

**LARIMER COUNTY RAINBOW LAKES ESTATES PUBLIC IMPROVEMENT
DISTRICT NO. 39
ADVISORY BOARD BYLAWS**

ARTICLE I. NAME

The name of the Board is the Advisory Board (“Advisory Board”) for Larimer County Rainbow Lakes Estates Public Improvement District No. 39 (“District”).

ARTICLE II. RESPONSIBILITIES

A. The Board of County Commissioners of Larimer County (“Board of County Commissioners”) is the governing body of the District and constitutes the *ex officio* board of directors of the District.

B. The Board of County Commissioners appoints Advisory Board Members who serve solely at the pleasure of the Board of County Commissioners.

C. The Advisory Board assists and makes recommendations to the Board of County Commissioners and its designee, the Larimer County Public Works Division, concerning (i) construction, installation, operation and maintenance of various public improvements in the District, including but not limited to roads and storm drainage; (ii) adoption of an annual budget for revenues and expenditures for the year and goals for reserve funds and the expenditure of funds collected on behalf of the District; and (iii) hiring of appropriate contractors to carry out District projects.

D. The Advisory Board carries out resolutions and policy directives of the Board of County Commissioners on specific matters for the District.

E. The Advisory Board represents and protects the best interests of the District as a whole and encourages and supports efforts and tasks that offer the greatest benefits to the entire District.

F. The Advisory Board endeavors to maintain an open and receptive relationship with Owners of property within the District (“Owner”) and encourages input and ideas from Owners.

ARTICLE III. BOARD MEMBERS

- A. The number of Advisory Board Members shall be three (3).
- B. Advisory Board Members shall be owners of taxable real property located in the District.
- C. The first two Advisory Board Members appointed by the Board of County Commissioners shall serve a term of four (4) years. The third Advisory Board Members appointed by the Board of County Commissioners shall serve a term of two (2) years. Thereafter, all Advisory Board Members shall be appointed for a term of four (4) years.
- D. The Board of County Commissioners, in its sole discretion, may remove any Advisory Board Member with or without cause. Any Advisory Board Member or Owner may request that the Board of County Commissioners remove an Advisory Board Member or Members. Advisory Board Members have no property interest in or entitlement to their position as an Advisory Board Member.
- E. The Board of County Commissioners' selection process for Advisory Board Members shall be governed by the policy for selection of other County Boards and Commissions. The Board of County Commissioners may ask Advisory Board Members for recommendations for appointment of other members to the Advisory Board.
- F. In the event a vacancy should occur, the Board of County Commissioners shall appoint a qualified person to serve the unexpired term.

ARTICLE IV. OFFICERS

- A. The Advisory Board shall elect by vote the following officers at its annual meeting: Chair, Vice Chair/Treasurer, and Secretary.
- B. The Chair shall be the principal executive officer of the Advisory Board. He/She shall preside at all meetings of the Advisory Board and shall sign all official documents and communications of the Advisory Board. The Chair shall be the official representative of the Advisory Board in all transactions with the Board of County Commissioners and Larimer County Staff. The Chair shall perform the duties incident to the office of the Chair and such other duties as may be prescribed from time to time by the Board of County Commissioners and/or Advisory Board.
- C. The Vice Chair/Treasurer shall perform the duties of the Chair in the absence of the Chair. He/She shall keep records containing accurate accounts of all money received by and disbursed for and on behalf of the District. The Vice Chair/Treasurer shall perform the duties incident to the office of Vice Chair/Treasurer and such other duties as may be prescribed from time to time by the Board of County Commissioners and/or Advisory Board.

D. The Secretary shall issue notice of Advisory Board meetings, attend all Advisory Board meetings, prepare a complete and accurate record of the proceedings and serve as the custodian of such records. The Secretary shall also be the custodian of any committee minutes or other records of the Advisory Board. All minutes and records of the Advisory Board shall be available for inspection in accordance with the Colorado Open Records Act, §24-72-201 C.R.S. 2005, et. seq. The Secretary shall perform the duties incident to the office of Secretary and such other duties as may be prescribed from time to time by the Board of County Commissioners and/or Advisory Board.

ARTICLE V. COMMITTEES

A. The Advisory Board may organize such committees as it deems advisable and useful in carrying out the affairs of the Advisory Board.

B. The Chair shall appoint the members of the various committees with the advice and consent of a majority of the Advisory Board members.

C. Each committee shall appoint a Chair and Secretary. The Secretary shall record minutes of each committee meeting and shall provide a copy of such minutes to the Advisory Board Secretary for the Advisory Board's records and for distribution to the other Advisory Board Members.

D. The Board of County Commissioners and/or the Advisory Board may remove any committee member(s) at any time with or without cause.

ARTICLE VI. COMPENSATION

A. No Advisory Board Member shall be paid any compensation for his/her services, including but not limited to time attending regular meetings.

B. Subject to Section VI(C) below, Advisory Board Members shall be reimbursed for actual out-of-pocket expenses incurred in performing his/her duties. No Advisory Board Member shall incur an expense in excess of \$100.00 without prior approval of the Larimer County Public Works Division.

C. No Advisory Board Member shall be paid for travel expenses incurred for attending regular or special meetings.

ARTICLE VII. OWNERS' MEETING

A. The Advisory Board shall hold an annual information meeting of the Owners to inform the Owners of plans and the proposed budget for the upcoming year, to receive

Owners' comments about such plans and budget, and to transact such other business as may come before the Advisory Board. The annual meeting will be held on the first Thursday in October at 7:00 p.m. in the Berthoud Community Center, 248 Welch Ave, Berthoud, Colorado. The meeting date and/or location may be changed from that specified in this Article VII provided that the Advisory Board posts notice of such changed date and location at least ten (10) days in advance at the place designated for postings in Article IX, Section C.

ARTICLE VIII. ADVISORY BOARD MEETINGS

A. The Advisory Board shall hold an annual meeting for the purpose of reviewing and approving a budget to be presented to the Board of County Commissioners for approval, to elect officers, and to transact such other business as may come before the Advisory Board. The annual meeting will be held immediately after and at the same location as the annual meeting of the Owners. The meeting date and/or location may be changed from that specified in Article VII provided that the Advisory Board posts notice of such changed date and location at least ten (10) days in advance at the place designated for postings in Article IX, Section C.

B. Regular meetings of the Advisory Board shall be held according to a meeting schedule adopted by the Advisory Board at its annual meeting. Notice of the date, time and place of each regular meeting shall be posted at least twenty-four (24) hours prior to the meeting at the place designated for postings in Article IX, Section C.

C. The Chair of the Advisory Board may call special meetings. Notice of the date, time and place of special meetings shall be posted at least forty-eight (48) hours prior to the meeting at the place designated for postings in Article IX, Section C.

D. A majority of Advisory Board Members shall constitute a quorum for the transaction of business at any meeting.

E. Any Advisory Board Member may participate in any meeting by use of a conference telephone or video conference device, so long as the conferencing arrangements allow all persons attending the meeting to hear and communicate with each other. If an Advisory Board Member participates by conference call or video, such Advisory Board Member shall be deemed to be present at the meeting for purposes of determining whether a quorum is present.

ARTICLE IX. MISCELLANEOUS PROVISIONS

A. All meetings subject to the Colorado Open Meetings Law, including Owner, Advisory Board and Committee meetings, shall be open to the public.

B. Minutes of all meetings shall be kept and made available to the public upon request in accordance with the Open Records Act. The Advisory Board shall forward a copy of the minutes to the Board of County Commissioners.

C. Notice of meetings subject to the Open Meetings Law shall be designated by signs posted at both entrances of Rainbow Lakes Estates. These signs will include the notice of the Advisory Board and annual RLE HOA members meeting at least twenty-four (24) hours in advance or such greater period of time as may be specified in these Bylaws. The posting shall include specific agenda information, if possible, and shall specify the date, time and place of the meeting.

D. *Roberts Rules of Order*, as revised from time to time, shall govern the conduct of meetings except when a majority of the Advisory Board votes to suspend said Rules, or when such Rules may be in conflict with these Bylaws or the laws of the State of Colorado.

ARTICLE X. CONFLICT OF INTEREST

A. An Advisory Board Member shall declare a conflict of interest if such conflict, as defined by Colorado statute or any applicable law or policies of Larimer County, exists.

B. In the event of such conflict, the Advisory Board Member shall refrain from participating in any Advisory Board vote or discussion of the matter in which a conflict exists, and shall further refrain from acting as an Advisory Board Member to influence the outcome of any Advisory Board vote or action.

ARTICLE XI. AMENDMENT OF BYLAWS

The Board of County Commissioners may amend these Bylaws from time to time in its sole discretion.

ARTICLE XII. POLICIES, PROCEDURES AND RESOLUTIONS

A. The Advisory Board shall follow all applicable policies and procedures of Larimer County.

B. The Advisory Board shall follow all resolutions, policies and procedures adopted by the Advisory Board and the Board of County Commissioners that pertain to the District.

ARTICLE XIII. ADOPTION

A. These Bylaws shall be in full force and effect upon and after their execution by the Board of County Commissioners.

Dated: Feb. 22, 2011



ATTEST:

Melissa E. Jahnke
Deputy Clerk to the Board

BOARD OF COUNTY COMMISSIONERS
OF LARIMER COUNTY, COLORADO

By: [Signature]

Chair

Jshdocs/county/PID Bylaws standardized