

**BYLAWS
OF THE
NORTHGLENN URBAN RENEWAL AUTHORITY**

**ARTICLE I
THE AUTHORITY**

Section 1. Name of Authority. The name of the Authority shall be the "Northglenn Urban Renewal Authority."

Section 2. Seal of Authority. The seal of the Authority shall be in the form of a circle and bear the name of the Authority.

Section 3. Office of Authority. The office of the Authority shall be at such place in the City of Northglenn as the Authority may designate from time to time.

Section 4. Purpose of the Authority. The Authority shall serve the community in accordance with the provisions of the Urban Renewal Law of Colorado and all other powers extended to it by the laws of the City of Northglenn, the State of Colorado, and the United States of America.

**ARTICLE II
OFFICER AND PERSONNEL**

Section 1. Officers. The Officers of the Authority shall be the Chair and Vice Chair. The Officers shall be voting Commissioners of the Authority elected by the Authority.

Section 2. Chair. The Chair shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chair shall have the authority to sign contracts, deeds, checks for the payment of money and other documents made by the Authority or binding the Authority.

Section 3. Vice Chair. The Vice Chair shall perform the duties of the Chair in the absence from the City or incapacity of the Chair; and in the case of a vacancy in the office of the Chair, the Vice Chair shall perform such duties as are required of the Chair until such time as the Authority shall select a new Chair from among its Commissioners.

Section 4. Secretary. In conformance with the Urban Renewal Law of Colorado, the duties of the Secretary shall be the responsibility of the Executive Director.

The duties of Secretary shall be to ensure the maintenance of records of the Authority, including minutes of meetings and records of votes. The Secretary shall keep the seal of the Authority and shall affix such seal to all contracts, documents, and instruments authorized to be executed by the Authority. The Executive Director may delegate the duties of the Secretary to the Executive Assistant as he or she deems necessary.

The originals of all Authority resolutions, staff reports, invoices, general ledgers, and other documents of public record shall be maintained by the City Clerk of the City of Northglenn pursuant to the requirements of applicable state statutes.

Section 5. Executive Director.

- A. The Authority shall appoint an Executive Director (also referred to as “Director”), who shall serve under such terms as the Authority may establish. The Director shall have general supervision of the administration of the affairs and business of the Authority, and shall be responsible for the management of the projects of the Authority. The Director shall prepare an annual budget by November 1 of each year for review and approval of the Authority and shall approve the payments of funds as authorized by the Authority. The Director shall provide an annual report to the citizens as directed and approved by the Authority.
- B. The Director shall appoint a Treasurer and Staff person as provided in Article II, Section 9. B, below. The Treasurer shall have the care and custody of all funds of the Authority. The Treasurer shall perform all necessary investments, accounting, control, and financial reporting functions. The Director shall designate in writing some person to perform the Treasurer’s duties hereunder in the event of the temporary absence or temporary incapacity of the Treasurer.
- C. The Director shall give such bond for the faithful performance of his/her duties as the Authority may designate.
- D. The Authority shall have input into the Director’s performance appraisal.

Section 6. Additional Duties. The officers of the Authority shall perform such duties and functions as may from time to time be required by the Authority or the bylaws, resolutions, or rules and regulations of the Authority and by Colorado law.

Section 7. Election of Officers. Except for the Secretary position, which shall be filled by the Executive Director, the Officers of the Authority shall be elected annually by the Authority at the first regular meeting in January and shall assume their duties upon election; Officers shall hold office for one year or until their successors are selected and qualified.

Section 8. Vacancies. If the offices of Chair or Vice Chair become vacant, the Authority shall select a successor from its membership at the next regular meeting to serve for the unexpired term of said office.

Section 9. Personnel.

- A. The Authority may from time to time authorize the employment of such personnel, consultants, employees, agents, attorneys, or representatives it deems necessary to exercise its powers, duties, and functions as prescribed by the Urban Renewal Law of Colorado and all other laws of the City of Northglenn and the State of Colorado applicable thereto.
- B. The selection, qualifications, duties and compensation of the Director shall be determined by the Authority. The Authority may delegate to the Director the selection of staff to assist the Director with his/her duties.
- C. The personnel rules, policies, compensation and procedures of the City of Northglenn shall apply to the Director and staff of the Authority.

Section 10. Advisors.

- A. General. The Authority may appoint any number of advisors it deems appropriate to meet its advisory needs. Advisors shall be selected on the basis of their knowledge and expertise, and need not be residents of the City of Northglenn. Advisors serve at the discretion of the Commissioners, and may be appointed for definite or indefinite terms.
- B. Appointment and Removal Process. Advisors may be appointed or removed by the Commissioners by a majority vote of those Commissioners in attendance when the vote is taken.
- C. Role. At the Commissioners' discretion, advisors shall serve on the Authority Board and attend Board meetings in the same manner as Commissioners, may be seated with Commissioners during meetings, and may participate in meetings in the same manner as Commissioners; provided that advisors shall have no voting powers.
- D. Liaison. There may be appointed to the Authority by City Council, one of their members to serve as a Commissioner. NURA desires this member to serve as a liaison between the City Council and the Authority. The liaison's function is to facilitate communication between the two bodies and to bring about proper coordination of joint activities as well as to monitor adherence to the IGA by both Council and the Authority.

Section 11. Scope of Authority. No commissioner shall act, or represent him or herself as acting on behalf of the authority (either via affirmative statements or other representations or actions) without the express authorization of a majority of Authority commissioners by vote at a duly noticed public meeting. Violations of this policy shall include communications with the Northglenn City Council, other City of Northglenn boards and commissions, or public or private entities, regarding Authority projects or Authority-related issues, if the communication is delivered in a manner indicating that the commissioner is representing the Authority. No Commissioner shall use or attempt to use his or her status as a commissioner for a personal or financial advantage, or to influence a decision of the Northglenn City Council, or other City of Northglenn boards and commissions or public or private entities. Violation of this policy may be deemed misconduct in office pursuant to C.R.S.§ 24-25-105(4), which may result in a recommendation for removal from the Authority.

Guidance regarding the scope of authority may be found in the CIRSA Handbook, Chapter 4 “Know the Limits of your Authority and act within those limits”. Activities outside the scope of the authority include, but are not limited to:

- A. Speaking to the press or public on personnel matters.
- B. Speaking to the press or public on NURA’s behalf when not authorized.
- C. Making promises (or threats) to the public, an individual employee, a citizen, or a contractor or vendor.
- D. Revealing attorney-client communications to third parties.
- E. Revealing confidences learned in an executive session.

ARTICLE III **MEETINGS**

Section 1. Regular Meetings.

- A. Regular meetings shall be held at such time and place as described by notice to be posted on Fridays prior to such meetings (or five days prior to such meetings) at such places within the City of Northglenn designated for posting of public notices by the City, or at such time and place designated by majority vote of the Authority at one of its regular meetings. Meetings shall be held to a maximum of three hours in length but may be extended if by a vote of the majority of Commissioners in attendance at the meeting.
- B. In the event any day of a regular meeting shall be a legal holiday, said meeting shall be held on the next succeeding regular day, or at such other date and time as determined by the Authority at the regular meeting prior to such meeting.

- C. Electronic communication shall be acceptable for informational purposes only, and shall not be used when public disclosure is required.

Section 2. Special Meetings.

- A. The Chair of the Authority may, when he/she deems it necessary, or shall, upon the request of two commissioners of the Authority, call a special meeting of the Authority for the purpose of transacting any business designated in the notice of such meeting.
- B. The notice for the special meeting shall be either delivered to each member of the Authority or mailed to the business or home address of each member of the Authority within such time as to effect receipt of said notice at least one day prior to the date of the special meeting. Such notice shall also be posted throughout the City at least one day prior to the special meeting as described in Section 1 of this Article. Such notice shall designate the time and place of the special meeting.
- C. Any member may waive notice of any meeting, and a member's presence shall constitute waiver of notice of that meeting unless the member's written objection to the transaction of any business at the meeting is filed with the Secretary on the ground that the meeting is improperly called or convened.
- D. At such special meeting, no business shall be considered other than as designated in the notice, unless a majority of the Authority is present at the special meeting and those present unanimously agree to transact additional business.

Section 3. Quorum. The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. A majority of the Commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Authority upon an affirmative vote of the majority of the commissioners present.

Section 4. Order of Business. At the regular meeting of the Authority, the following shall be, by way of illustration and not limitation, the order of business:

1. Call to Order
2. Roll call
3. Consideration and approval of the minutes of the previous meeting
4. Public participation
5. Bills and communications
6. Agenda additions and deletions
7. Reports of the director, staff, consultants, attorney

8. Reports of committees
9. Unfinished business
10. New business
11. General items
12. Future agenda
13. Adjournment and place and time of next meeting

Section 5. Manner of Voting. The affirmative and negative votes shall be entered upon the minutes of every meeting, except in the case of elections when the vote may be by ballot, and except where there is a unanimous vote.

Section 6. Open Meetings. The Authority shall not make final decisions on any matters, pass resolutions, adopt rules or regulations, approve any contracts, or authorize the payment of money at any meeting which is not open to the general public.

Section 7. Agenda and Materials.

- A. The Agenda and all documents and materials requiring action by the Authority at regular meetings shall be provided to each member a minimum of two days in advance of such meeting.
- B. Copies of the agenda and such documents shall be available for the public.

Section 8. Intergovernmental Agreement. NURA shall seek to maintain its IGA (intergovernmental agreement) with the City of Northglenn, and shall review the IGA periodically for needed updates.

Section 9. NURA and City Council joint meetings. NURA shall seek to conduct joint meetings with the Northglenn City Council at least quarterly to discuss issues pertinent to fulfilling the goals and objectives set out in the IGA. Written or oral reports and updates may be utilized in place of a joint meeting.

ARTICLE IV
AMENDMENTS AND SUSPENSION OF BYLAWS

Section 1. Amendments to Bylaws. The Bylaws of the Authority shall be amended only if there has been notice of such amendment at the previous meeting.

Section 2. Suspension of Bylaws. Any requirement of these Bylaws may be waived by unanimous approval of the Commissioners.

ARTICLE V
ACCOUNTS, AUDITS, AND FISCAL YEAR

Section 1. Accounts and Expenditures.

- A. The Authority may establish, in accord with all applicable laws, such accounts as the Authority deems appropriate with banks, financial institutions, or other depositories as the Authority may designate.
- B. The Treasurer shall have care and custody of all funds for the payment of funds only when properly authorized as provided for in this Section, also as described in Article II Section 5B.
- C. The executive director is authorized to execute contracts and approve expenditures up to \$10,000; except in an emergency the executive director may execute contracts and approve expenditures up to \$50,000.00. For purposes of this Section, an emergency means a situation in which the health or safety of the public, or the property of NURA or the City of Northglenn is in peril or at risk of imminent harm. An emergency shall also mean a situation in which a NURA project, undertaking or activity will be threatened unless the contract is approved or the expenditure is made and it is not practical to convene a special meeting of the NURA Commissioners in a timely manner. Prior to making an emergency expenditure, the Executive Director shall use reasonable efforts to obtain consent from the NURA Chair.
- D. The Executive Director shall submit to the Authority a monthly financial report listing expenditures by budget category.

Section 2. Auditing. An independent audit shall be made of all accounts at least annually, and more frequently if deemed necessary by the Authority. Such audit shall be made by certified or registered public accountants, experienced in municipal accounting selected by the City Council of the City of Northglenn and approved by the Authority. Copies of such audit shall be made available for public inspection at the municipal building and in the offices of the Authority.

Section 3. Fiscal Year. The fiscal year of the Authority shall be the calendar year.

Section 4. Budget Appropriation. The Authority shall, by resolution, adopt an annual budget in conformance with the Statutes of the State of Colorado. The Budget shall be prepared by the Executive Director as provided in Article II, Section 5 above. The Authority shall also appropriate, by resolution, money for expenditure in conformance with the adopted budget. All appropriations shall lapse at the fiscal year end for all funds

except for funds appropriated for capital projects. Appropriations for capital projects shall continue, and be carried forward to succeeding years, until the project is completed.

ARTICLE VI **GENERAL PROVISIONS**

Section 1. Committees. The Chair may appoint commissioners of the Authority to such committees as deemed necessary to perform any functions for the purpose of advising or providing other services to the Authority.

Section 2. Conflict of Interest.

- A. No commissioner, advisor, officer, employee, or consultant of the Authority (including by illustration only, engineers, experts, legal counsel), nor any immediate member of the family of such commissioner, advisor, officer, employee or consultant shall acquire, nor shall any commissioner, advisor, or officer retain any interest, direct or indirect, in any project or in any property included or planned to be included in any project, nor shall he/she have any interest, direct or indirect, in any contract or proposed contract for materials or services to be furnished or used in connection with any project.
- B. If any commissioner, advisor, other officer, employee or consultant of Authority owns or controls an interest, direct, indirect, in any property included or planned to be included in any project, he/she shall immediately disclose the same in writing to the Authority, and such disclosure shall be entered in the minutes of the Authority.
- C. Upon such disclosure, such commissioner, advisor, officer, employee or consultant shall not participate in any action by the Authority affecting the carrying out of the project, planning or the undertaking of the project, unless the Authority determines that, in the light of such personal interest, the participation of such member in any such act would not be contrary to the public interest. Acquisition or retention of any such interest or willful failure to disclose any such interest shall constitute misconduct in office.
- D. Notwithstanding the foregoing, all municipal and state laws and regulations regarding conflicts of interest shall be applicable to commissioners, officer, employees, officials, and representative of the Authority.

Section 3. Confidentiality. NURA representatives shall protect all confidential communications, and may only act within the scope of their authority.

Section 4. Membership. Upon the vacancy of a membership of the Authority, the Authority may give notice of such vacancy, invite applications therefore, interview persons regarding such membership, and submit recommendations for the appointment to the Authority to the Mayor of the City of Northglenn.

Section 5. General Powers of the Authority. The Authority shall have and may exercise all the powers granted to an urban renewal authority under the Urban Renewal Law of Colorado and all other applicable laws.

Section 6. Compensation of the Commissioners. A Commissioner shall receive no compensation for his/her services, but shall be entitled to necessary expenses including travel expenses incurred in the discharge of his/her duties.

Section 7. Absences. In the event any member of the Authority fails to attend four consecutive meetings, and such absences are not excused by the Chair, such shall be reported to the Mayor of the City of Northglenn, with a request for such action as may be appropriate under Colorado law.

Section 8. Contracts. Except as provided in Article V, Section 1, contracts with persons, firms, agencies, companies, and other public entities shall be authorized by written resolution, copies of which resolutions and contract shall be kept with the journal of the proceedings of the Authority.

AMENDED by	Resolution N/09-10 the <u>27th</u> day of <u>May</u> 2009
AMENDED by	Resolution N/03-12 the <u>28th</u> day of <u>May</u> 2003
AMENDED by	Resolution N/93-01 the <u>6th</u> day of <u>Jan</u> 1993
AMENDED by	Resolution N/90-01 the <u>30th</u> day of <u>May</u> 1990
AMENDED by	Resolution N/11-09 the <u>17th</u> day of <u>August</u> 2011
AMENDED by	Resolution N/16-26 the <u>10th</u> day of <u>August</u> 2016