



# COLORADO

## Front Range Waste Diversion Enterprise Board of Directors

Department of Public Health & Environment

### FRONT RANGE WASTE DIVERSION ENTERPRISE BOARD OF DIRECTORS

#### FINAL BYLAWS

*Revised: 9/7/2022*

#### **ARTICLE I: Name**

The name of this organization shall be the Front Range Waste Diversion (FRWD) Enterprise Board of Directors “the board,” created pursuant to section 25-16.5-111(3)(d) C.R.S., operating within the Colorado Department of Public Health and the Environment, herein referred to as the “the department.”

#### **ARTICLE II: Purpose**

Section 1. The board was created for the purposes governing the FRWD Enterprise. The enterprise consists of the FRWD Enterprise Board and the department staff who provide services for the enterprise. These bylaws address the work of the board; the services to be provided by department staff are detailed in a separate memorandum of understanding.

Section 2. The enterprise shall administer the grant program and provide technical assistance with the purpose of achieving the following municipal solid waste diversion goals within the Front Range:

- (a) Thirty-two percent diversion by 2021;
- (b) Thirty-nine percent diversion by 2026; and
- (c) Fifty-one percent diversion by 2036.

#### **ARTICLE III: Powers and duties**

Section 1. The board shall have the following powers and duties:

- (a) To make final decisions concerning the powers and duties of the enterprise as enumerated in section 25-16.5-111(3)(c), C.R.S., including:
  - (i) Issuing grants in accordance with section 25-16.5-111(6), C.R.S., and entering into contracts with grantees;
  - (ii) Issuing revenue bonds;
  - (iii) Prioritizing waste diversion strategies for funding through the grant program;

- (iv) Adopting, amending, and repealing policies for regulation of its own affairs and the conduct of its business;
  - (v) Establishing and periodically amending policies and procedures for the application, review, approval, reporting, and other requirements for grants;
  - (vi) Engaging the services of contractors, consultants, and legal counsel, including the department and the Attorney General's Office, for professional and technical assistance and advice, and to supply other services related to the conduct of the enterprise administering the enterprise. Contracts for such services shall not be subject to the State "Procurement Code," Articles 101 to 112 of Title 24, but the Board shall encourage diversity in applicants for contracts and shall generally avoid using single source bids.
  - (vii) Entering into contracts or similar forms of agreement, such as memoranda of understanding, with the Department for office space and administrative staff to the enterprise; and
  - (viii) Performing such other duties as reasonably necessary to carry out the goals and functions of the enterprise as stated in section 25-16.5-111, C.R.S.
- (b) To make final decisions concerning the administration of the Front Range Waste Diversion cash fund as enumerated in section 25-16.5-111(4)(b) & (c), C.R.S., including:
- (i) Administering the grant program;
  - (ii) Awarding of grants;
  - (iii) Developing a policy for the enterprise concerning the provision of technical assistance to eligible entities for the promotion waste diversion; and
  - (iv) Seeking, accepting and expending gifts, grants or donations from private or public sources for the purposes of the enterprise.
- (c) To submit an annual report to the appropriate General Assembly committees by July 1 of each year, as enumerated in section 25-16.5-111(7)(a-d), C.R.S.

#### **ARTICLE IV: Members**

Section 1. The board shall be established in accordance with section 25-16.5-111(3)(d), C.R.S., and shall consist of thirteen (13) members to be appointed by the executive director of the department. Members shall include the following representation:

- (a) one member from the Colorado Office of Economic Development;
- (b) two members from the department, one with expertise in Sustainability and one with expertise in compliance;
- (c) two members representing Front Range municipalities;
- (d) two members representing Front Range counties; and
- (e) six members, from Front Range for-profit and nonprofit entities engaged in recycling.

Section 2. The terms of the members of the board shall be three years except that the initial terms of the members appointed pursuant to section 25-16.5-111(3)(d)(V), C.R.S., subparagraph (e) above, are two years. When a new member is appointed to replace a retiring board member before their term expiration date, that new member shall serve only the remaining term of the retiring member and must then apply for reappointment.

Section 3. Members of the board are entitled to receive a per diem allowance of fifty dollars per day for each day spent attending official board meetings.

Section 4. Regular attendance and participation is vital to the purpose and effectiveness of the board in carrying out its duties and responsibilities. Board members accept the duty and obligation to attend meetings either in person or by teleconference and shall provide advance notice by phone or email if they are unable to do so. If members miss more than six (6) meetings in a calendar year, the board administrator will notify the department's Executive Director's Office.

Section 5. Any member of the board may resign from the board at any time by notifying the department's Executive Director's Office, in writing.

Section 6. No individual board member shall make a statement of policy that purports to be that of the board unless the board has adopted such a policy, but no one shall be prohibited from stating his or her personal opinions with respect to any matters also addressed by the board, provided they are clearly identified as such.

## **ARTICLE V: Officers**

### **Section 1. Officers**

- (a) The board shall elect from its members a chairperson and vice-chairperson.
- (b) Election of officers shall be held annually each December or at such other time as by consensus of the board. The chairperson and vice-chairperson shall be elected by a majority vote of the board.
- (c) Officers may be re-elected to serve an additional term, up to a total of three successive terms.
- (d) Board officers may participate in discussion and vote as any other member.
- (e) All board officers shall hold their offices at the pleasure of the board.

### **Section 2. Duties of the chairperson shall be to:**

- (a) Preside at all board meetings when in attendance;
- (b) Build the agenda in coordination with the board administrator;
- (c) Be aware of all board and committee activities;
- (d) Observe and enforce the board bylaws; and
- (e) Perform all such other duties of the office as provided by these bylaws or prescribed by the board.

Section 3. In the absence of the chairperson at any meeting in which a quorum is present, or if the chairperson is unable to fulfill any of his or her duties, the vice-chairperson shall step in to fulfill those duties and/or serve as chairperson for that meeting only. Should the chairperson and vice-chairperson both be absent at any meeting in which a quorum is present, the members present shall elect a chairperson to serve for that meeting only.

#### **ARTICLE VI: Meetings**

Section 1. The board shall meet monthly, or as needed, at the call of the chairperson, majority of the board members or the board administrator.

Section 2. A quorum of seven (7) members shall be required for all actions of the board, with the following procedures being followed:

- (a) No proxy or absentee voting shall be allowed;
- (b) Members may fully participate in a meeting via teleconference; and
- (c) Any meeting may be cancelled by the chairperson or the majority of the board members, three (3) working days prior to such meeting, when, in consultation with department staff, the chairperson determines the meeting is not needed, or when there will not be a quorum present.

Section 3. In absence of a quorum, any business transacted is null and void, except to take measures to obtain a quorum or to reschedule another meeting.

Section 4. All meetings of the board shall be open to the public in accordance with regulations of the Colorado Open Meetings Law except when executive session is announced as authorized by law. Notice of meetings and the agenda shall be posted on the board's website at least 24 hours prior to a meeting.

Section 5. Discussions of the board relative to the individual reviews of grant applications is to be regarded as confidential information and not to be discussed outside the context of the board meetings.

Section 6. The agenda or order of business may be changed by the chair or by a majority vote of the board members present.

Section 7. All open meetings of the board shall be memorialized in appropriate minutes, which shall be considered unofficial until approved by the board. Any executive sessions entered into by the board shall be electronically recorded.

#### **ARTICLE VII: Committees and task forces**

Section 1. Committees of the board may be established as needed by a majority vote of the board.

Section 2. Special advisory committees may be appointed to advise and confer with the board concerning waste diversion. Any committee so established and appointed:

- (a) Shall act only in an advisory capacity to the board;
- (b) Shall meet with the board at least once each year;
- (c) Shall serve without compensation, but may at the discretion of the board be allowed actual and necessary traveling and subsistence expenses when in attendance at meetings away from their places of residence;
- (d) Shall fix times and places of the committee meetings; and
- (e) Any matter of direct concern to an advisory committee shall normally be referred to it for consideration and recommendations but final action shall remain with the board.

#### **ARTICLE VIII: Voting and balloting procedures**

Section 1. In any instance in which a majority vote is called for:

- (a) The chairperson may call for a show of hands, voice vote or a secret ballot, and such voting method shall determine the result of the vote, and
- (b) No proxy or absentee voting shall be allowed.

Section 2. Ballots shall be pieces of paper or by whatever other method agreed upon by the board.

Section 3. If no candidate or issue receives a majority of the votes cast, another ballot shall be taken. If further ballots need to be cast to determine a single majority winner, it shall be between the two candidates or issues receiving the highest number of votes on the immediately preceding ballot.

Section 4: In general, in-person voting during regular monthly meetings is preferred. However, voting via conference call may be used in circumstances where items must be decided upon between formal meeting dates. A conference call will be scheduled and appropriate notice given to the public. A presentation on the issue or item will be given and an opportunity for board members to ask questions will be provided, after which board members may vote via phone call as they would during a meeting.

Section 5. All members, including the chairperson, shall have voting rights.

#### **ARTICLE IX: Parliamentary authority**

Section 1. Meetings shall be conducted generally in keeping with Robert's Rules of Order, but shall be as informal as circumstances permit.

Section 2. If Board action is clear, such action is not invalid if the action failed to strictly adhere to processes spelled out in Robert's Rules of Order.

**ARTICLE X: Bylaws**

Section 1. These Bylaws shall take effect immediately upon majority vote of the board.

Section 2. The Bylaws may be amended in whole or in part at a board meeting by majority vote. Adopted amendments shall take effect immediately.

**ARTICLE XII: Conflicts of Interest**

Section 1. Board members shall not perform an official act which may have a direct economic benefit on a business or other undertaking in which such member has a direct or substantial financial interest. § 24-18-108.5(2), C.R.S.

Section 2. The board shall adopt a guidance document on conflicts of interest and shall use the guidance document to assist with identifying and managing conflicts.

**ARTICLE XIII: Role of department staff**

Section 1. The board shall be supported by a board administrator and other department staff as needed. Department staff may, among other things, provide background, present relevant information and make recommendations to the board. In addition, department staff providing services to or for the enterprise may provide services such as, developing the Request for Application document, monitoring grant contracts and drafting the annual legislative report. Services agreed to by the board and the department are further defined in a memorandum of understanding.

It being the desire of the board to meet its responsibilities to the people of Colorado, and, in the most efficient and conscientious way possible, to discharge its duties under the law, the Front Range Waste Diversion Enterprise Board of Directors does by resolution hereby adopt these by-laws.

Date of Resolution: 9/7/2022

Effective Date: 9/7/2022

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Laurie Johnson

Chairperson