

RESOLUTION 98-145  
OF THE COUNCIL OF THE CITY OF FORT COLLINS  
ADOPTING CERTAIN AMENDMENTS TO THE  
DOWNTOWN DEVELOPMENT AUTHORITY BYLAWS

WHEREAS, the Fort Collins, Colorado Downtown Development Authority (the "DDA") has been duly organized in accordance with Colorado Revised Statutes 31-25-804, 1973, as amended; and

WHEREAS, the Board of Directors of the DDA (the "Board") desires to make certain amendments to the DDA Bylaws; and

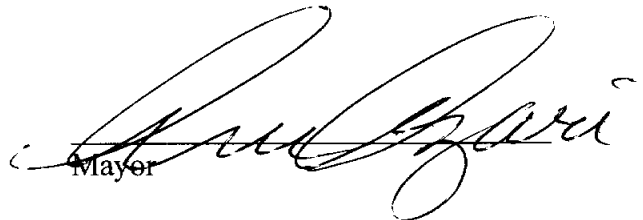
WHEREAS, it is the desire of the Board to make certain changes to the administrative organization and structure of the DDA; and

WHEREAS, at its regular meeting on September 3, 1998, the Board unanimously approved the recommended changes to the Bylaws, which are attached hereto as Exhibit "A", and incorporated herein by this reference; and

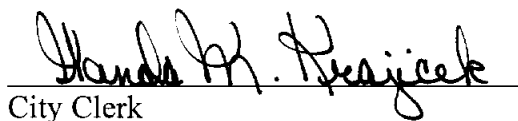
WHEREAS, Section 6.100 of the DDA Bylaws provides for the amendment of the same by a two-thirds vote of the Board, subject to final approval of such amendments by the Council.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF FORT COLLINS, COLORADO that the amended DDA Bylaws, as shown on Exhibit "A", and dated October 20, 1998, are hereby approved and accepted, and shall be effective immediately.

Passed and adopted at a regular meeting of the City Council held this 20th day of October, A.D. 1998.

  
Mayor

ATTEST:

  
City Clerk

**EXHIBIT "A"**

**BYLAWS OF DOWNTOWN DEVELOPMENT AUTHORITY  
OF FORT COLLINS, COLORADO**

October 20, 1998

**ARTICLE 1.000  
GENERAL**

Section 1.000. Establishment. On April 21, 1981, the Council of the City of Fort Collins passed on second reading Ordinance No. 46, 1981, of the City of Fort Collins, establishing a Downtown Development Authority known as the "Fort Collins, Colorado, Downtown Development Authority".

Section 1.200. Purpose. The purpose of the Authority is to aid in the development and redevelopment of property within the district and the City to the extent permitted by law.

Section 1.300. Powers. The Authority shall have all powers of Part 8 of Article 25 of Title 31, Colorado Revised Statutes, 1973, and all additional and supplemental powers necessary or convenient to carry out and effectuate the purposes and provisions of said Part 8.

**ARTICLE 2.000  
MEMBERSHIP**

Section 2.100. General. The Authority shall consist of boardmembers who shall be appointed by the Fort Collins City Council in accordance with §31-25-805, CRS 1973, as amended, and each boardmember so appointed shall be qualified as required by such statute. At no time shall there be more than eleven or less than five boardmembers. In the event any boardmember after appointment does not meet the statutory qualifications for boardmembers, his position shall be deemed vacated and the City Council shall appoint a new boardmember for the remainder of the term.

Section 2.200. Boardmembers. The number and terms of boardmembers shall be determined by resolution of the Fort Collins, Colorado, City Council in accordance with §31-25-805 and §31-25-806, CRS 1973, as amended.

Section 2.220. Terms. Except for initial appointments, each boardmember shall be appointed for a term of four years (except any member who is a member of the governing body). Initial boardmembers have been appointed for staggered terms as follows:

- 2 boardmembers for terms expiring 6/30/82.
- 2 boardmembers for terms expiring 6/30/83.
- 2 boardmembers for terms expiring 6/30/84.
- 4 boardmembers for terms expiring 6/30/85.

A boardmember representing the Fort Collins City Council shall serve at the pleasure of the governing body.

Section 2.230. Compensation. All members, including the Chairman, shall serve without compensation but may be reimbursed for actual and necessary expenses incurred on behalf of the Authority.

Section 2.300. Vacancies. In the event of one or more vacancies or expiration of any one or more boardmembers' terms, the Authority may at a regular or specially called board of directors meeting, by a majority vote of qualified boardmembers present, nominate replacement boardmembers for consideration by the Fort Collins City Council. In the event a boardmembers's term has expired, the Board may nominate him for an additional term or nominate a replacement. The Fort Collins City Council is not obligated to appoint boardmembers nominated by the Authority and may appoint boardmembers of their own selection. However, should the City Council fail to extend the term of or replace any existing boardmember such boardmember shall continue to serve as a boardmember of the Authority until a successor has been appointed and qualified.

## ARTICLE 3.000 OFFICERS AND COMMITTEES

Section 3.100. Chairman. The Chairman shall preside at all meetings of the Authority except as otherwise authorized by the Authority. The Chairman shall sign all contracts, deeds and other instruments made by the Authority. At each meeting the Chairman shall submit such recommendations and information as he may consider proper concerning the business affairs and policies of the Authority.

Section 3.110. Election. ***A Chairman shall be elected for a two-year term every other September. A chairman may not serve two consecutive terms.*** The Chairman shall have full power to vote on any issue except as otherwise provided herein.

Section 3.200. Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman. In case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until

such time as the Authority shall select a new Chairman. The Vice Chairman shall be elected from the boardmembers in the same manner and at the same time as the Chairman.

Section 3.300. Treasurer. The Treasurer shall keep, or cause to be kept, the financial records of the Authority and shall approve all vouchers for the authorized expenditure of funds of the Authority, provided that the Authority by majority vote of its members voting thereon may delegate such responsibility to the Director of the Authority. The Board may require a bond from the Treasurer or waive such requirement.

Section 3.400. Secretary. The Secretary shall maintain, or cause to be maintained, custody of the official Seal and of all records, documents or other papers not required to be maintained by the Treasurer. The Secretary shall attend all meetings of the Board and keep a record of all its proceedings, file minutes of all regular or special meetings with the Clerk of the City of Fort Collins and shall perform such other duties as may be delegated by the Board. The Secretary shall have the power to affix the Authority's Seal to and attest all contracts and instruments to be executed by the Authority.

Section 3.500. Election of the Treasurer and Secretary; Assistants. The Treasurer and Secretary shall be elected from the boardmembers in the same manner and at the same time as the Chairman. ***One boardmember may serve as both secretary and treasurer.*** The Board shall have the authority to authorize positions for Assistant Treasurer and Assistant Secretary who shall perform such functions as authorized by the Board. Salaries for such positions shall be set by the Board.

Section 3.600. ***The Board may hire an executive director as an employee of the Authority pursuant to CRS 31-25-815(1)(a) or contract for such services as the Board deems necessary to effectively operate the Authority. Under either circumstance, such person or company shall serve at the pleasure of the Board and perform those function as the Board directs.***

Section 3.700. Additional Duties. All officers shall perform additional duties as directed by the Board.

Section 3.800. Committees. The Board may establish committees to investigate and report to the Authority or to perform such other duties as the Authority may decide. Such committees shall be headed by a boardmember and shall consist of such other persons as a majority of the Authority may appoint.

#### ARTICLE 4.000 MEETINGS

Section 4.100. Regular Meetings. Regular business meeting dates shall be determined by the Board by motion. Regular meetings may be recessed and continued to any other date.

Section 4.110. Absence. In the event of an unexcused absence of a boardmember for three consecutive regular meetings, a letter may be written by the Director, at the direction of the Board, to the Fort Collins City Council requesting removal of that boardmember pursuant to these rules.

Section 4.200. Special Meetings. Special meetings of the Authority may be called by the Authority Chairman or by three boardmembers at a convenient place and time, provided not less than a quorum of all boardmembers are in attendance and written notice has been given to each boardmember at least two days in advance of such meeting stating the time and location within the City of Fort Collins at which the meeting is to be held. Consent to such special meeting or attendance at such meeting by a boardmember shall be deemed a waiver of the notice requirement for such boardmember.

Section 4.300. Open Meetings. All meetings and records of the Board or any committee thereof shall be open to the public except *for those matters dealing with land acquisition or sales, personnel matters or legal matters.*

Section 4.400. Quorum. The quorum necessary to conduct all regular business shall be a majority of all regular boardmembers.

Section 4.500 Voting. All regular business matters shall be decided by majority of the boardmembers present and voting unless otherwise provided for in these bylaws.

Section 4.600 Rules of Order. All meetings shall be conducted under the most recent edition of "Roberts' Rules of Order . revised, except as otherwise provided by these By-Laws and Statute 31-25-801, et seq., CRS 1973, as amended from time to time.

#### ARTICLE 5.000 CONTRACTS; FINANCE

Section 5.100. Contracts. The Board may authorize by resolution the Chairman or Director to enter into any contract or execute any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances.

Section 5.200. Annual Budget. Each year the Board shall consider and approve a budget based upon that submitted by the Director.

Section 5.300. Finance. All funds will be deposited and disbursed accordance with the applicable statutes of the State of Colorado and with actions of the Board of Directors that may from time to time be taken.

Section 5.400. 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., CRS 1973, as amended.

ARTICLE 6.000  
AMENDMENTS

Section 6.100. Amendments. The Bylaws of the Authority may be amended at any regular or special meeting by a two-thirds vote of the Board, subject to final approval of such amendments by the Fort Collins City Council. No such amendment shall be adopted unless at least two days' written notice thereof has been previously given to all members of the Authority. All amendments to these Bylaws shall be filed in the office of the Clerk of the City of Fort Collins.

ARTICLE 7.000  
INDEMNIFICATION

Section 7.100. Indemnification. Any of the Authority's officers, directors and other employees may be indemnified or reimbursed by the Authority for reasonable expenses (including but not limited to attorneys' fees, judgments and payments of settlement) actually incurred in connection with any action, suit or proceeding, civil or criminal, actual or threatened, to which he or they may be made a party by reason of his being or having been, or by reason of any actual or alleged acts performed or omitted to be performed in connection with his being or having been a boardmember, officer or employee of the Authority; provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in ' such action, suit or proceeding as to which he shall finally be adjudged to have been guilty of or liable for gross negligence or willful misconduct or criminal acts in the performance of his duties to the Authority; provided further that no person shall be so indemnified or reimbursed in relations to any matters in such action, suit or proceeding which has been made the subject of a compromise-settlement except with the approval of a court of competent jurisdiction or the Board of Directors of the Authority acting by vote of the directors, not parties to the same or substantially the same action, suit or proceeding constituting a majority of the whole number-of-the boardmembers. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors or administrators may be entitled as a matter of law.

Section 7.200. Insurance. The Authority may, upon the affirmative vote of the majority of its Board of Directors, purchase insurance for the purpose of indemnifying its boardmembers, officers and other employees to the extent that such indemnification is allowed in Section 7.100.

ARTICLE 8.000  
APPROVAL OF BYLAWS

Section.       Section 8.100. Approval. These Bylaws, upon approval by a two-thirds vote of the members of the Board, and upon the approval of the Fort Collins City Council, shall be filed with the City Clerk.