

**PINEWOOD SPRINGS FIRE PROTECTION DISTRICT**  
**BY-LAWS**

Section 1. Authority. The Pinewood Springs Fire Protection 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.

Section 2. Purpose. It is hereby declared that the By-Laws hereinafter set forth will serve a public purpose.

Section 3. Policies of the Board. It shall be the policy of the Pinewood Springs Fire Protection District Board of Directors, consistent with the availability of revenues, personnel and equipment, to use its best efforts to provide a high level of Fire Protection and Basic Emergency Medical Services to our community and our mutual aid partners.

Section 4. Board of Directors. All powers, privileges and duties vested in, or imposed upon, the Pinewood Springs Fire Protection District (hereinafter referred to as "District") by law shall be exercised and performed by and through the Board of Directors (hereinafter referred to as "Board"). The Board may delegate to officers and employees of the District any or all administrative and ministerial powers.

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

a. To confer upon any appointed officer of the District the power to select, remove or suspend employees or agents upon such terms and conditions as may seem fair and just and in the best interests of the District.

b. To determine and designate, except as otherwise provided by law or these By-Laws, who shall be authorized to make purchases, negotiate leases, and sign receipts, endorsements, checks, releases and other documents.

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.

d. To prepare financial reports, other than the statutory audit, covering each year's fiscal activities; and said reports, shall be submitted to the Board and made available for inspection by the public.

Section 5. Office.

a. Business Office. The principal business office of the District shall be at 61 Kiowa Road, Lyons, Colorado, unless otherwise designated by the Board.

**PINEWOOD SPRINGS FIRE PROTECTION DISTRICT**  
**BY-LAWS**

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. Regular Meetings. Regular meetings of the Board shall be held on the second Wednesday of each month at 7:00 p.m. at 61 Kiowa Road, Lyons, Colorado, unless otherwise posted.

b. Meeting Public. All meetings of the Board, other than executive sessions, shall be open to the public.

c. Notice of Meetings. Section 6.a 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.

d. Special Meetings. Special meetings of the Board may be called upon seventy-two (72) hours written notice, which shall be posted in three places within the District and at the Larimer County Clerk and Recorder's Office.-

e. No Informal Action by Directors. All official business of the Board shall be conducted at regular or special meetings.

f. Executive Sessions. Executive Sessions, if required, shall be called, conducted, and recorded according to applicable law. No formal action may be taken in executive session.

g. Continuance of Meetings. When a regular or special meeting is for any reason continued to another time or place, notice of the continued meeting of the time and place thereof shall be given as required by law. At the continued meeting, any business may be transacted which might have been transacted at the original meeting.

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 of the Directors shall be present, except as provided in Section 7.b.

**PINEWOOD SPRINGS FIRE PROTECTION DISTRICT**  
**BY-LAWS**

b. Vote Requirements. Any action of the Board shall require the affirmative vote of a majority of the Directors present 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 District employees. All such actions shall be ratified by the Board at its next meeting.

c. Motions and Resolutions. Each and every action of the Board necessary for the governing and management of the affairs of the District, or to the exercise of the powers vested in the District shall be taken by the passage of motions or resolutions.

d. Minute File. Within a reasonable time after passage, all resolutions and motions and all minutes of Board meetings shall be recorded in a file kept for that purpose and shall be attested by the secretary. Minutes of regular sessions shall be available for public review as soon as practicable following acceptance of the minutes by adoption of a motion therefor by the Board. Minutes of executive sessions shall be retained for ninety days and then destroyed except as required by an order of Court that they be retained longer.

Section 8. Directors, Officers and Personnel.

a. Director Qualifications and Terms. Directors shall be qualified electors of the District. The term of each Director shall be determined by relevant statutory provisions with elections held in even numbered years. Each Director shall sign an oath of office and, at the expense of the District, furnish a fidelity bond in a sum of no less than \$1,000. Copies of such oaths shall be filed with the Clerk of the District Court in Larimer County. Bonds shall be filed with the Division of Local Government. In addition, each Director shall complete a blanket conflict of interest form at the time they assume office, and in January of each year thereafter for their term of office. Such blanket conflict forms shall be filed with the Board of Directors and transmitted to the Secretary of State.

b. Director's Performance of Duties. A Director of the District shall perform duties in good faith as a Director, including duties as a member of any committee of the Board upon which the Director may serve, in a manner in which the Director reasonably believes serves the best interest of the 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, a 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 b; but a Director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs the Director's duties shall not have any liability by reason of being or having been a Director of the District. Those programs and groups upon whose information, opinions, reports, and statements a Director is entitled to rely are:

**PINEWOOD SPRINGS FIRE PROTECTION DISTRICT**  
**BY-LAWS**

- (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, insurance providers, or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; and
- (3) A committee of the Board upon which the Director does not serve, duly designated in accordance with the provisions of the By-Laws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

c. Oath of Office. Each member of the Board, before assuming the responsibilities of office, shall take and subscribe an oath of office in the form prescribed by law, and complete a blanket conflict of interest form.

d. Election of Officers. The Board of Directors shall elect from its membership a President, a Vice President, a Secretary and a Treasurer, who shall be the officers of the Board of Directors and of the District. The officers shall be elected by a majority of the Directors voting at said election. 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 even numbered years. Each officer so elected shall serve for a term of two years, which term shall expire upon the resignation of the Director, their death, inability or disqualification to serve on the Board of Directors, or the election of their successor. Officers may be reelected for successive two year terms.

e. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by an affirmative vote of a majority of the remaining Directors, as prescribed by statute. The appointed individual must meet the statutorily prescribed qualifications for Directors, and may serve until the next regular election.

f. Resignation and Removal. Directors may be removed from office only as prescribed by statute. Any Director may resign at any time by giving written notice to the President, and acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.

g. President and Chairman. The President shall be the Chairman of the Board and preside at all meetings; the President shall also be the chief executive officer of the District. Except as otherwise authorized, the President shall sign all contracts, deeds, notes, debentures, warrants and other instruments on behalf of the District. The President may hold no other office.

**PINEWOOD SPRINGS FIRE PROTECTION DISTRICT**  
**BY-LAWS**

h. Vice President. The Vice President shall perform the duties of President and Chairman in the absence of the President. The Vice President may hold no other office.

i. Secretary. The Secretary shall be responsible to act as Secretary at meetings of the Board and record all votes; shall be responsible for composing a record of the proceedings of the Board in a minute file kept for that purpose, which shall be an official record of the Board; and shall perform all duties incident to that office. The Secretary shall be custodian of the seal of the District and shall have the power to affix such seal to and attest all contracts and instruments authorized to be executed by the Board. The Secretary shall be responsible for the records of the District unless the Board appoints a Records Custodian, who need not be a member of the Board, in which case, the Records Custodian shall be responsible for the records of the District. The Secretary may also serve as Treasurer.

j. Treasurer. The Treasurer shall keep or cause to be kept strict and accurate accounts of all money received by and disbursed for and on behalf of the District in permanent records. The Treasurer shall file with the Division of Local Government, at the expense of the District, a corporate fidelity bond in an amount determined by the Board of not less than \$5,000, conditioned on the faithful performance of the duties of the Treasurer's office. The Treasurer shall be chairman of the Budget Committee. The Treasurer may also serve as Secretary.

j. 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 minute file 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 fidelity bond.

k. Personnel Selection. The District Fire Chief shall be appointed by the Board. The Chief shall have general supervision over the administration of the affairs, fire fighting personnel, and operations of the District, and shall be charged with the selection, oversight, and discharging of department fire fighting personnel in addition to all duties prescribed by statute.

l. Selection and Tenure of Consultants. Agents, employees, engineers, architects, accountants, special consultants and attorneys of the District shall be selected by the Board shall based upon the relative qualifications and capabilities of the applicants and shall not be based on political services or affiliations. Agents and employees 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.

**PINEWOOD SPRINGS FIRE PROTECTION DISTRICT**  
**BY-LAWS**

Section 9. Financial Administration.

a. Fiscal Year. The fiscal year of the District shall commence on January 1 of each year and end on December 31.

b. Budget Committee. There shall be a permanent committee, known as the Budget Committee, composed of the Treasurer, a member of the Board appointed by the President, and the District Fire Chief or Assistant District Fire Chief, which shall be responsible for preparation of the annual budget of the District and such other matters as may be assigned to it by the President of the Board.

c. Budget. On or before October 15th of each year, the Budget Committee 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 figures 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.

d. Notice of Budget. Upon receipt of the proposed budget, the Board shall cause to be published a notice that the proposed budget is available for inspection by the public at the business office; that the Board will consider the adoption of the proposed budget 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 and published in substantial compliance with law.

e. Adoption of Budget. On the day set for consideration of the 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 setting forth the expenditures to be made in the ensuing fiscal year. The budget shall provide for sufficient revenues to finance budget expenditures.

f. Levy and Collection of Taxes. On or before December 15th of each year, the Board shall certify to the Board of County Commissioners of Larimer County 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 the District.

**PINEWOOD SPRINGS FIRE PROTECTION DISTRICT**  
**BY-LAWS**

g. 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 State Department of Local Affairs.

h. Appropriation Resolution.

- (1) At the time of adoption of the budget, the Board shall adopt a resolution making appropriations for the ensuing fiscal year. The amounts appropriated thereunder shall not exceed the amounts fixed therefor in the budget adopted pursuant to Section 9.e.
- (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 contingency fund to be used in cases of emergency or other unforeseen circumstances.

i. 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 the appropriation resolution, including any legally authorized amendment thereto. Any contract, verbal or written, contrary to the terms of this sub-section shall be void from the beginning, and no District funds shall be expended in payment of such contracts in excess of amounts appropriated, except as provided in the following sub-section.

j. Contingencies.

- (1) In cases of emergency caused by a natural disaster, public enemy, or some 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 entire membership of the Board. Such resolution shall set forth in full the facts concerning the emergency and shall be included in the minutes of that meeting.

**PINEWOOD SPRINGS FIRE PROTECTION DISTRICT**  
**BY-LAWS**

- (2) If so enacted, a copy of the resolution authorizing additional expenditures shall be filed with the Division of Local Government in the Colorado State Department of Local Affairs and shall be published in compliance with statutory requirements.

k. 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 through (a) the issuance of tax anticipation warrants, to the extent that the mill levy authority of the District is available, or (b) the issuance of bond anticipation notes payable from future bond proceeds or operating revenue, or (c) any other lawful and approved method.

l. Annual Audit.

- (1) The Board shall cause an annual audit to be made at the end of the 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 District within nine months of the close of such fiscal year. 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 the District during the subject fiscal year. The auditor shall prepare, and certify as to its accuracy, an audit report, including a financial statement and short form balance sheet based on such audit, an unqualified opinion or qualified opinion with explanations, and a full disclosure of any violations of State law, pursuant to statutory requirements.
- (2) A copy of the audit report shall be maintained by the District as a public record for a public inspection at all reasonable times.
- (3) The Treasurer shall forward a copy of the audit report to the State Auditor and other relevant State officials, pursuant to statutory requirements.



**PINEWOOD SPRINGS FIRE PROTECTION DISTRICT**  
**BY-LAWS**

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 Secretary shall have custody of the seal and shall be responsible for its safe keeping and care.

Section 11. Disclosure of Conflict of Interest. Any Board member's potential conflict of interest shall be disclosed in accordance with Colorado law, particularly Article 18 of Title 24, C.R.S., and Sections 32-1-902(3) and 18-8-308, C.R.S. Any Director who is present at a meeting at which is discussed any matter in which that Director has, directly or indirectly, private pecuniary or property interest shall disclose such interest to the Board. Unless such Director has given prior advance written notice to the Colorado Secretary of State and to the Board, in accordance with all statutory requirements, such Director shall refrain from advocating for or against the matter and shall disqualify himself/herself from voting on such matter.

Section 12. Compensation. Each Director may receive compensation as prescribed by statute. No Director shall receive compensation as an employee or independent contractor of the District, except as may be provided by statute.

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 liability, claim or demand, without limitation, arising out of any alleged act or omission occurring during the performance of duty, while acting within the scope of duty or employment. The provisions of this Section 13 shall be subject to and, to the extent of any inconsistency therewith, shall be modified by the Governmental Immunity Act, 24-10-101, et seq., C.R.S.

Section 14. Bidding and 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 expense of \$25,000 or more. The District may reject any and all bids, and if it appears that District can perform the work or secure material for less than the lowest bid, it may proceed to do so in accordance with Section 32-1-1001(d), C.R.S.

A Notice or Invitation to Bid shall be prepared and published in accordance with statutory directive.

The Board retains the right, in its sole discretion, to reject any or all proposals; determine the proposal and contractor that will serve the best interests of the District; and determine the proposal and contractor which is most responsible to perform the work.

**PINEWOOD SPRINGS FIRE PROTECTION DISTRICT**  
**BY-LAWS**

Bids must be accompanied by an acceptable bidder's bond, or a certified check payable to the District, in an amount equal to 5% of the bid. If, within the time designated in the Notice of Award, the Contract is not executed, or, if required, a Payment and Performance Bond and Certificates of Insurance are not provided, the District shall keep the bid bond as liquidated damages, and assess such other damages as the District may determine.

A Payment and Performance Bond is required for Contracts over \$50,000, and are discretionary with the Board under that amount. Sections 38-26-105 and 106, C.R.S.

Ten percent of all pay estimates shall be withheld during the construction until 50% of the contract work has been performed; thereafter, no additional sums shall be withheld if satisfactory progress is being made. For any contract exceeding \$80,000, the contractor may deposit acceptable securities in lieu of such retained amounts in accordance with law in accordance with Section 24-91-103, C.R.S.

Section 15. Modification of By-Laws. These By-Laws may be altered, amended or repealed at any regular meeting or at any special meeting of the Board called for that purpose.

Section 16. Severability. If any provision of these Bylaws or the application thereof is held invalid, such invalidity shall not affect the provisions or applications of these Bylaws which can be given effect without the invalid provision or application. To this end, the provisions of these Bylaws are deemed severable.

ADOPTED this 14th Day of September, 2015 by the Board of Directors of the Pinewood Springs Fire Protection District.

PINEWOOD SPRINGS FIRE PROTECTION DISTRICT

By \_\_\_\_\_  
President of the Board

ATTEST

\_\_\_\_\_  
Secretary