

CIMARRON HILLS FIRE PROTECTION DISTRICT

RESOLUTION 2025-004

RESOLUTION ADOPTING BOARD OF DIRECTORS BYLAWS

WHEREAS, pursuant to 32-1-1001(1)(h), C.R.S., the Board of Directors of the Cimarron Hills Fire Protection District (“District”) is responsible for the management, control and supervision of all business and affairs of the District; and

WHEREAS, the District, acting by and through its duly appointed Board of Directors recognizes a need for bylaws to outline rules and administrative procedures for the purpose of defining roles of Board officers, procedure for the conduct of meetings and public hearings; and for such things as fiduciary responsibility; fiscal accountability; bonding and insurance requirements for Board and staff; and chain of command and relationships between Board members, management, and staff; and

WHEREAS, pursuant to the Special District Act, the Board has the authority to adopt, amend, and enforce bylaws and rules and regulations not in conflict with the constitution and laws of this state for carrying on the business, objects, and affairs of the board and of the special district; and

WHEREAS, the Board of Directors of the District has determined that it is appropriate to adopt governing bylaws for this purpose.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Cimarron Hills Fire Protection District as follows:

1. The Board hereby adopts the attached **Cimarron Hills Fire Protection District Board of Directors Bylaws** (the “Bylaws”) and all subsequent revisions.
2. All Resolutions of the Board inconsistent with this Resolution are hereby repealed to the extent of such inconsistency and all actions of the officers, agents and employees of the District which are in furtherance of or in conformance with the purposes and intent of this Resolution are hereby in all respects ratified, approved and confirmed.

RESOLVED this 20 day of Aug, 2025

CIMARRON HILLS FIRE PROTECTION DISTRICT

By: Erika Gass
Erika Gass, President

Attest:

Alissa McCartney
Alissa McCartney, Secretary

**CIMARRON HILLS FIRE PROTECTION DISTRICT
BOARD OF DIRECTORS BYLAWS**

SECTION 1. AUTHORITY. The Cimarron Hills Fire Protection District (the "District") is a governmental subdivision of the State of Colorado and a body corporate with those powers of a public or quasi municipal corporation which are specifically authorized by, and in compliance with, Section 32-1-101 et seq., C.R.S. District was created on October 2, 1973, by court order and is in the County of El Paso.

SECTION 2. PURPOSE. It is hereby declared that the Bylaws hereinafter set forth will serve a public purpose.

SECTION 3. PHILOSOPHY OF THE BOARD. It shall be the philosophy of the Board of Directors (the "Board") of the District, consistent with the availability of revenues, personnel, and equipment, to use its best efforts to provide the quality services as authorized under the District Service Plan or by law, and to operate as a Board following the highest principles of ethics and fiduciary responsibility to the District as a whole. The Board shall follow the Bylaws adopted herein for its own self-governance.

SECTION 4. BOARD OF DIRECTORS. Unless specifically required by law to be performed by the Board, all powers, privileges, and duties vested in, or imposed upon, the District by law shall be exercised and performed by and through the District Fire Chief and staff under the supervision of the District Fire Chief (the "Chief"). The Board may delegate to officers, employees, and agents of the District any or all administrative and ministerial powers.

Without restricting the general powers conferred by these Bylaws, it is hereby expressly declared that the Board shall have the following powers and duties:

- a. To appoint, hire, supervise, terminate, remove, or suspend the Chief and any professional consultants retained by the District. The Board confers upon the Chief the power to appoint, hire, supervise, terminate, remove, or suspend employees or agents of the District upon such terms and conditions as may seem fair and just and in the best interests of the District.
- b. To delegate by resolution to the Chief and management personnel who may make purchases of personal property and goods and services that are budgeted by the Board and appropriated for such purposes, and who may sign receipts, endorsements, checks, contracts, releases, and other official documents on behalf of the District.
- c. To create standing or special committees and to delegate such power and authority thereto as the Board deems necessary and proper for the performance of such committee's functions and obligations. The Board has the authority to determine who among its members shall serve on any standing committee, and to remove any member from a standing committee who fails to faithfully and effectively participate in such function.

- d. To prepare or cause to be prepared financial reports covering each year's fiscal activities; and such reports shall be available for inspection by the public, as required by law.
- e. To perform any function delegated to the Board pursuant to Title 32, C.R.S. or other applicable law.

SECTION 5. OFFICE.

- a. **Business Office.** The principal business office of District shall be at 1835 Tuskegee Place, Colorado Springs, Colorado 80915, until otherwise designated by the Board.
- b. **Establishing Other Offices and Relocation.** The Board, by resolution, may from time to time, designate, locate, and relocate its executive and business office and such other offices as, in its judgment, are necessary to conduct the business of the District.

SECTION 6. MEETINGS.

- a. **Meeting Public.** The Board shall comply with the legal definition of a "meeting" and any meeting of a quorum of the Board, whether convened in person or via electronic means (i.e., email or telephonic gathering) where public business is expected to be discussed shall be convened only following proper notice. All meetings of the Board, other than portions which are not public such as executive sessions, shall be open to the public. All official business of the Board shall be conducted at regular or special meetings.
- b. **Regular Meetings.** Regular meetings of the Board shall be conducted at the dates and times designated by resolution of the Board at its first regular meeting of each year. When necessary and in its discretion, the Board may, by motion, change the time and date of regular Board meetings.
- c. **Public Notice.** Public notice and an agenda for all meetings shall be posted not less than twenty-four (24) hours in advance as set forth in the Colorado Open Meetings Law. The District's website and physical posting at District Headquarters is designated for the posting of such notice pursuant to Section 24-6-401, C.R.S.
- d. **Notice of Meetings.** Section 6.b shall constitute formal notice of regular meetings to Board members, and no other notice shall be required to be given to the Board, other than the permanent posting. Written waivers of notice by Board members are not necessary.
- e. **Special Meetings.** Special meetings of the Board may be called by the President and any one additional member of the Board, following a poll to determine availability sent to all directors at least seventy-two (72) hours prior

to such expected special meeting and confirmation that a quorum shall be available, by providing at least 24-hour notice of such special meeting and posting of the Agenda at the regular posting location(s) within the District boundaries.

- f. **Executive Sessions.** Executive sessions are not open to the public, and may be called at regular or special meetings, and conducted only according to the following guidelines:
1. **Calling the Executive Session.** The topic for discussion in the executive session should be listed to the extent it is feasible to do so in advance on the agenda of the meeting. The topic shall be announced in a motion, and the specific statute that authorizes the executive session and reason for such session shall be cited. The matter to be discussed shall be described in as much detail as possible without compromising the purpose of being in executive session. An affirmative vote of two-thirds (2/3') of the quorum in attendance shall be required to go into executive session. This vote should be recorded in the minutes.
 2. **Conducting the Executive Session.** The discussion in executive session shall be limited to the reasons for which the executive session was called. No adoption of any proposed policy, position, resolution, rule, regulation, or formal action shall take place in an executive session. An electronic record (such as an audio tape) of the actual contents of the discussion in the executive session shall be kept, except that no electronic or other record is necessary to be kept for any portions of the discussion which the District's attorney present for such discussion reasonably believes constitute attorney-client privileged communication. The attorney shall state on the electronic record when any portion of the executive session is not recorded as an attorney-client privileged communication or sign a statement to the same effect.
 3. **Records of Executive Sessions.** The electronic record of any executive session shall be retained by the District for ninety (90) days from the date of the executive session and then destroyed. Electronic recordings of the executive session, or transcripts or other reproduction of the same, shall not be released to the public for review under any circumstances, except as required by law.
- g. **Adjournment and Continuance of Meetings.** When a regular or special meeting is for any reason continued to another time and place, notice need not be given of the continued meeting if the time and place of such meeting are announced at the meeting at which the continuance is taken, except as required by law. At the continued meeting, any business may be transacted which could have been transacted at the original meeting.
- h. **Emergency Meetings.** Notwithstanding any other provisions in this Section 6, emergency meetings may be called by the President or any two (2) Board

members in the event of an emergency that requires the immediate action of the Board to protect the public health, safety and welfare of the property owners and electors of the District, without notice if notice is not practicable. If possible, notice of such emergency meeting may be given to the Board members by telephone, email, or whatever other means are reasonable to meet the circumstances of the emergency. At such emergency meeting, any action within the power of the Board that is necessary for the immediate protection of the public health, safety and welfare may be taken; provided, however, that any action taken at an emergency meeting shall be effective only until the first to occur of (a) the next regular meeting, or (b) the next special meeting of the Board at which the emergency issue is on the public notice of the meeting. At such subsequent meeting, the Board may ratify any emergency action taken. If any emergency action taken is not ratified, then it shall be deemed rescinded as of the date of such subsequent meeting, although the validity and effectiveness of the emergency action during its effective time shall not be invalidated.

- i. **Email Meetings.** Section 24-6-402, C.R.S., requires that certain e-mail between a quorum of Directors that discusses pending resolutions or other District business shall be considered a public meeting subject to the requirement of the Colorado Open Meetings Law. Directors shall not communicate by "Reply All" to emails except to discuss logistics of setting a future meeting or to confirm receipt of notice of future Agenda topics or other information permitted by law.

- j. **Telephonic Attendance at Meetings Permitted for Unusual Circumstances.** Section 24-6-402(1)(b), C.R.S., defines a meeting as including "Any kind of gathering to discuss public business, in person, by telephone, electronically, or by other means of communication." To improve transparency, the Board commits to the greatest extent possible to conduct its meetings in person, and to avoid the use of email or other electronic means which may not be readily accessible to all. The commitment to transparency extends to Board members' ability to communicate effectively with one another. The Board endeavors to hold meetings in a format where all Directors and the public may meaningfully participate in public business discussions, and has found and determined to the greatest extent possible, that Directors' full attention and attendance to District business requires advance preparation and regular in-person participation in public meetings. If unusual or exigent circumstances so require, Directors may attend meetings by telephone (or other electronic means), so long as they are able to reasonably hear the comments from the audience and any comments and discussion among other Directors and staff, and are able to be heard and meaningfully participate in the discussion. The Board does not intend to create electronic ('virtual') meetings as a substitute for its regular or special public meetings, and shall not substitute such formats for in person meetings except where unusual circumstances so require (including to permit consultants to attend a

discussion in such format if such virtual attendance will result in cost savings to the District).

SECTION 7. CONDUCT OF BUSINESS.

- a. **Quorum.** All official business of the Board shall be transacted at a regular or special meeting at which a quorum (majority) of the Directors shall be in attendance. If for any reason a quorum of the Board is not properly sworn in and seated but the District has business needs that require attention to comply with any legal requirement of the District, the remaining members of the Board are authorized by law to transact business until such a quorum is legally established and such action is ratified and confirmed.
- b. **Vote Requirements.** Any action of the Board shall require the affirmative vote of a majority of the Directors in attendance and voting. When special or emergency circumstances affecting the affairs of the District and the health and safety of District residents so dictate, then those Directors available at the time may undertake whatever action is considered necessary and may so instruct the District's employees, agents, and contractors. Such actions shall later be ratified by the Board.
- c. **Electronic Signatures.** In the event the signature(s) of one or more members of the Board or appointed signatories are required to execute a written document, contract, note, bond, deed, and/or other official papers of the District, and the appropriate individual(s) is unable to be physically present to sign said documentation, such individual or individuals are authorized to execute the documentation electronically via facsimile or email signature, unless said documentation provides otherwise. Any electronic signature so affixed to a document shall carry the full legal force and effect of any original, handwritten signature. Except as approved herein, this provision of these Bylaws shall not be interpreted as establishing District's consent or authorization to bind District to any transaction by the use of electronic records or electronic means. This provision is made pursuant to Article 71.3 of Title 24, C.R.S., also known as the Uniform Electronic Transactions Act.
- d. **Setting of Meeting Agendas.** Agendas for Board meetings will be set by the Fire Chief or his/her designee in consultation with the Board President. The Board President or any two (2) Directors may require a matter be placed on a meeting agenda by request provided to the Fire Chief. Agenda items added with little advanced notice to staff shall be tabled, if necessary, to allow a reasonable time to provide necessary support or briefing for the Board.
- e. **Order of Business.** The business of all regular meetings of the Board shall be transacted, as far as practicable, in the following order, and the agenda for such meetings shall describe in as much detail as is possible the topics planned for discussion within each category:

1. Call to Order;
2. Roll Call and Approval of any Excused Absences;
3. Pledge of Allegiance;
4. Approval of Agenda – Changes, Additions, and Deletions;
5. Conflict of Interest Disclosures;
6. Public Comment for Items Appearing on the Agenda;
7. Approval of Minutes from Previous Meeting(s);
8. Staff Reports (Financial Report, Chief's Report, and other reports);
9. Unfinished Business;
10. New Business;
11. Executive Session (placed on agenda as needed and required);
12. Public Comment;
13. Board Comment;
14. Acknowledgement and Declaration of next scheduled Board meeting; and
15. Adjournment.

- f. **Meeting Packets.** The Fire Chief shall be responsible for seeing that packets for Board meetings are provided as soon as practical before each scheduled meeting. These packets will be supplied digitally to the supplied district electronic mail address. No physical copy will be provided at the meeting.
- g. **Public Conduct at Meetings.** Comments by members of the public shall be made only during the "Public Input/Comment" portion of the meeting and shall be limited to three minutes per individual and five minutes per group spokesperson unless additional opportunity is given at the Board's discretion. Each member of the public wishing to speak may be asked to fill out a form or to verbally state their name and address for the record. Disorderly conduct, harassment, or obstruction of or interference with meetings by physical action, verbal utterance, nuisance, or any other means are hereby prohibited and constitute a violation of District rules. Such conduct may result in a request for a person to be removed from the meeting. To the extent such occurrences arise and the person(s) responsible refuse to leave the premises, law enforcement may be dispatched and prosecution will be pursued under all applicable laws, including without limitation Sections 18-9-108, C.R.S. (disrupting lawful assembly), 18-9110, C.R.S. (public buildings - trespass, interference), and/or 18-9-117, C.R.S. (unlawful conduct on public property). Law enforcement may be requested to attend meetings at any time in which the Board believes their presence will be an asset to the keeping of peace and the conducting of public business. To the greatest extent permitted by the freedom of the press and other constitutional protects, the District does not sanction recording of other persons attending a meeting, including by the use of "live streaming" any meeting to the extent such conduct creates a disruption or interference with the peaceful conduct of the meeting, and may place restrictions on the use of recording devices related to the time, place, and manner of such recording.

- h. **Minutes.** Within a reasonable time after passage, all resolutions, motions, and minutes of Board meetings shall be recorded in a visual text format that may be transmitted electronically and kept for that purpose and shall be attested by the recording Secretary. Minutes of public meetings shall be available for public review as soon as practicable following acceptance of the minutes by adoption of a motion therefore by the Board. Executive sessions shall be electronically recorded on audio tape or other electronic media, and such electronic recording or reproduction of the same shall be kept separate from minutes of regular sessions as described in these Bylaws and shall not be open to the public except as required by law.

SECTION 8. DIRECTORS, OFFICERS AND PERSONNEL.

- a. **Director Qualifications and Terms.** Directors shall be electors of the District. The term of each Director shall be determined by relevant statutory provisions with elections held in odd numbered years and conducted in the manner prescribed by Articles 1 through 13.5, Title 1, and Part 8, Article 1, Title 32, C.R.S.
- b. **Faithful Performance Bonds.** Each Director shall furnish, at the expense of the District, an individual, schedule, or blanket surety bond in the sum of not less than \$1,000 each, conditioned on the faithful performance of the duties of his/her office. In addition, the Treasurer shall furnish, at the expense of the District, a corporate fidelity bond in a sum of not less than five thousand dollars (\$5,000), conditioned on the faithful performance of the duties of his/her office. Director bonds may be purchased under a different name or coverage type which affords similar, or greater, protection.
- c. **Director's Performance of Duties.** A Director of the District shall perform all duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner which the Director reasonably believes to be in the best interests of District, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing the Director's duties, the Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in subparagraphs 1, 2 and 3 of this subsection c. The Director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. Those programs and groups upon whose information, opinions, reports, and statements a Director is entitled to rely are:
1. One or more officers or employees of the District whom the Director reasonably believes to be reliable and competent in the matters presented;

2. Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such persons' professional knowledge or expertise; and
 3. A committee of the Board upon which the Director does not serve, duly designated in accordance with the provisions of the Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.
- d. **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 in the form prescribed by law.
- e. **Election of Officers.** The Board of Directors shall elect from its membership a President, Vice President, Secretary, and Treasurer, who shall be the officers of the Board of Directors and of the District. The Vice President shall have all powers of the offices of President as applicable, in the absence of the President. The officers shall be elected by a majority of the Directors voting at such election. The Board may, from time to time, appoint an acting officer in the absence of any individual officer. The election of the officers shall be conducted biennially at the first regular meeting of the Board following the regular biennial election of the Directors held in May of odd numbered years, and at such times as deemed appropriate by the Board. Each officer so elected shall serve for a term of two (2) years, or as otherwise directed by the Board. Under any circumstance, the term shall continue until the election of his or her successor. Any officer may be removed by the Board, with or without cause, whenever in its judgement the best interests of the District will be served thereby.
- f. **Vacancies.** Any vacancy occurring on the Board shall be filled by an affirmative vote of a majority of the remaining Directors, as prescribed by law, with the appointee to serve until the next biennial election, as prescribed by statute. The appointed individual must meet the statutorily prescribed qualifications for Directors and shall serve until the next regular election.
- g. **Resignation, Removal and Board Standards of Conduct.** Any Director may resign at any time by giving written notice to the Board, and acceptance of such resignation shall not be necessary to make it effective, unless the notice so provides. A verbal resignation at a public meeting shall be recorded in the Minutes and shall be official as of the date of such resignation. Directors may be removed from office by a public recall as prescribed by statute, or for failure to attend three (3) meetings without excused absence (without reasonable notice, or without sufficient cause, which unexcused absence is recorded in the Minutes), death, disability, or conviction of a felony, as further prescribed by law. In carrying out their duties, Board members shall comply with the Code of Ethics and Board Member conflict standards attached to the Bylaws as Attachment "A." Board members who fail or refuse to faithfully perform their duties following the standards of

conduct, or engage in activity contrary to the interests of the District, detrimental to the working relationship of the Board as a whole, or contrary to the law, advice of District counsel or these Bylaws may be subject to censure by the Board, removal from committee assignments and any other lawful process.

- h. **President.** The President shall preside at all meetings. The President shall also be the President of the District Board of Directors. The President is authorized to sign all contracts, deeds, notes, debentures, warrants, and other instruments on behalf of the District.
- i. **Vice President.** The Vice President shall be a member of the Board of Directors and, in the absence of the President or in the event of his or her inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President.
- j. **Secretary.** The Secretary shall be a member of the Board of Directors and shall maintain or, through the Fire Chief, cause to be maintained the official records of the District, including the by-laws, rules and regulations established by the Board of Directors, minutes of the meetings of the Board of Directors, and a register of the names and addresses of the Directors and officers, and shall issue notice of meetings, and attest and affix the corporate seal to all official documents of the District. A separate Recording Secretary and records custodian may be appointed by the Board under the supervision of the Secretary and the Fire Chief to assist with carrying out the duties of the office of Secretary.
- k. **Treasurer.** The Treasurer shall be a member of the Board of Directors. The Treasurer shall keep or, through the Fire Chief, cause to be kept, strict and accurate accounts of all money received by and disbursed for and on behalf of the District. The accounting function shall be provided by District staff or independent contractor under the supervision of the Fire Chief and Treasurer, and shall be reviewed at least monthly by the Board of Directors. The Treasurer shall have such other financial duties and authorities as specified by the Board.
- l. **Recording Secretary.** The Board shall have the authority to appoint a recording secretary who need not be a member of the Board of Directors, and who shall be responsible for recording all votes and composing a record of the proceedings of the Board in a visual text format that may be transmitted electronically and kept for that purpose, which shall be the official record of the Board. The Recording Secretary shall not be required to take an oath of office, nor shall the Recording Secretary be required to post a performance bond. The Board delegates responsibility for appointing the Recording Secretary to the Fire Chief.
- m. **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, by the

Bylaws or rules and regulations of the District, by law, or by special exigencies, which shall later be ratified by the Board.

- n. **Manager or Administrator.** The Board delegates its management duties to the Fire Chief who will serve as District Manager and Chief Executive Officer. In the management role, the Fire Chief 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 Fire Chief 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 District in such banks or savings associations as the Board may select. The Fire Chief will approve all vouchers, orders and checks for payment, and shall keep or cause to be kept regular books of account of all District transactions and shall obtain, at the District's expense, such bond for the faithful performance of its duties as the Board may designate. The Board may delegate such powers and duties to the Fire Chief as it deems appropriate.
- o. **Personnel Selection and Tenure.** The selection of agents, employees, engineers, accountants, special consultants, and attorneys of the District by the Board will be based upon the relative qualifications and capabilities of the applicants and shall not be based on political services or affiliations, and shall hold their offices at the pleasure of the Board. Contracts for professional services of engineers, accountants, special consultants, and attorneys may be entered into on such terms and conditions as may seem reasonable and proper to the Board.

SECTION 9. FINANCIAL ADMINISTRATION.

- a. **Fiscal Year.** The fiscal year of the District shall commence on January 1st of each year and end on December 31st.
- b. **Budget.** On or before October 15th of each year, the Fire Chief shall prepare and submit to the Board a proposed budget for the ensuing fiscal year. Such proposed budget shall be accompanied by a statement which shall describe the important features of the budget plan and by a general summary wherein shall be set forth the aggregate features of the budget in such manner as to show the balanced relations between the total proposed expenditures and the total anticipated income or other means of financing the proposed budget for the ensuing fiscal year, as contrasted with the corresponding figures for the last completed fiscal year and the current fiscal year. It shall be supported by explanatory schedules or statements classifying the expenditures contained therein by services, subjects, and funds. The anticipated income of the District shall be classified according to the nature of receipts. Transfers between accounts within the same budgeted and appropriated fund may be made by the Fire Chief without Board approval or budget amendment.

- c. **Notice of Budget.** Upon the Board's receipt of the proposed budget, the Fire Chief shall cause to be published a notice that the proposed budget is open for inspection by the public at the business office; that the Board will consider the adoption of the proposed budget at a public hearing on a certain date; and that any interested elector may inspect the proposed budget and file or register any objections thereto at any time prior to its final adoption. Notice shall be posted or published in substantial compliance with law.
- d. **Adoption of Budget.** On the day set for consideration of such proposed budget, the Board shall review the proposed budget and revise, alter, increase, or decrease the items as it deems necessary in view of the needs of the District and the probable income of the District. The Board shall then adopt a budget, either during the budget hearing or at a later date and time to be set by the Board, setting forth the expenditures to be made in the ensuing fiscal year. The Board shall provide for sufficient revenues to finance budgeted expenditures.
- e. **Levy and Collection of Taxes.** On or before December 15th of each year, the Board shall certify to the Board of County Commissioners of the County or Counties in which the District is located the mill levy established for the ensuing fiscal year, in order that, at the time and in the manner required by law for the levying of taxes, such Commissioners shall levy such tax upon the assessed valuation of all taxable property within District.
- f. **Filing of Budget.** On or before January 30th of each year, the Board shall cause a certified copy of such budget to be filed with the Division of Local Government in the Colorado Department of Local Affairs.
- g. **Appropriating Resolution.**
1. At the time of adoption of the budget, the Board shall enact a resolution making appropriations for the ensuing fiscal year. The amounts appropriated thereunder shall not exceed the amounts fixed therefor in the adopted budget.
 2. 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.
 3. The Board may make an appropriation to and for a contingent fund to be used in cases of emergency or other unforeseen contingencies.
- h. **No Contract to Exceed Appropriation.** The Board shall have no authority to enter into any contract, or otherwise bind or obligate the District to any liability for payment of money for any purposes, for which provision is not made in an appropriation resolution, including any

legally authorized amendment thereto, in excess of the amounts of such appropriation for that 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 payment of such contracts.

i. **Contingencies.**

1. In cases of emergency caused by a natural disaster, public enemy, or other contingency which could not reasonably have been foreseen at the time of the adoption of the budget, the Board may authorize the expenditure of funds in excess of the budget by resolution duly adopted by a majority vote of the Board. Such resolution shall set forth in full the facts concerning the emergency and shall be included in the minutes of such meeting.
2. If so enacted, a copy of the resolution authorizing additional expenditures shall be filed with the Division of Local Government in the Colorado Department of Local Affairs and shall be published in compliance with statutory requirements.

j. **Payment of Contingencies.**

1. If there is unexpended or uncommitted money in funds other than those to which the emergency relates, the Board shall transfer such available money to the fund from which the emergency expenditure is to be paid.
2. To the extent that transferable funds are insufficient to meet the emergency appropriation, the Board may borrow money as set forth in Section 29-1-112, C.R.S. or through any other lawful and approved method.

k. **Annual Audit.**

1. The Fire Chief, on behalf of the Board, shall cause an annual audit to be made at the end of each fiscal year of all financial affairs of the District through December 31st of such fiscal year. In all events, the audit report must be submitted to the Board within six (6) months of the close of such fiscal year or as otherwise provided by law. Such audit shall be conducted in accordance with generally accepted auditing standards by a registered or certified public accountant, who has not maintained the books, records, and accounts of District during the fiscal year. The auditor shall prepare, and certify as to its accuracy, an audit report, including a financial statement and balance sheet based on such audit, an unqualified opinion or qualified opinion with explanations, and a full disclosure of any violation of Colorado law pursuant to statutory requirements.

2. A copy of the audit report shall be maintained by the District as a public record for public inspection at all reasonable times.
3. A copy of the audit report shall be forwarded to the State Auditor or other appropriate State official pursuant to statutory requirements.
4. Notwithstanding the foregoing audit requirement, the Board may file for an application from exemption from audit if the statutory criteria are met.

SECTION 10. CORPORATE SEAL. The seal of the District shall be a circle containing the name of the District and shall be used on all documents and in such manner as seals generally are used by public and private corporations. The Board Secretary shall keep, or cause to be kept through the Recording Secretary, the seal and shall be responsible for its safe keeping and care.

SECTION 11. DISCLOSURE OF CONFLICT OF INTEREST. A potential conflict of interest of any Director shall be disclosed in accordance with State law, particularly Article 18 of Title 24, C.R.S., and Sections 32-1-902(3) and 18-8-308, C.R.S. See Attachment A for additional disclosure requirements when there is an appearance of conflict that may arise.

SECTION 12. COMPENSATION. Each Director shall receive the maximum compensation authorized by statute, unless otherwise determined by the Board. No Director shall receive compensation as an employee of the District, except as may be provided by statute. Directors shall also be reimbursed for their actual and reasonable expenses incurred on behalf of the District, as approved by the Board.

SECTION 13. INDEMNIFICATION OF DIRECTORS AND EMPLOYEES. The District shall defend, hold harmless and indemnify any Director, officer, agent, or employee, whether elective or appointive, against any tort or liability, claim or demand, without limitation, arising out of any alleged act or omission occurring during the performance of official duty, as more fully defined by law or by an indemnification resolution, if any. The provisions of this Section shall be supplemental and subject to and, to the extent of any inconsistency therewith, shall be modified by the provisions of the Colorado Governmental Immunity Act, 24-10-101, et seq., C.R.S.

SECTION 14. BIDDING AND CONSTRUCTION CONTRACTING PROCEDURES. Except in cases in which the District will receive aid from a government agency, a notice shall be published for bids on all construction contracts for work or material, or both, involving an expected expenditure at or above the current statutory amount. The Board may reject any and all bids, and if it appears that the District can perform the work or secure material for less than the lowest bid, it may proceed to do so in accordance with law. Notwithstanding the foregoing, the District may award an integrated project delivery contract pursuant to § 32-1-1801, et seq., C.R.S. upon (i) the determination of the Board that integrated project delivery represents a timely or cost-effective alternative for a project; (ii) publication of a request for qualifications and/or request for proposals; and (iii) compliance with Part 18 of Article 1, Title 32, C.R.S. All other statutory requirements relating to performance bonds, retainage, and similar matters shall also be complied with.

SECTION 15. RECORDS MANAGEMENT. The District shall comply with, and adopt and maintain policies as necessary for compliance with, applicable records retention, destruction, and disclosure requirements, including the Colorado Open Records Act, State Archives and Public Records law, and various consumer privacy legislation. The policies on Open Records shall comply with current law without need to amend the Bylaws. The Recording Secretary, is hereby designated as the Official Custodian of Records pursuant to the Colorado Open Records Act. The fees and charges imposed for responding to Colorado Open Records Act records requests shall be automatically increased to the maximum amounts allowed by law without additional Board action.

SECTION 16. MODIFICATION OF BYLAWS. These Bylaws may be altered, amended, or repealed at any regular or special meeting of the Board to become effective immediately or at a subsequent date.

SECTION 17. SEVERABILITY. If any part or provision of these Bylaws is adjudged to be unenforceable or invalid, such judgment shall not affect, impair, or invalidate the remaining provisions of these Bylaws, it being the Board's intention that the various provisions hereof are severable.

SECTION 18. ANNUAL ACKNOWLEDGEMENT. Each Director shall upon taking office and annually thereafter acknowledge, through a roll call vote, that they have received and reviewed these Bylaws and the attached Code of Ethics and Conflicts of Interest.

SECTION 19. TERMINATION OF PRIOR BYLAWS. These Bylaws amend, supersede, and replace in their entirety all prior Bylaws, and any amendments thereto, previously adopted by the Board of Directors.

ADOPTED this 20 day of Aug, 2025, by the Board of Directors of the Cimarron Hills Fire Protection District.

CIMARRON HILLS FIRE PROTECTION DISTRICT

By: Erika Gass
Erika Gass, President

Attest: Alissa McCartney
Alissa McCartney, Secretary

ATTACHMENT A BOARD MEMBER CODE OF ETHICS AND CONFLICTS OF INTEREST

Code of Ethics

Public Interest First: Prioritize community health and safety above all

Integrity: Act with honesty and transparency

Fiscal Responsibility: Exercise prudent stewardship of public resources

Confidentiality: Protect sensitive information appropriately

Respect: Treat all stakeholders with dignity and professionalism

Accountability: Take responsibility for decisions and outcomes

Excellence: Pursue continuous improvement and best practices

Legal Compliance: Ensure adherence to all applicable laws

Community Engagement: Maintain open communication with the public

Conflicts of Interest and Appearance of Conflicts; Disclosure

Definition: A conflict of interest or potential for an appearance of conflict exists when a board member's personal, professional, financial, or political interests could compromise their judgment, decisions, or actions in board matters.

Disclosure Requirements:

- Disclose all potential conflicts in writing upon appointment and annually thereafter
- Update disclosures immediately when new conflicts arise
- Maintain a public registry of board members' relevant interests and affiliations

Types of Conflicts to Disclose:

- Financial interests in companies doing business with the District
- Family relationships with agency employees or contractors
- Employment or consulting relationships with relevant fire service vendors
- Roles in competing organizations or political bodies

- Gifts, favors, or benefits received from interested parties

Recusal Process:

- Announce conflicts before relevant discussions begin
- Physically leave the room during discussion and voting on matters presenting a conflict
- Refrain from attempting to influence other board members on conflicted matters
- Document all recusals in meeting minutes

Prohibited Activities:

- Using confidential information for personal benefit
- Directing contracts or business to entities where conflicts exist
- Accepting gifts of significant value that would objectively be viewed as attempting to influence a board opinion on a topic of public concern or that directly solicit a returned action related to the board member's duties
- Representing third parties in dealings with the District

Implementation and Enforcement:

- All board members shall receive this code upon appointment and review it annually
- Members shall signal acknowledgment of understanding and commitment in furtherance of their oath of office through a roll call vote annually
- Alleged violations shall be reported to the board president
- Sanctions for violations may include censure, removal from leadership positions, or recommendation for denial of insurance coverage for willful or wanton actions that harm the district
- The Attachment shall be reviewed and updated periodically to address emerging ethical challenges or concerns. The principles herein are intended to highlight the strong ethical commitment of the Board to conducting Board business in good faith, with an intent to provide public transparency to the extent of the law, and to continue to serve as a valued provider of emergency medical services to the community and good stewards of the tax funds and other finances under the care of the Board.

ATTACHMENT B
BOARD MEETING RULES OF PROCEDURE

1. **Quorum to Conduct Business.** Simple majority of the District Directors.
2. **Motions.** All motions shall be distinctly worded.
 - a. **The following rules shall apply to motions:**
 - i. If a motion does not receive a second, it does not pass.
 - ii. The Board will discuss a motion at length only after the motion has been moved and seconded. Nothing prevents general discussion or expression of opinions before a motion is made.
 - iii. Any motion shall be reduced to writing if requested by a Director.
 - iv. A motion to amend can be made to a motion that is on the floor and has been seconded.
 - v. No motion shall be received when a question is under debate except for the following:
 1. To lay the matter on the table;
 2. To call for the previous question (close debate);
 3. To postpone;
 4. To refer; or
 5. To amend.
 - vi. A motion may be withdrawn by the mover at any time without the consent of the Board.
 - vii. Amendments are voted on first, then the main motion is voted on, as amended if amendments are approved.
 - viii. A Director may have a motion which contains several elements divided, but the mover shall have the right to designate which element will be voted on first.
 - ix. A call for the previous question is intended to close the debate on the main motion; does not require a second and is not debatable.
 1. Debate on the main motion resumes if the motion fails.

- x. A motion that receives a tie vote fails.
 - xi. The President shall repeat the motion prior to a vote.

 - xii. A motion to adjourn cannot be amended.
- b. **Motion to Reconsider.** A motion to reconsider may only be made by a Director who voted on the prevailing side. Any Director may second the motion.
- i. No motion to reconsider shall be made more than once.
 - ii. The motion to reconsider shall be made before the final adjournment of the meeting at which the Board approved the item to be reconsidered.
- c. **Non-debatable Motions.** The following motions are non-debatable:
- i. Call for the previous question;
 - ii. Motion to adjourn (if less than a quorum is present, the meeting shall automatically be adjourned without action of the Board);
 - iii. Motion to recess; and
 - iv. Motion for executive session.
3. **Debate.** The following rules shall govern the debate of any item being discussed by the Board:
- a. Every Director desiring to speak shall address the President, and, upon recognition by the President, shall confine him/herself to the question under debate, at all times acting and speaking in a respectful manner.
 - b. A Director, once recognized, shall not be interrupted when speaking unless it is to be called to order, or as herein otherwise provided.
4. **Appeal Ruling of President.** If the President makes a ruling with which a Director disagrees, that Director may, by motion, appeal the ruling of the President. This motion requires a second and is debatable. If the motion passes, the ruling of the President is reversed.
5. **Points of Privilege and Points of Order.**
- a. **Points of Privilege.** These are points that relate to anything that would interfere with the normal comfort of the meeting. For example, the room may be too hot or too cold, a Director may be unable to hear or not have the correct information on a matter before the Board. Points of privilege do not require a

second, are not debatable, do not require a vote, and are ruled upon by the President.

- b. **Points of Order.** There are points that relate to anything that would not be considered appropriate conduct of the meeting. For example, not following the agenda and voting on debatable matter without calling for debate before the vote. Points of order do not require a second, are not debatable, do not require a vote, and are ruled upon by the President.

6. **Voting.** A majority of the Directors in attendance at a meeting at which a quorum is present voting in favor of a motion is required to approve any motion, unless a different requirement is set by these Rules of Procedure, Board Bylaws, or law.

- a. **Affirmative or Negative Vote Required.** A vote of yes or no (or another form of affirmative or negative declaration) shall be taken upon motions. Each Director, when present, must vote yes or no unless:

- i. The Director is excused by the President because of a conflict of interest at the introduction of the agenda item or immediately upon discovery of a legally recognized conflict of interest; or
- ii. The Director is excused by the President as a result of the Director having insufficient information upon which to enable an informed vote as a result of an absence at a prior meeting, e.g., the Director did not attend the meeting for which meeting minutes are moved for approval.

- b. **No Abstention.** An unexcused Director's vote to "abstain" or other similar declaration other than "yes" or "no" shall be recorded as a "no" vote on the pending motion or matter.

- c. **No Explanation of Vote.** Directors shall not explain their vote except during discussion and deliberation prior to the calling of the vote on the question. Any attempt to explain a vote or to condition the vote immediately prior to casting the vote is out of order.

ATTACHMENT C

GUIDELINES FOR BOARD MEMBER CONDUCT

Board Member Role

The Board of Directors of the Cimarron Hills Fire Protection District is committed to representing those who live, work, and play in the District by supporting the mission, vision, and values of the organization through excellence in leadership and financial stewardship.

Board Member Standards of Conduct

In order to succeed in the Board Member's role in governance, the Board strives to hold themselves as individuals and a governing body to the highest standards of ethics and conduct. The following are guidelines to help achieve that success:

1. Be an active Board Director

- a. Board meetings are the most important events in which Director's participate – it is where the Board's business is accomplished.

- i. Be present

1. Being physically together is best
2. Electronic participation is allowed but not considered ideal

- ii. Be productive through preparation

1. Read board packets and other informational items provided by staff, and seek helpful clarification prior to the meeting
2. Attend trainings, work sessions, special district related conferences, and other board related events to learn more about the District and governing a Colorado Special District
3. Stay on top of electronic mail and other communications from staff and respond in a timely manner
4. Follow the process for proposing agenda items, making motions, and voting
5. Participate and contribute in the proceedings
6. Make informed decisions, especially the tough decisions, through personal engagement and review, and not based on undocumented rumor, inuendo, or public comment

- iii. Be constructive

1. Treat other board members, staff, and the public with respect
2. Conduct yourself with courtesy and professionalism
3. Listen
4. Be open to different viewpoints
5. Focus on issues, policies, and ideas and not on personalities

6. Avoid negative forms of interaction, including interrupting others when they are speaking, engaging in verbal or nonverbal forms of disrespect such as eye rolling or name calling, and any physical gesture or contact
7. Avoid dominating a discussion and encourage the participation of others
8. Honor the role of the Board President to focus discussions, encourage participation, and maintain order

iv. Be unified

1. Once the Board takes action all Directors should support the action and not create barriers to the implementation of such action
- b. Represent Cimarron Hills Fire Protection District (CHFPD) internally and externally
- i. Attend CHFPD and community events where possible to support the organization, build relationships with community stakeholders, and enhance CHFPD's presence in the community
 - ii. Help to enhance connectivity with the cities, counties, special districts, and other service providers in and around the District

2. Lead and Guide – Do not Operate

- a. The primary responsibility of the Board of Directors is to guide and evaluate formulated policy and to assure sound financial stewardship
- b. Keep discussions and decisions at the appropriate policy level; avoid the minutia where not helpful or appropriate
- c. The Board has delegated to the Fire Chief the authority and responsibility to oversee and manage all business and affairs of the District, including all authority and responsibility typically associated with a chief executive, administrative, and operational officer. Individual Directors shall not involve themselves in the personnel, operation, maintenance, management, administration, and provision of facilities, improvements, equipment, and services unless requested by the Fire Chief or authorized by the Board of Directors.
- d. Maintain appropriate Board/Staff interactions.
 - i. Follow the chain of command

1. Work with the Fire Chief or designee to determine the best way to communicate with staff, visit facilities, observe operations, etc.
 2. Express any concerns with staff to the Fire Chief
- ii. Avoid providing direction or requesting extensive information from staff when not authorized by the entire Board of Directors
 - iii. Avoid last-minute requests for staff
 - iv. Be professional and respectful to staff and expect the same in return
 - v. Non-election-related interactions with Union (IAFF Local 4502) representatives should follow the same coordination through the Fire Chief as any other staff interactions
 - vi. Any media interactions should be coordinated with the Fire Chief whenever possible

3. Be Trustworthy

- a. Directors serve in a position of trust and have responsibility to use public resources prudently
- b. Avoid conflicts of interest per the CHFPD Board Directors Bylaws
- c. Conduct personal affairs in such a manner that the Directors cannot be improperly influenced in the performance of Board duties
- d. Be transparent and open with information-sharing and decision-making while respecting and maintaining confidentiality where required

Breach of Standards of Conduct

While the Board of Directors as a body cannot exercise authority over individual Board members, the Board can take steps to attempt to align conduct with the principles and values stated in the CHFPD Board Bylaws, Code of Ethics, Conflicts of Interest, and Standards of Conduct. These include, but are not limited to:

1. Hold the Fire Chief accountable to ensure the Fire Chief and staff are providing the appropriate response to Board members' individual comments, opinions, direction, or instructions.
2. The Board, either privately through the Board President or as a whole during a Board meeting, may re-iterate the expectations of Board members and attempt to provide guidance that will correct improper behaviors of individual members.

3. The Board may publicly reprimand or censure an individual or group of Board members or enact other forms of sanctions as deemed appropriate by the Board.
4. The Board may direct an investigation of individual or group behavior to ensure laws have not been violated.