

BYLAWS OF THE
LONGMONT DOWNTOWN DEVELOPMENT AUTHORITY

Longmont, Colorado

Formally adopted by the Longmont Downtown Development Authority
This 7th Day of September, 1983

Revised 07/16/86

Revised 08/28/91

Revised 10/21/91

Revised 12/15/99

Revised 02/23/05

Revised 08/23/23

Attest:

Article 1.000

DEFINITIONS

- 1.100 Authority. "Authority" means the Longmont Downtown Development Authority and any successor to its functions, authority, rights, and obligations.
- 1.200 Board. "Board" means the board of the Authority.
- 1.300 City. "City" means the City of Longmont, Colorado.
- 1.400 City Council. "City Council" means the governing body of the City of Longmont, Colorado.
- 1.500 District. "District" means the area within which the Authority may exercise its powers.
- 1.600 Executive Director. "Executive Director" means the chief executive officer of the Authority.
- 1.700 Member. "Member" means a member of the Board.
- 1.800 Ex-Officio Board Member. "Ex-Officio Board Member" means an appointed member of the Board, with all rights and privileges afforded Board members, excluding the right to cast a vote. Ex-Officio Board Member shall not be counted to achieve a quorum for decisions requiring a percentage of Board member votes.
- 1.900 Staff. "Staff" means the Executive Director plus any other full or part time, paid or unpaid employee of the Authority.

Article 2.000

- 2.100 Establishment. Pursuant to ordinance number 0-82-76, the City of Longmont, Colorado, established a downtown development authority known as the "Longmont Downtown Development Authority" as a body corporate.
- 2.200 Purpose. The Authority is established to halt and prevent deterioration of the property values within the district and to assist in the development and redevelopment of the district and to use its power to promote the general welfare of the district by use of its direct and supplemental powers.
- 2.300 Powers. By ordinance of the City of Longmont, Colorado, the Downtown Development Authority has all the powers authorized by Section 31-25-801 and following, Colorado Revised Statutes (C.R.S.), as may be amended from time to time, and all supplemental or convenient powers and supplemental powers.

2.400 Seal. The Authority shall have a seal, which shall be circular in form and shall be inscribed thereon the words, "Longmont Downtown Development Authority", "City of Longmont, Colorado", and the word "Seal".

2 Offices. The Authority shall have the power to maintain an office within the boundaries of the District.

Article 3.000

3.100 Board Members. The Authority shall initially consist of seven Board Members who shall be appointed by the Longmont City Council, but the number of Board Members may be changed in accordance with Section 31-25-805, C.R.S., as amended.

3.200 Eligibility. Each Board member, except the representative from the City Council, shall be appointed in accordance with eligibility requirements as stated in Section 31-28-806, C.R.S., as amended.

3.300 Ex-Officio Members. The St. Vrain Valley School District, **Boulder County Commissioners** and the City of Longmont Administration shall each appoint one, non-voting ex-officio member of the Board.

3.400 Committees. The Board may appoint and dissolve committees, as it deems necessary. These committees shall have at least one representative, unless by two-thirds vote of those members present and voting to do otherwise. The Board, at its discretion, may appoint individuals to serve on Board appointed committees.

3.410 Executive Committee. The Executive Committee will consist of the Chairperson, Vice-Chairperson, and one member at large and will be appointed at the first regularly scheduled Board meeting in July of each year.

3.500 Appointments. Except for initial appointments, each Board Member shall be appointed for a term of four (4) years (except any member who is a member of the Longmont, Colorado, City Council). Initial Board Members shall be appointed for staggered terms as follows:

3.510 Two Board members of terms expiring June 30, 1983.

3.520 Two Board members of terms expiring June 30, 1984.

3.530 Two Board members of terms expiring June 30, 1985.

3.540 Two Board members of terms expiring June 30, 1986.

3.550 The Board members representing Longmont City Council shall serve at the pleasure of the City Council.

Vacancies. The authority shall inform the City Council of upcoming expired terms at least sixty (60) days before the expiration date of such term. The

Longmont City Council shall appoint Board members for new terms so as to allow the appointees to begin their terms on July 1.

3.610 Resignations. The authority shall immediately inform the City Council of any Board member tendering his resignation. Any member wishing to resign shall notify the Board in writing as to his intention of resigning and the effective date of resignation.

3.700 Removal. After notice and an opportunity to be heard, an appointed member of the Board may be removed for cause by the Longmont City Council.

3.800 Compensation. All members of the Board shall serve without compensation, but with Board approval may be reimbursed for actual and necessary expenses incurred on behalf of the Authority.

Article 4.000

OFFICERS

4.100 Chairperson. The Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairperson shall sign all contracts, deeds and other instructions made by the Authority. At each meeting, the Chairperson shall submit such recommendations and information as may be considered proper concerning the business affairs and policies of the Authority.

4.110 Election. At the first regularly scheduled meeting of the Board in July of each year, a Chairperson shall be elected to preside at the meetings of the Board with the full power to vote on any issue, except as otherwise provided herein. The Chairperson shall serve for one year or until his successor is elected. The Chairperson may be removed as Chairperson at any time, with or without cause, by a vote of two-thirds of the members of the Board.

4.200 Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in case of the resignation or death of the Chairperson, the Vice Chairperson shall perform such duties as are imposed on the Chairperson, until such time as the Authority shall select a new Chairperson. The Vice Chairperson shall be elected in the same manner and at the same time as the Chairperson. The Vice-Chairperson may be removed as Vice-Chairperson at any time, with or without cause, by a vote of two-thirds of the members of the Board.

4.300 Secretary/ Treasurer. The Secretary/ Treasurer shall maintain custody of the official seal and of all records or pertinent documents; and in conjunction with the City of Longmont Finance Department keep the financial records of the Authority. The Secretary / Treasurer shall attend all meetings of the Board and keep a record of all Board meetings and proceedings, timely file minutes of all regular or special meetings with the Clerk of the City of Longmont, provide

access to all Board resolutions and pertinent documents at Board meetings, and shall perform other such duties as may be delegated to him or her by the Board. The Secretary/ Treasurer and/or Executive Director shall have power to affix the Authority's seal to and attest all contracts and instruments to be executed by the Authority.

4.310 The Secretary/ Treasurer shall be either a member of the Board or an Authority staff member, and shall be appointed and removed by the Board. If the Secretary/ Treasurer is a member of the Board, he or she shall have assistance from the Authority staff in carrying out the duties and responsibilities of Secretary/ Treasurer. If the Secretary/ Treasurer is an Authority staff member, he or she may be required to attend Board meetings. If the Secretary/Treasurer is a staff member, he/she shall report to, and be under the supervision of the Executive Director.

4.400 Executive Director. Pursuant to the requirements of Section 31-25-815, C.R.S., an Executive Director shall be employed for the Downtown Development Authority.

4.410 Appointment. The Executive Director shall be appointed by the Board and, after approval by the Longmont City Council, shall serve at the pleasure of the Board. The compensation to be paid to the Executive Director and conditions of employment shall be set forth in an employment agreement.

4.420 Responsibility. The Executive Director shall be the Chief Executive Officer of the Authority and shall have general supervision over and be responsible for the performance of the functions of the Authority. Except as otherwise provided in these bylaws, the Executive Director may expend funds in accordance with the budget adopted by the Authority pursuant to City purchasing procedures. The Executive Director shall also provide quarterly financial statements and reports to the Board or as otherwise directed.

4.430 Staff. The Executive Director shall be responsible for hiring and supervising a subordinate staff and for providing reports to the Board. Subordinate staff shall serve under the direction of the Executive Director. The Executive Director shall control employment activities in accordance with the Personnel Rules of the City of Longmont.

4.440 Bond. The Board may require a fidelity bond from the Executive Director, and/or other staff, by resolution, may waive the bond requirement.

4.450 Budget. The Executive Director shall annually prepare a budget and submit it to the Board no later than the regular Board meeting in August for the DDA area. The budget shall be in accordance with

applicable state statutes and financial management rules for the City of Longmont. The budget shall be comprehensive and be the basis for the expenditures of all Authority funds.

Article 5.000

PROCEDURES

5.100 Regular Meetings. The Board shall determine dates of regular business meetings **by resolution**, but there shall not be less than one meeting per month. Regular meetings may be recessed and continued to another date of the month. The Secretary/ Treasurer **and/or Executive Director** shall be responsible for mailing written notice to each Board member at least five (5) days in advance of each regular business meeting stating the time and location within the City of Longmont at which the meeting is to be held. **The Board may hold meetings either in-person, virtual, or hybrid formats as identified in the posted notice for each meeting. A Board Member shall be considered present and able to act if they are attending the meeting through virtual or remote means** The agenda for each meeting shall be posted online at the DDA website **(downtownlongmont.com)** at least twenty-four hours in advance of said meeting. **The Board may direct that a regular meeting not be held, but in no event shall more than two consecutive meetings be cancelled.**

5.110 Attendance. In the event of the absence of a Board member for three (3) consecutive regular meetings, the Executive Director shall notify the Chairman and member may be subject to removal by the Mayor.

5.120 Special Meetings. Special meetings of the Authority may be called by three or more Board members at a convenient place and time provided not less than a quorum of all Board members are in attendance. The agenda for said meeting shall be posted **online** at least twenty-four hours in advance of said meeting.

5.130 Open Meetings. All meetings of the Board shall be open to the public, provided, however, that the Board may hold an executive session pursuant to the procedures and for the purposes set forth in Section 24-6-402, C.R.S.

5.140 Quorum. The quorum necessary to conduct all regular business shall be a majority of all active Board members.

5.150 Voting. All regular business matters shall be decided by majority of the Board members present and voting unless otherwise provided for in these bylaws.

5.160 Rules of Order. All meetings shall be conducted under the most recent edition of "Robert's Rules of Order Newly Revised," except as otherwise provided by these bylaws and Section 31-25-801, and following, C.R.S., as amended.

5.170 Conducting Meetings. If the Chairman and Vice Chairman are not in attendance at the regular or special meeting, the Board members present, provided there is a quorum, shall appoint a Board member to conduct and run the meeting.

5.18 Resolutions. All resolutions of the Board shall be confined to one subject and Board approved resolutions must carry the signature of the Chairman and the Secretary / Treasurer and/or Executive Director must attest to the signature of the Chairman. All resolutions shall be sequentially labeled and numbered as follows: DDA-R- (the calendar year of approval) - (the total number of Board member resolutions in the particular calendar year, plus one). Action or enactments of the Board as required in these bylaws, or as may be required by a unanimous vote of the Board, shall be by resolution.

5.190 Additional Policies and Procedures. From time to time the Board may adopt, by resolution, additional policies and procedures for the conduct and affairs of the Authority without amendment to these bylaws.

ARTICLE 6.000

CONTRACTS: FINANCE

6.100 Contracts. The Board may authorize, by resolution, the Chairman, or Executive Director, to enter into any contract or execute any financial instrument in the name of and in behalf of the Authority, and such authority may be in general or confined to specific instances. Unless authorized by the Board, all contracts in the amount of \$25,000 or less for the payment of accounts shall be submitted by the Executive Director to the City Finance Department for payment from funds deposited to the credit of the Authority. The Executive Director and the Chairman must sign all contracts for payment of any amount in excess of \$25,000. All payments are processed and approved through the City Finance Department.

6.200 Finance.

6.210 Deposits. All funds of the Authority will be deposited in the Municipal Treasury to the credit of the Authority, unless otherwise authorized by the Finance Director, City Manager, and by resolution of the Board.

6.220 Loans. No loans shall be contracted for on behalf of the Authority and no evidence of indebtedness shall be issued, except by resolution of the Board. Such resolution may be general or confined to specific instances.

6.230 Audit. The financial affairs of the Authority shall be audited in conjunction with the City of Longmont's annual independent audit, unless as otherwise authorized by the Board.

6.240 Property. The Authority may hold property in its name as directed by resolution of the Board and as permitted by 31-25-801 et. seq., C..S. 1973, as amended.

ARTICLE 7.000

AMENDMENTS

7.100 Amendments. The bylaws of the Authority may be amended at any regular or special meeting by a two-thirds (2/3) vote of the Board. No such amendment shall be adopted unless at least five (5) days written notice thereof has been previously given to all members of the Board. All amendments to these bylaws shall be filed in the office of the Clerk of the City of Longmont.

ARTICLE 8.000

INDEMNIFICATION OF AUTHORITY BOARD AND STAFF

8.100 Indemnification. The Authority agrees to indemnify, save and hold each Board member and staff member of the Authority harmless from any liability for injuries and damages suffered by any individual which may be recovered against a Board member or staff member of the Authority pursuant to the provisions of Section 24-10-106, C.R.S., unless the damages or injuries were caused by actions of the Board members or staff member which were willful or wanton, or grossly negligent.

The Authority further agrees to indemnify each Board member and staff member against all costs and expenses actually and necessarily incurred in connection with the defense against any action for injuries and damages arising out of any action or omission by the Board member or staff member of the Authority while in the course of the performance of his or her duties and within the scope of his or her duties while acting on behalf of the Authority; provided, however, that this obligation to indemnify shall not apply to any actions which are caused by acts or omissions which are willful and wanton, or grossly negligent.

This obligation to indemnify the Board members or staff members shall not apply if the Board member or staff member compromises or settles the claim without the consent of the Authority, or if the Authority is not named in the action and the Board or staff member does not give the Authority notice of the existence of such action within fifteen days after the commencement of the action. In addition, the obligations of indemnification by the Authority set forth in this Article shall not apply where the Board member or staff member willfully and knowingly fails to notify the Authority of any occurrence, which led to a claim within a reasonable time after such incident or occurrence could reasonably have been anticipated to lead to a claim.

Nothing in this Article shall be construed in any manner as a waiver of any governmental immunity on

behalf of the Authority other than those areas of limited liability as set forth as set forth in Section 24-10-106, C.R.S.. The Authority shall continue to be entitled to assert the defense of Government immunity against all other claims as provided by Section 24-10-108, C.R.S. This Article shall not be construed in any way as affording insurance coverage which would increase the limits of liability beyond those set forth in Section 24-10-114 (1), C.R.S.