEAR**. The fiscal year of the District shall commence on January 1 and end on December 31 of each year.

Section 2. **BUDGET PROCESS**. A committee shall be responsible for development and recommendation to the Board of the annual budget of the District and such other matters as may be assigned to it by the Chair or by the Board of Directors.

Section 3. **PRELIMINARY BUDGET**. The General Manager, with the advice and counsel of the appropriate Committee, shall prepare annually a preliminary budget, including therein operation and maintenance expenses, debt service, and any provision for capital expenditures for the ensuing fiscal year. In the preparation of each such preliminary budget and every annual budget the classifications and divisions into which such budget shall be divided shall comply with the requirements of any relevant contract or as otherwise provided by law. Any preliminary budget and any annual budget

may set forth such additional material as the Board of Directors may determine. Every preliminary budget and every annual budget shall also set forth a statement of the sources of funds to be available to defray such expenditures.

Section 4. **HEARING ON BUDGET**. The Board of Directors shall hold a public hearing, at such time as shall be determined by contract, or by resolution. The holder of any security issued by the District or an elector of the District may appear in person or by agent or attorney and may present any objections he may have to the final adoption of the budget for such fiscal year. Notice of the time and place of such hearing shall be published at least once in the official newspapers of the District at least ten (10) days before such hearing, and copies thereof shall be served upon other interested parties as shall be provided by law, contract, or any other action of the Board of Directors. Notice shall be published in substantial compliance with the Colorado statutes.

Section 5. **ADOPTION OF ANNUAL BUDGET**. On or before the first day of November preceding each fiscal year, the Board of Directors shall finally adopt the annual budget for such next succeeding fiscal year. Copies of the annual budget shall be filed in the office of the District and with the designated State officials in compliance with the Colorado statutes, and

furnished to any interested party upon request, or as may be required by contract, or otherwise directed by the Board of Directors.

Section 6. **QUASI-ANNUAL BUDGET**. If for any reason the Board of Directors shall not have adopted the annual budget on or before the first day of November preceding any fiscal year, the preliminary budget for such year (if approved in conformance to any contract or formal action of the Board or otherwise) the Budget for the preceding fiscal year shall be deemed to be in effect for such fiscal year until the annual budget for such fiscal year is adopted.

Section 7. **AMENDMENT OF ANNUAL BUDGET**. The District may adopt an amended annual budget when reasonable and necessary, subject to any contractual conditions or requirements existing at the time the need for such amendment arises.

Section 8. **APPROPRIATING RESOLUTION**.

- a) At a regular meeting held on or before December 31, the Board of Directors shall enact a resolution making appropriations for the fiscal year beginning January 1, next. The amounts appropriated for the several offices, departments, and other spending agencies shall not

exceed the amounts fixed therefore in the budget adopted pursuant to Section 5.

- b) 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 allocated in the amounts and according to the funds specified in the budget for the purpose of meeting the expenditures authorized by the appropriation resolution.
- c) The Board of Directors may make an appropriation to and for a contingent fund to be used only in cases of emergency or other unforeseen contingencies.

Section 9. **FAILURE TO MAKE APPROPRIATION.** If at the termination of any fiscal year, the appropriations necessary for the support of the District for the ensuing fiscal year shall not have been made, then ninety percent of the several amounts appropriated in the last appropriation resolution for the objects and purposes therein specified, so far as the same shall relate to the operation and maintenance expenses, shall be deemed to be appropriated for the several objects and purposes specified in the last appropriation resolution.

Section 10. **NO CONTRACT TO EXCEED APPROPRIATION.** Neither the Board of Directors nor any officer or employee shall have authority to make any contract, or otherwise bind or obligate the District to any liability to pay any money for any of the purposes for which provision is made in the appropriation resolution in excess of the amounts of such appropriations for any such fiscal year. Any contract, verbal or written, contrary to the terms of this section shall be *void ab initio*, and no District funds shall be expended in payments of such contracts.

Section 11. **CONTINGENCIES.** In cases of emergency caused by an act of God or the public enemy or some contingency which could not reasonably have been foreseen at the time of the adoption of the budget, the Board of Directors may authorize the expenditure of funds in excess of the budget, by resolution duly adopted by a two-thirds vote of the entire membership of the Board of Directors. Such resolution shall set forth in full the facts concerning the emergency. In any year which the budget has been filed with designated State officials in compliance with the Colorado statutes, a certified copy of the emergency resolution shall be filed with the said State officials by the General Manager.

Section 12. **ANNUAL AUDIT.** The Board of Directors shall cause an examination of the District's financial statements to be made in accordance

with generally accepted auditing standards following the end of each fiscal year. One certified copy of said audit shall be filed with the office of the state Auditor. The audit shall be performed by an independent Certified Public Accountant retained by the Board of Directors at its sole discretion for this or any other purpose it deems necessary. The auditor shall provide a signed auditor's opinion as to the fair presentation of the financial position of the District, the results of RTD operations and changes in its financial position for the fiscal year ended. The Board of Directors shall cause such other audits to be made as it deems necessary, utilizing the Internal Audit staff or independent auditor as it alone shall determine.

Section 13. **LEGAL COUNSEL.** The Board of Directors shall have the authority to retain attorneys as legal counsel to the Board at its sole discretion under whatever arrangement it sees fit to negotiate. Such legal counsel may be called upon as needed by the Board to provide whatever counsel it deems necessary in order to properly perform its duties.

Section 14. **CONSULTANT/CONTRACTOR SELECTION AND TENURE.** The selection of those Consultants, Contractors, Accountants, Attorneys and Professional Agents of the District who are not employees of the District by the Board, or any committee or officer designated so to do, shall not be based on race, creed, color, national origin, ancestry, religion, marital status,

sexual orientation, being a disadvantaged person, or eligibility for veteran's preference under federal civil service laws or regulations, sex, age, or on political services or affiliations, but shall be based upon their respective qualifications and capabilities with policies adopted by the District, such as but not limited to Affirmative Action Policies and DBE/SBE Policies and all applicable statutes, rules, and regulations relating to equal opportunity in employment.

Those selected shall hold their offices during the pleasure of the Board, but termination of investment bankers for convenience and not for default shall occur only on the affirmative vote of at least 10 Board members. Contracts for such services may be entered into on such terms and conditions as to the Board may seem reasonable and proper.

ARTICLE IX

OFFICIAL NEWSPAPERS

Section 1. **OFFICIAL NEWSPAPERS**. The Board shall periodically select at least one (1) official newspaper of the District within each of the respective Counties and Cities and Counties within which the District is situated, and said newspapers shall be used for the official publications of the District.

Section 2. **ADDITIONAL NEWSPAPERS**. The Board may, if it deems it to be in the public interest, direct the use of additional newspapers for official publications, provided that such newspapers are published and circulated within the District.

ARTICLE X

CORPORATE SEAL

The seal of the District shall be a circle containing the name of the District, which shall be used in such manner as seals generally are used by public and private corporations. The Secretary shall have official custody of the seal and shall be responsible for its safekeeping and use.

ARTICLE XI

POTENTIAL CONFLICT OF INTEREST

Section 1. **REFRAIN FROM PARTICIPATION**. Any Director who is present at a meeting at which any matter is discussed in which he or she has, directly or indirectly a private pecuniary or property interest shall declare that he or she has a potential conflict and shall refrain from advocating for or against the matter, and shall not vote in respect to such

matter. If a Director is aware of a conflict as it is defined by these Bylaws, the RTD Code of Ethics, or State Law, the Director should recuse himself or herself from ALL DEBATE and the Director will be asked to exclude him or herself from executive session in which the matter is discussed.

Section 2. **OFFICIAL INTEREST ONLY**. No Director, nor any employee or agent of the District, shall be interested in any contract or transaction with the District except in his or her official representative capacity, or as provided in his or her contract of employment with the District.

Neither the holding of any office of employment in the government of any municipality or other public body or the Federal Government, nor the owning of any property within the State of Colorado shall be deemed a disqualification for Directorship or employment by the District, nor a disqualification for compensation for services as a Director, or as an employee or agent for the District.

ARTICLE XII

POWERS OF THE DISTRICT

Without prejudice to the general powers conferred by law and by Article II of these bylaws, it is hereby expressly declared that the Directors shall have the following powers and duties:

- a) From time to time to make and change rules and regulations, not inconsistent with law or these bylaws, for the management of the business and affairs of the District and the conduct of Board, Committee, and Task Force meetings.
- b) To determine and designate, except as otherwise provided by law or these bylaws, who shall be authorized to make purchases, negotiate leases and contracts, sign receipts, endorsements, checks, releases, and other documents.
- c) To create standing or special committees and delegate such power and authority thereto as the Board deems necessary and proper to the performance of its functions and obligations.
- d) To create advisory committees made up of both Directors and non-members of the Board of Directors, and specifically to create an advisory committee made up of former Directors who shall meet not less than once a year.
- e) To prepare a certified annual financial report covering each year's activities. Said report shall be submitted to the Board and made available to the public on or before July 31 of the ensuing year.

ARTICLE XIII

PARLIMENTARY AUTHORITY

The current edition of Robert's Rules of Order newly revised shall govern parliamentary procedure, except as herein provided, or as otherwise provided by law.

ARTICLE XIV

PRIVATIZATION AND EMPLOYEE LAYOFFS

The Board of Directors shall not recommend what is commonly known as privatization except with the proviso that no individual employee shall be deprived of his/her employment at RTD as a consequence of such privatization.

ARTICLE XV

MODIFICATION OF BYLAWS

These bylaws may be amended by at least eight Directors present and voting affirmative at any regular meeting of the Board of Directors or at any special meeting of the Board called for that purpose, provided that in either instance notice of proposed revisions or amendments has been delivered, faxed or mailed to each Director not less than ten (10) days prior to the meeting at which such revisions or amendments are considered.

The foregoing are the official bylaws of the Regional Transportation
District as of August 30, 2012.

Lee Kemp
Chair of the Board of Directors

Angie Malpiede
Secretary