

# **BYLAWS OF THE BOULDER COUNTY REGION OPIOID COUNCIL**

## **ARTICLE I – NAME AND DEFINITIONS**

### **1.1 Name**

The name of this organization shall be the “Boulder County Region Opioid Council” (“BCROC”).

### **1.2 Definitions**

The defined terms used in these Bylaws shall have the same meanings as set forth in Paragraph A of the August 26, 2021 Colorado Opioids Settlement Memorandum of Understanding (“Colorado MOU”) unless the context clearly requires otherwise.

## **ARTICLE II – PURPOSE**

On August 26, 2021, the State of Colorado and Participating Local Governments executed the Colorado MOU, establishing the method for dividing and distributing Opioid Funds within the State of Colorado.

In accordance with the terms of the Colorado MOU, on [REDACTED] the County of Boulder, City of Boulder, City of Longmont, Town of Erie, Town of Jamestown, City of Lafayette, City of Louisville, Town of Nederland, Town of Lyons, City of Superior, and the Town of Ward (the Boulder PLGs”) entered into an Intergovernmental Agreement to form the BCROC (“BCROC IGA”).

Under the terms of the Settlement and the Colorado MOU, as acknowledged in the BCROC IGA, each Region must create its own Regional Council and governance structure. The BCROC is formed for the purpose of complying with the terms of the Settlement, the Colorado MOU and the BCROC IGA.

BCROC is not formed for any pecuniary or financial gain and no part of the assets, income, or profit of BCROC shall be distributed to or inure to the benefit of its directors, officers, committee members or staff.

## **ARTICLE III – MEMBERSHIP, DIRECTORS, VOTING**

### **3.1 Membership**

BCROC shall consist of the Participating Local Governments for the Boulder Region (Boulder PLG or Boulder PLGs) as set forth in the Colorado MOU and BCROC IGA.

### **3.2 Board Member Terms, Removal and Vacancies**

BCROC Members shall serve a term of two (2) years, after which they may be re-appointed in accordance with the terms of the BCROC IGA.

A Member may only be removed for good cause by two-thirds (2/3) vote. Upon the removal of any member for good cause, or upon the resignation, death, or disability of any member that prevents him or her from continuing to serve, the governing board for the Boulder PLG whose member was removed shall appoint a new member within sixty (60) days of such removal or vacancy. If a Boulder PLG is unable or unwilling to appoint a new member within this time frame, the remaining Boulder PLG Voting Members may, by majority vote, appoint a qualified person to fill this vacancy.

Any Boulder PLG who fails to appoint members to BCROC, or otherwise provide its proxy to another BCROC County pursuant to Section 3.4 below, shall not receive any Opioid Funds from the Regional Share or participate in BCROC.

### **3.3 Voting**

Except as expressly provided in these Bylaws, the BCROC shall make decisions by a majority vote of its Members. Except as provided in Section 3.4 below, all votes shall be conducted at a meeting of the BCROC, with Members attending either remotely (*e.g.*, video conference, telephone) or in person. Subject to any specific provision to the contrary in the Colorado MOU, the BCROC IGA, these Bylaws, or Colorado law, members may cast their votes in person or by proxy pursuant to Section 3.4.

### **3.4 Proxies**

Any BCROC Member may give a proxy to any other BCROC Member, either for a specific meeting or for all meetings of the BCROC. Every proxy is revocable at any time at the pleasure of the Member that provides the proxy. Every proxy shall be in writing, shall identify the Member giving the proxy, the Member that is the recipient of the proxy, shall be dated and provided to the Chair prior to the meeting for which it is to become effective. Unless the proxy specifically provides otherwise, a proxy shall be presumed to cover all votes which the Member giving such proxy or proxies is entitled to cast, and in the event of any conflict between two or more proxies purporting to cover the same voting rights, the later dated proxy shall prevail, or if dated as of the same date, both shall be deemed invalid. A proxy may be revoked in writing at any time.

### **3.5 Conflicts of Interest**

Members shall abide by the conflict-of-interest rules applicable to local government officials under the laws of Colorado.

### **3.6 Ethics**

Members shall abide by their local ethics laws or, if no such ethics laws exist, by any applicable ethics laws of the State of Colorado.

### **3.7 BCROC Operations Board**

The BCROC Operations Board is responsible for making funding and policy recommendations to BCROC. In developing its recommendations, the BCROC Operations Board shall solicit information and input from the community, including engaging in public outreach regarding its activities and providing multiple opportunities for community engagement.

## **ARTICLE IV – OFFICERS**

BCROC shall appoint a member to act as Chair according to the provisions of the IGA. BCROC shall appoint a Vice-Chair by majority vote. The appointment of officers shall take place at the first regular meeting of the Board of Directors within that calendar year.

## **ARTICLE V – DUTIES OF OFFICERS**

### **5.1 Chair**

The Chair shall preside at all meetings of BCROC. The Chair shall perform other duties as may be prescribed in these Bylaws and shall coordinate the work of BCROC, the BCROC Operations Board, the Commission, and any other special or standing committees, contractors and staff as may be developed. The Chair shall also be responsible for ensuring BCROC's compliance with the Colorado MOU in order for BCROC to enjoy the full benefits of the Settlement to which it is entitled, including but not limited to the certification required by Paragraph F(5)(b) and (d).

### **5.2 Vice-Chair**

The Vice-Chair shall perform all duties of the Chair in the absence of the Chair, and other specialized duties as assigned by BCROC. The Vice-Chair will assume the position of Chair upon the death, disability, removal from office or inability of the Chair to serve as an officer. In

the event of such a vacancy in the position of Chair, the Vice-Chair shall serve as Chair until Boulder County appoints a new Member to act as Chair.

## ARTICLE VI - SEPARATE LEGAL ENTITY, GOVERNMENTAL IMMUNITY, PUBLIC RECORDS

BCROC shall be a separate legal entity from its members. The individual members of BCROC and the cooperating governing bodies or officials shall not be liable for the undertakings of BCROC, contractual or otherwise, regardless of the procedure by which such undertakings, or any of them, may be entered into.

Nothing in these Bylaws are, or shall be construed to be, a waiver, in whole or part, by any Boulder PLG, or any of their respective officials, agents, employees or representatives, of governmental immunity provided by the Colorado Governmental Immunity Act or otherwise.

## ARTICLE VII – MEETINGS

### **7.1 Frequency**

BCROC will meet monthly, subject to change by majority vote of the Members. The BCROC will also meet during the month of            each year for the purpose of conducting an Annual Meeting to appoint officers, review organization progress, and set major policy matters.

The Chair may call a special meeting at any time by providing seven (7) days written notice to all Members and should also provide such notice to the Commission.

The BCROC Operations Board shall meet as necessary to perform its functions.

### **7.2 Open Meetings**

Unless otherwise provided by law, all meetings of the BCROC shall comply with the Colorado Open Meetings Law.

### **7.3 Notice of Meetings**

Notices of meetings shall comply with the Colorado Open Meetings Act and other applicable law. The BCROC shall ensure that appropriate staff are responsible for the preparation of any notice, its publication, posting and dissemination, and the preparation, publication posting and dissemination of proposed agendas, minutes, and meeting materials for any regular, Annual or special meeting of the BCROC.

## **7.4 Quorum**

The presence at a meeting of BCROC of a majority of its members shall constitute a quorum for any meeting or vote. Any BCROC PLG who has granted a proxy to another BCROC PLG pursuant to Section 3.4 above, shall be counted for quorum purposes so long as at least one of the two members for the BCROC PLG who received the proxy are present at a meeting or for a vote.

## **7.5 Executive Session**

Subject and pursuant to the Colorado Open Meetings Act, the BCROC may hold executive sessions if approved by majority vote.

## **ARTICLE VIII – BUDGET, DUES, AND FISCAL CONTROLS, FISCAL AGENT**

### **8.1 Purpose**

According to the Colorado MOU, BCROC is required to designate a fiscal agent for BCROC prior to it receiving any Opioid Funds from the Regional Share.

### **8.2 Designation of Fiscal Agent**

The BCROC shall designate a Fiscal Agent for BCROC by majority vote.

The Fiscal Agent must be a county commissioner, a city or town councilperson, or part of the executive department of a county or municipal government, such as a department of finance of a BCROC PLG.

### **8.3 Term of Fiscal Agent**

The Fiscal Agent shall serve a one (1) year term. A Fiscal Agent may serve as long as the BCROC determines is appropriate, including the length of any Settlement that contemplates the distribution of Opioid Funds within Colorado.

### **8.4 Duties of the Fiscal Agent**

As Required by or otherwise consistent with the Colorado MOU, the Fiscal Agent shall receive, deposit, and make available Opioid Funds distributed from the Abatement Council, provide expenditure reporting data to the Abatement Council on an annual basis, and shall otherwise ensure BCROC's compliance with the Colorado MOU in cooperation with the Chair, including but not limited to Paragraphs F(7), (8), and (10) of the Colorado MOU. In addition, the Fiscal Agent shall perform certain recordkeeping duties as outlined below:

- a. Opioid Funds: The Fiscal Agent shall receive all Opioid Funds as distributed by the Abatement Council. Upon receipt, the Fiscal Agent shall deposit the Opioid Funds in a Colorado-specific QSF Account that is dedicated to BCROC. Upon direction by BCROC, the Fiscal Agent shall make any such Opioid Funds available to BCROC.
- b. Reporting: On an annual basis, as determined by the Abatement Council, the Fiscal Agent shall provide to the Abatement Council BCROC's expenditure data from their allocation of the Regional Share and certify to the Abatement Council that BCROC's expenditures were for Approved Purposes and complied with its two-year plan.
- c. Recordkeeping: The Fiscal Agent shall maintain necessary records with regard the BCROC's meetings, decisions, plans, and expenditure data.

### **8.5 Authority of the Fiscal Agent**

The Fiscal Agent serves at the direction of the BCROC and in service to the entire Boulder Region. Except as otherwise provided by law, the terms of the Colorado MOU control the authority of a Regional Council, and by extension, the Fiscal Agent. A Fiscal Agent shall not stray outside the bounds of the authority and power vested by law, these Bylaws, and the Colorado MOU.

### ARTICLE IX – FISCAL YEAR

The fiscal year of BCROC shall be the calendar year.

### ARTICLE X – REGIONAL TWO-YEAR PLAN

#### **10.1 Purpose**

As required by Paragraph F of the Colorado MOU, as part of BCROC's request to the Abatement Council for Opioid Funds from its Regional Share, BCROC shall submit a two (2) year plan ("2-year plan") identifying the Approved Purposes for which the requested funds will be used.

#### **10.2 Development of 2-Year Plan**

In developing a 2-year plan, BCROC may solicit recommendations and information from the BCROC Operations Board and other stakeholders within its Region for the purposes of sharing data, outcomes, strategies, and other relevant information related to abating the opioid crisis in Colorado. BCROC may also seek assistance from the Abatement Council for purposes of developing a 2-year plan.

#### **10.3 Amendment**

The BCROC, by majority vote, may amend BCROC's 2-year plan so long as such amendments comply with the terms of the Colorado MOU and the Settlement.

ARTICLE XI – AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed by a two-thirds vote of the all Members of BCROC (not a majority of those present) at any meeting of the BCROC employing the voting procedures set forth in these bylaws, provided, however, that written notice of the proposed amendment or repeal, verbatim, shall be provided to each member not less than ten days prior to such meeting.

ARTICLE XII – GOVERNING LAW; VENUE; CONFLICTS; LIMITATION OF REMEDIES

These Bylaws shall be governed by the laws of the State of Colorado. Venue for any legal action relating to these Bylaws will be in the Boulder District Court. Should any conflict arise between the interpretation of these Bylaws and the Colorado MOU, the Colorado MOU shall control. Should any conflict arise between the interpretation of these Bylaws and the BCROC IGA, the IGA shall control. Should any legal dispute arise between members of BCROC regarding or related to these Bylaws, the remedies of the prevailing party in any such dispute shall be limited to declaratory and injunctive relief, and any appropriate costs awarded by a court; no member shall be entitled to compensatory, expectancy, consequential, exemplary, or any other form or type of money damages, or attorneys’ fees, from any other member in relation to any dispute regarding these Bylaws. Nothing in these Bylaws, however, should be construed to prevent or limit any cause of action, whether in law or in equity, that BCROC may bring against any person or entity not a party to these Bylaws, including but not limited the right to engage in the dispute process set forth in the Colorado MOU.

ARTICLE XIII – SEVERABILITY

If any clause or provision of these Bylaws shall be held to be invalid in whole or in part, then the remaining clauses and provisions, or portions thereof, shall nevertheless be and remain in full force and effect.

ARTICLE XIV – DISSOLUTION

BCROC may be dissolved by two-thirds vote of the Members, so long as such dissolution is consistent with the MOU and IGA. Upon dissolution, the Officers, in collaboration with the Attorney General and the Abatement Council, along with the BCROC PLGs, shall be responsible for winding up the affairs of BCROC.

PASSED, APPROVED AND ADOPTED by a majority vote of the full Board of Directors, executed and acknowledged this \_\_\_\_ day of \_\_\_\_\_, 20\_\_ by:

\_\_\_\_\_  
- Chair