

PUEBLO WEST ECONOMIC DEVELOPMENT COMMITTEE BYLAWS

PUEBLO WEST ECONOMIC DEVELOPMENT COMMITTEE

Bylaws adopted by the Pueblo West Metropolitan District Board of Directors by way of Resolution No. 2017-24.

SECTION 1. AUTHORITY

1.1 Pueblo West Metropolitan District ("District") is a governmental subdivision of the State of Colorado and a body corporate with those powers of a public or quasi municipal corporation specifically authorized by, and in compliance with, Section 32-1-101, et seq., C.R.S. The District was created on September 16, 1969, by court order and is located in the County of Pueblo.

1.2 Pursuant to Section 32-1-1004(9) District has the power to provide activities in support of business recruitment, management, and development within the district.

SECTION 2. DUTIES

2.1 To serve as the Pueblo West Economic Development Committee and to recommend to the Pueblo West Metropolitan District Board of Directors ("Board of Directors") policies and procedures to promote, encourage, and facilitate the development of responsible and properly planned business and industrial growth within the community in order to expand and strengthen the local economy and diversify the community's tax base.

2.2 To serve as the primary catalyst for the economic growth and quality jobs within our community. Pueblo West will be a major participant in Colorado's growing economy by promoting the community's entrepreneurial spirit and attracting local, national and international businesses.

2.3 To foster sustainable economic growth for Pueblo West through the retention and expansion of local businesses, and the recruitment of new businesses focused on primary and secondary employers.

2.2 To create standing or special sub-committees.

PUEBLO WEST ECONOMIC DEVELOPMENT COMMITTEE BYLAWS

2.3 To manage and complete any other tasks related to economic development assigned by the Board of Directors from time to time.

SECTION 3. MEMBERSHIP

3.1 Committee Membership. Committee members shall be appointed by Resolution of the Pueblo West Metropolitan District Board of Directors (“Board of Directors”) and shall serve at the pleasure of the Board of Directors in accordance with these By-Laws, as amended from time to time, and the provisions of the Declarations.

3.2 Qualifications. The Committee shall be comprised of two (2) District Residents, two (2) District Board Members, the District’s Manager, the District’s General Counsel, District Staff, and *ad hoc* members as needed. For the purposes of this section, a “District Resident” shall be a person who resides within the boundaries of the District.

3.3 Vacancies. Any District Resident vacancy shall be filled by a Resolution of the Board of Directors noting the beginning date and end of the term which the Committee Member is being appointed.

3.4 Resignation and Removal. District Resident Committee Members may be removed from office by a majority vote of the Board of Directors with or without cause, to include but not limited to, malfeasance, misfeasance, nonfeasance, conflict of interest, violation of confidentiality, or failure to meet the Committee Member qualifications described herein. A District Resident Committee Member may resign at any time by giving written notice to the Board of Directors, and acceptance of such resignation shall not be necessary to be effective. If at any time a member of the committee fails to attend three (3) consecutive meetings for any reason, that member shall be immediately removed from the Committee and their position shall be filled as soon as practical.

3.5 The District Resident Committee Members shall be appointed to serve two (2) year terms which shall terminate as follows :

Member 1-Term Expires 4th Tuesday in April, 2019, to be followed by two (2)

PUEBLO WEST ECONOMIC DEVELOPMENT COMMITTEE BYLAWS

year terms thereafter.

Member 2-Term Expires 4th Tuesday in April, 2018, to be followed by two (2) year terms thereafter.

SECTION 4. MEETINGS

4.1 Business Office. The principal business office of the Committee shall be at 109 E. Industrial Blvd., Pueblo West, CO 81007, until otherwise designated by the Board.

SECTION 5. RESPONSIBILITIES AND DUTIES

5.1 Voting. Policy recommendations to the Pueblo West Metropolitan District Board of Directors shall be made by a majority vote of voting members of the committee. Voting members shall be the District Manager, the two (2) Board Members and the two (2) Resident Committee Members only.

5.2 Quorum. Three (3) members of the Committee, including at least one (1) resident member and one (1) Board Member, shall be required to constitute a quorum for the transaction of business at any meeting.

5.3 Vote Requirements. Any action of the Committee shall require a quorum and the affirmative vote of a majority of the Committee Members present and voting.

5.4 Vote by Proxy. No Committee Member shall be allowed to designate a proxy vote in his or her absence. Further, no Committee Member shall be allowed to cast a proxy vote for another Committee Member.

5.5 Order of Business. Business of all meetings of the Committee shall be transacted in the order as determined by the Committee from time-to-time.

SECTION 6. LIMITS OF CERTAIN LIABILITIES

6.1 The District shall defend, hold harmless, and indemnify any Committee

PUEBLO WEST ECONOMIC DEVELOPMENT COMMITTEE BYLAWS

Member, District officer, agent, or employee, 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 indemnification resolution. 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 7. CODE OF ETHICS

7.1 Committee Members shall carry out their responsibilities in a manner to bring respect to the profession, the economic developer and the economic developer's constituencies.

7.2 Committee Members shall practice with integrity, honesty, and adherence to the trust placed in them both in fact and in appearance.

7.3 Committee Members shall hold themselves free of any interest, influence, or relationship in respect to any professional activity when dealing with clients which could impair professional judgement or objectivity or which in the reasonable view of the observer, has that effect.

7.4 Committee Members shall be mindful that they are representatives of the District and shall represent the overall community interest.

7.5 Committee Members shall keep the Board of Directors for the District informed about the progress and efforts of any economic development program.

7.6 Committee Members shall maintain in confidence the affairs of any client, colleague or organization and shall not disclose confidential information obtained in the course of professional activities.

7.7 Committee Members shall cooperate with peers to the betterment of economic development technique, ability, and practice, and to strive to perfect themselves in their professional abilities through training and educational opportunities.

PUEBLO WEST ECONOMIC DEVELOPMENT COMMITTEE BYLAWS

7.8 Committee Members shall assure that all economic development activities are conducted with equality of opportunity for all segments of the community without regard to race, religion, sex, sexual orientation, national origin, political affiliation, disability, age, marital status, or socioeconomic status.

SECTION 8. DISCLOSURE OF CONFLICT OF INTEREST

8.1 A potential conflict of interest of any Member shall be disclosed to the District General Counsel or District Manager in writing immediately upon learning of the potential conflict.

SECTION 9. COMPENSATION

9.1 Members shall not be entitled to compensation for their service as member of the Committee. Members may be authorized to receive reimbursement for costs as allowed by the Pueblo West Metropolitan District By-Laws, Rules and Regulations.

SECTION 10. MODIFICATION OF BYLAWS

10.1 These Bylaws may be altered, amended or repealed by official Resolution at any regular or special meeting of the Pueblo West Metropolitan District Board of Directors to become effective immediately or at a specified date.

SECTION 11. SEVERABILITY

11.1 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.