

1 ARTICLES OF ASSOCIATION

2 OF

3 THE DENVER REGIONAL COUNCIL OF GOVERNMENTS

4 As Amended February 15, 2017

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9 ARTICLE I. Organization.

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11 These Articles of Association, hereinafter referred to as the “Articles,” shall constitute the
12 bylaws of the Denver Regional Council of Governments and shall regulate and govern the
13 affairs of the nonprofit corporation organized pursuant to the Colorado revised Nonprofit
14 Corporation Act, Articles 121-137 of Title 7, C.R.S., as amended, as a regional planning
15 commission pursuant to Section 30-28-105, C.R.S., as amended, and an association of
16 political subdivisions subject to Section 29-1-401 et seq., C.R.S., as amended, with the
17 authority granted pursuant to intergovernmental contracting statutes at Section 29-1-201 et
18 seq., C.R.S., as amended, known as the Denver Regional Council of Governments,
19 hereinafter referred to as the “Council.”

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21 ARTICLE II. Purpose of the Council.

22
23 The Council shall promote regional cooperation and coordination among local governments
24 and between levels of governments, and shall perform regional activities, services and
25 functions for the Region as authorized by statute. The Council shall serve as a forum where
26 local officials work together to address the Region’s challenges. The Council shall serve as
27 an advisory coordinating agency for investigations and studies for improvement of
28 government and services in the Region, shall disseminate information regarding
29 comprehensive plans and proposals for the improvement of the Region, and shall promote
30 general public support for such plans and programs as the Council may endorse.

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32 ARTICLE III. Definitions.

- 33
34 A. “Chair” means the incumbent holding the position of president of the Council.
35 “Vice Chair” means the incumbent holding the position as vice president of the
36 Council.
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38 B. “Council” means the nonprofit corporation of the Denver Regional Council of
39 Governments, with the duties and responsibilities specified by statute, which
40 are to be carried out by the Board of Directors in accordance with the statutory
41 authority.
- 42
43 C. “Board of Directors” hereinafter referred to as “Board,” means the body of
44 designated individual member representatives of municipalities, counties and
45 city and counties maintaining membership in the Council.
- 46
47 D. “Member” means a participating county, municipality, or city and county that
48 meets the requirements for membership in the Council as specified in Article VI.
49

- 1 E. "Member Representative" means the local elected official, or local elected
2 official alternate, designated in writing by the chief elected official or the
3 governing body of a member county, municipality, or city and county to
4 represent that member on the Board as a voting representative.
5
6 F. "Plan" means a regional plan or a comprehensive master plan for the Region as
7 defined by statute, which Plan is currently denoted as Metro Vision.
8
9 G. "Region" means the geographic area composed of the City & County of Denver,
10 City & County of Broomfield, and the counties of Adams, Arapahoe, Boulder,
11 Clear Creek, Douglas, Gilpin and Jefferson, and portions of Weld County, and
12 other counties as may be necessary in the State of Colorado.
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14 ARTICLE IV. Declaration of Policy.
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- 16 A. The Board finds and declares that the need for a Council of Governments is
17 based on the recognition that, wherever people live in a metropolitan area, they
18 form a single community and are bound together physically, economically and
19 socially. It is the policy of this Council of Governments, through its members,
20 staff, and programs, to provide local public officials with the means of reacting
21 more effectively to the local and regional challenges of this regional community.
22
23 B. The Board finds and declares that the need for a Council of Governments is
24 based on the recognition that:
25
26 1. Plans and decisions made by each local government with respect to land
27 use, circulation patterns, capital improvements, and so forth, affect the
28 welfare of neighboring jurisdictions and therefore should be coordinated
29 on a voluntary basis; and
30
31 2. It is imperative for the regional planning process to be directly related to
32 the elected local government decision and policymakers, the locally
33 elected public officials.
34
35 C. The Board further finds and declares that the people within the Region have a
36 fundamental interest in the orderly development of the Region.
37
38 D. The Board further finds and declares:
39
40 1. That the members have a positive interest in the preparation and
41 maintenance of a Plan for the benefit of the Region and to serve as a
42 guide to the political subdivisions and other entities within the Region;
43
44 2. That the continuing growth of the Region presents challenges that are
45 not confined to the boundaries of any single governmental jurisdiction;
46
47 3. That the Region, by reason of its numerous governmental jurisdictions,
48 presents special challenges of development that can be dealt with best
49 by a regional council of governments that acts as an association of its

1 members and as a regional planning commission created under Section
2 30-28-105, C.R.S., as amended;

3
4 4. That the Region is well adapted to unified and coordinated consideration,
5 and;

6
7 5. That in order to assure, insofar as possible, the orderly and harmonious
8 development of the Region, and to provide for the needs of future
9 generations, it is necessary for the people of the Region to perform
10 regional activities and functions as defined by statute, and for the Council
11 to serve as an advisory coordinating agency to harmonize the activities
12 of federal, state, county and municipal agencies and special purpose
13 governments/districts concerned with the Region, and to render
14 assistance and service and create public interest and participation for the
15 benefit of the Region.
16

17 **ARTICLE V. Functions.**

18
19 A. The Council shall promote regional coordination and cooperation through
20 activities designed to:

21
22 1. Strengthen local governments and their individual capacities to deal with
23 local challenges;

24
25 2. Serve as a forum to identify, study, and resolve areawide challenges;

26
27 3. Develop and formalize regional policies involving areawide challenges;

28
29 4. Promote intergovernmental cooperation through such activities as
30 reciprocal furnishing of services, mutual aid, and parallel action as a
31 means to resolve local as well as regional challenges;

32
33 5. Provide the organizational framework to foster effective communication
34 and coordination among governmental bodies in the provision of
35 functions, services, and facilities serving the Region's local governments
36 or their residents;

37
38 6. Serve as a vehicle for the collection and exchange of information of
39 areawide interest;

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41 7. Develop regional or master plans for the Region;

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43 8. Serve as spokesperson for local governments on matters of regional and
44 mutual concern;

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46 9. Encourage action and implementation of regional plans and policies by
47 local, state and federal agencies;
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- 10. Provide, if requested, mediation in resolving conflicts between members and between members and other parties; and
- 11. Provide technical and general assistance to members within its staff and financial capabilities. These services are inclusive of, but not limited to, assistance designed to:
 - a. Identify issues and needs that are regional and beyond the realistic scope of any one local government;
 - b. Compile and prepare, through staff and from members, necessary information concerning the issues and needs for Board discussion and decision;
 - c. Debate and concur in a cooperative and coordinated regional action to meet the need or issue;
 - d. Implement the details of the cooperative action among affected member governments, using such devices as intergovernmental contracts and agreements, parallel ordinances or codes, joint performance of services, transfers or consolidations of functions, or special operating agencies;
 - e. And, in general –
 - (1) arrange contracts among members on an intergovernmental basis;
 - (2) publish reports and current information of regional interest;
 - (3) provide advice and assistance on physical land use planning and other programs;
 - (4) sponsor regional training programs;
 - (5) sponsor, support, or oppose legislation on behalf of the Region and its members.

- B. The Council shall maintain a regional planning program and process. In conducting such activities and functions, the Council shall:
 - 1. Formulate goals and establish policies to guide regional planning;
 - 2. Be responsible for developing, approving, and implementing a regional Plan through member governments;
 - 3. Be the approving and contracting agent for all federal and state regional planning grants, as required;

- 1 4. Prepare and adopt a Plan and recommend policy for the development of
2 the Region and the provision of services in the region. The Plan shall be
3 based on careful and comprehensive surveys and studies of existing
4 conditions and probable future growth and service needs of the Region.
5 The Plan shall be made with the general purpose of guiding coordinated
6 and harmonious development that, considering present and future needs
7 and resources, will best promote the health, safety, and general welfare
8 of the inhabitants of the Region.
9
- 10 5. Perform all planning functions incident to the exercise of the powers and
11 duties set forth in Article XII; all plans adopted by the Board in
12 connection therewith shall constitute portions of the Plan.
13
- 14 6. Exercise such other planning powers and functions as are authorized by
15 statutes and the members.
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17 ARTICLE VI. Membership.
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- 19 A. Members. Each municipality, county, and city and county in the Region shall be
20 eligible to be a member of the Denver Regional Council of Governments.
21 Membership shall be contingent upon the adoption of these Articles of
22 Association by the governing body of any such municipality, county, or city and
23 county, and upon the payment of an annual assessment as agreed upon by the
24 Board.
25
- 26 B. Member Assessment. Each member's annual assessment is determined by the
27 Board when adopting the annual budget.
28
- 29 1. Assessments will be billed as follows, and are due within ninety days of
30 billing date:
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- 32 a. Minimum assessment – billed annually.
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- 34 b. 10% or more of the Council's total assessment – billed quarterly.
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- 36 c. All others – billed semi-annually.
37
- 38 2. Failure by any member to remit payment of an assessment within ninety
39 days following billing date shall be grounds for termination of
40 membership and such member shall be denied voting privileges and any
41 other rights and privileges granted to members.
42
- 43 a. Not less than fifteen days prior to the termination of membership,
44 written notice shall be sent by registered mail informing the
45 member of the pending termination and loss of privileges and
46 requesting payment by a date certain to avoid termination.
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- 48 b. A member whose membership has been terminated pursuant to
49 Section 2 shall be reinstated at any time during the calendar year

1 in which their membership was terminated, by payment of all
2 assessments then currently due and owing.

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4 C. Member Representatives. Except as provided herein, only a local elected
5 official of a member may be designated a member representative, and each
6 member representative may have a designated elected alternate, as follows:
7
- 8 1. One county commissioner and an alternate commissioner from each
9 county, designated by the board of county commissioners.
 - 10
11 2. The mayor or one member of the governing body, and a similarly elected
12 alternate, of each municipality and of the City and County of Broomfield,
13 designated by said mayor or governing body, and
14
 - 15 3. Two representatives of Denver:
16
17 a. The mayor or, as the mayor's designee, any officer, elected or
18 appointed, of the City & County of Denver and an alternate
19 similarly designated, and
20
21 b. One city council member of the City and County of Denver and an
22 alternate council member designated by said council or its
23 president.
24
- 25 D. Term of Office. Member representatives shall serve until replaced, but shall
26 hold such office and have Board privileges only during their terms as local
27 elected officials, or an appointed official, if applicable, in the case of the
28 alternate for the mayor of the City and County of Denver.
29
- 30 E. Non-voting Membership. The State of Colorado shall have three (3) non-voting
31 members on the Board, appointed by the Governor, one of which shall be a
32 representative of the Colorado Department of Transportation (either the
33 Executive Director or a member of senior management). The Regional
34 Transportation District shall have one non-voting member on the Board, to be
35 appointed by the General Manager of the organization. The General Manager
36 may appoint themselves to the Board, or they may designate a member of their
37 senior staff.
38
- 39 F. Vacancies. Any vacancy shall be filled in the same manner as is provided for
40 the original designation.
41
- 42 G. Receipt of Documents. Each member representative shall receive notice and
43 minutes of meetings, a copy of each report and any other information or
44 material issued by the Council.
45
- 46 H. Other Membership Categories. The Council may establish other categories of
47 membership appropriate to carrying out the provisions of this Article.
48

- 1 I. Conduct. By accepting appointment, each member representative is subject to
2 such rules of conduct as the Board may adopt from time to time. For any
3 violation of the rules of conduct, the Executive Committee of the Council may
4 take such action as it deems appropriate, including without limitation, issuing a
5 letter of reprimand, reporting the matter to the designating governing body or
6 elected official, with or without a request that the member representative be
7 replaced, or adopting a finding of no violation.
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9 ARTICLE VII. Board Officers.

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11 A. Number and Title of Board Officers. The officers shall be Chair, Vice Chair,
12 Secretary, Treasurer, and Immediate Past Chair, all of whom shall be member
13 representatives, and the Executive Director.
14

15 B. Duties of Board Officers.

- 16
17 1. Chair. The Chair shall preside at all meetings of the Board and shall be
18 the chief officer of the Council in all matters acting as president. The
19 Chair shall serve as presiding officer of the Board of Directors meetings
20 and shall serve as a member of either the Finance & Budget Committee
21 or the Performance & Engagement Committee.
22
23 2. Vice Chair. The Vice Chair shall exercise the functions of the Chair in the
24 Chair's absence or incapacity acting in the capacity as vice president.
25 The Vice Chair shall serve as the presiding officer of all Board work
26 sessions and shall serve as a member of either the Finance & Budget
27 Committee or the Performance & Engagement Committee. If there is no
28 Immediate Past Chair, the Vice Chair shall serve on the Nominating
29 Committee.
30
31 3. Secretary. The Secretary shall exercise the functions of the Vice Chair in
32 the absence or incapacity of the Vice Chair and shall perform such other
33 duties as may be consistent with this office or as may be required by the
34 Chair. The Secretary shall serve as the chair of the Performance &
35 Engagement Committee.
36
37 4. Treasurer. The Treasurer shall exercise the functions of the Secretary in
38 the absence or incapacity of the Secretary and shall perform such other
39 duties as may be consistent with this office or as may be required by the
40 Chair. The Treasurer shall serve as the chair of the Finance & Budget
41 Committee.
42
43 5. Immediate Past Chair. The Immediate Past Chair, who shall be the most
44 recent past chair serving on the Board, shall exercise the duties of the
45 Chair in the absence or incapacity of the Chair, Vice Chair, Secretary,
46 and Treasurer. The Immediate Past Chair shall serve on the Nominating
47 Committee.
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1 6. Executive Director. The Executive Director shall exercise the functions of
2 the Chief Administrative Officer of the Council and shall be empowered
3 to execute official instruments of the Council as authorized by the
4 Finance & Budget Committee or Board.
5

6 C. Election of Board Officers.
7

8 1. Officer and Terms. The Vice Chair, Secretary, and Treasurer shall be
9 elected by the Board at the February meeting of each year. Except as
10 provided in Article VII D.4, the incumbent holding the position of Vice
11 Chair shall automatically assume the position of Chair. However, if the
12 Vice Chair is unable to assume the position of Chair, the Board shall
13 elect a Chair at the applicable February meeting. A notice of election of
14 officers shall appear on the agenda. Each officer shall serve a one-year
15 term, or until the next election of officers and his/her successor is
16 elected, so long as the jurisdiction he/she represents is a member of the
17 Council, and he/she remains that member's official member
18 representative on the Board.
19

20 2. Nominating Committee for Board Officers.
21

- 22 a. At the January meeting of each year, the Nominating Committee
23 shall present to the Board nominations for Board officers to be
24 elected at the February meeting.
25 b. Board officer nominations may be made from the floor, provided
26 that the consent of each nominee is obtained in advance.
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28

29 D. Board Officer Vacancies. If the Chair, Vice Chair, Secretary or Treasurer
30 resigns or ceases to be a member representative, a vacancy shall exist and
31 shall be filled for the remainder of the term by:
32

- 33 1. Appointment by a majority of the remaining Board officers of a member
34 representative to fill the vacancy; or
35 2. Referral of the vacancy to the Nominating Committee to present to the
36 Board at least one nominee to fill the vacancy if called for by a majority of
37 the remaining Board officers. No later than the meeting held on the
38 month following the month in which the Nominating Committee was
39 referred the vacancy, the Nominating Committee shall present to the
40 Board at least one nominee for an officer to be elected by the Board at
41 that meeting to fill such vacancy.
42 3. Nominations may be made from the floor, provided that the consent of
43 each nominee is obtained in advance.
44 4. In the event the remaining Board officers appoint the incumbent Vice
45 Chair to fill a vacancy in the position of Chair pursuant to D.1 of this
46 Article VII, the Vice Chair so appointed shall serve the remainder of the
47 term.
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1 term for such vacancy and shall thereafter automatically retain the
2 position of Chair for an additional one-year term, subject to other
3 requirements for holding such position.
4

- 5 E. Executive Committee. The incumbent Board officers shall constitute the
6 Executive Committee of the Council. The Executive Committee shall be the
7 primary executive leadership of the Council, providing leadership to the Board
8 and guidance to the Executive Director. The Executive Committee has no policy
9 making authority. The Executive Committee helps set Board meeting agendas;
10 provides guidance on resolution of conflicts; provides process guidance,
11 receives updates from and assures the progress of committees of the Council,
12 and takes action on complaints of violations of the rules of conduct for member
13 representatives as adopted by the Board from time to time.
14

15 ARTICLE VIII. Finance & Budget Committee.
16

- 17 A. Membership on the Finance & Budget Committee. The administrative
18 business of the Council concerning finances, contracts and related
19 matters shall be managed by a Finance & Budget Committee. The
20 Committee membership shall not exceed more than one-quarter of the
21 total membership of the Board. Members of the Finance & Budget
22 Committee shall be appointed by the Board upon recommendation of the
23 Nominating Committee.
24

- 25 B. Finance & Budget Committee Officers. The incumbent Treasurer of the
26 Council shall serve as chair of the Finance & Budget Committee. The
27 vice chair of the Committee shall be elected by the Committee at its first
28 meeting following election of Board officers and to serve until the next
29 election of officers.
30

- 31 C. Powers and Duties. The following powers and duties are vested in the
32 Finance & Budget Committee:
33

- 34 1. To review contracts, grants and expenditures and authorize the
35 expenditure of funds and the entering into contracts, within the
36 parameters of the Council budget.
37
- 38 2. To execute official instruments of the Council.
39
- 40 3. To review and recommend to the Board the budget as provided in
41 Article XV.
42
- 43 4. To review the Council's audited financial statements with the
44 Council's auditor, and to undertake, oversee and/or review other
45 organization audits.
46
- 47 5. To receive and review other financial reports and provide regular
48 updates to the Board.
49

1 6. To compensate member representatives for expenses incurred in
2 attending to the proper business of the Council.

3
4 7. To exercise such other powers, duties, and functions as may be
5 authorized by the Board.

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7 D. Meetings of the Finance & Budget Committee. The Finance & Budget
8 Committee shall meet every month and may hold special meetings at the
9 call of its chair or by request of at least three member representatives on
10 the Finance & Budget Committee. The Committee chair, in consultation
11 with the Executive Director, may cancel a meeting if there are no action
12 items for the Committee's consideration. Members of the Finance &
13 Budget Committee may attend meetings of the Committee by telephone
14 in accordance with written policies adopted by the Committee, which
15 policies shall define the circumstances under which attendance by
16 telephone shall be permitted.

17
18 E. Quorum. A quorum for the transaction of Finance & Budget Committee
19 business shall be one-third (1/3) of its members, plus one.

20
21 F. Voting. A majority of those present and voting shall decide any question
22 brought before the meeting. The Finance & Budget Committee chair
23 shall vote as a member of the Committee. A Committee member's
24 designated alternate on the Board may attend meetings of the
25 Committee and participate in deliberations, at the discretion of the chair,
26 but may only vote in the absence of the member.

27
28 ARTICLE IX. Performance & Engagement Committee.

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30 A. Membership on the Performance & Engagement Committee. The
31 administrative business of the Council concerning the performance and
32 evaluation of the Executive Director, the oversight of onboarding of new
33 Board members and related matters shall be managed by a Performance
34 & Engagement Committee. The Committee membership shall not
35 exceed more than one-quarter of the total membership of the Board, plus
36 the Board Chair who shall be an ex officio, voting member of the
37 Committee. The Board Chair's attendance at meetings is at the Chair's
38 discretion. Members of the Performance & Engagement Committee shall
39 be appointed by the Board upon recommendation of the Nominating
40 Committee.

41
42 B. Performance & Engagement Committee Officers. The incumbent
43 Secretary of the Council shall serve as chair of the Performance &
44 Engagement Committee. The vice chair of the Committee shall be
45 elected by the Committee at its first meeting following election of Board
46 officers and to serve until the next election of officers.

47
48 C. Powers and Duties. The following powers and duties are vested in the
49 Performance & Engagement Committee:

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1. To develop the process for recruitment of the Executive Director.
2. To recommend appointment of the Executive Director to the Board.
3. To execute an employment contract with the Executive Director, within the parameters of the Council budget.
4. To develop the process for, and execute and document the annual performance evaluation for the Executive Director, including approval and execution of amendments to the Executive Director employment contract in connection therewith, within the parameters of the Council budget.
5. To hold quarterly meetings with the Executive Director to provide performance feedback to the Executive Director.
6. To recommend to the Board, as needed, policies and procedures for the effective administration of the Executive Director.
7. To provide oversight of onboarding programs for new Board appointees.
8. To implement and review Board structure and governance decisions.
9. To plan the annual Board workshop.
10. Review results of any Board Assessments and recommend improvements.
11. To receive and review reports related to the business of the Committee and provide regular updates to the Board.
12. To review and make recommendations to the Board regarding the rules of conduct for member representatives.
13. Through a panel of the Committee, to review and make recommendations to the Executive Committee of the Council regarding complaints of violations of the rules of conduct for member representatives as adopted by the Board from time to time, in accordance with the following:
 - a. The vice chair of the Committee, along with two members of the Committee selected by the vice chair, shall comprise a review panel to review any written complaint of a violation. If the complaint concerns the vice chair, the chair of the Committee shall select three members of Committee,

1 excluding the vice chair, who shall comprise the review
2 panel. Upon completion of its review, the panel shall
3 provide a recommendation to the Executive Committee for
4 its review and action, which recommendation may include,
5 without limitation, issuing a letter of reprimand, reporting
6 the matter to the designating governing body or elected
7 official, with or without a request that the member
8 representative be replaced, or adopting a finding of no
9 violation.

10
11 b. The panel's review shall be in accordance with rules and
12 procedures adopted by the Board from time to time.

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14 14. To exercise such other powers, duties, and functions as may be
15 authorized by the Board.

16
17 D. Meetings of the Performance & Engagement Committee. The
18 Performance & Engagement Committee shall meet every month and
19 may hold special meetings at the call of its chair or by request of at least
20 three member representatives on the Performance & Engagement
21 Committee. The Committee chair, in consultation with the Executive
22 Director, may cancel a meeting if there are no action items for the
23 Committee's consideration. Members of the Performance & Engagement
24 Committee may attend meetings of the Committee by telephone in
25 accordance with written policies adopted by the Committee, which
26 policies shall define the circumstances under which attendance by
27 telephone shall be permitted.

28
29 E. Quorum. A quorum for the transaction of Performance & Engagement
30 Committee business shall be one-third (1/3) of its members, plus one,
31 not including the ex-officio Board chair.

32
33 F. Voting. A majority of those present and voting shall decide any question
34 brought before the meeting. The Performance & Engagement Committee
35 chair shall vote as a member of the Committee. A Committee member's
36 designated alternate on the Board may attend meetings of the
37 Committee and participate in deliberations, at the discretion of the chair,
38 but may only vote in the absence of the member.

39
40 ARTICLE X. Nominating Committee.

41
42 A. Membership on the Nominating Committee. The Nominating Committee
43 shall be appointed in November of each year and consist of member
44 representatives herein designated:

- 45
46 1. The Immediate Past Chair of the Board (or the Vice Chair if there
47 is no Immediate Past Chair);
48
49 2. One Board member representing the City and County of Denver;

3. One member selected by the Performance & Engagement Committee, except that in the initial establishment of the Nominating Committee, such member shall be selected by the Board;
4. One member selected by the Finance & Budget Committee, except that in the initial establishment of the Nominating Committee, such member shall be selected by the Board;
5. One member selected by the Board; and
6. One member selected by the Board Chair.

B. Member Qualifications.

1. Members of the Nominating Committee shall have served not less than one year on the Board before being eligible to serve on the Nominating Committee.
2. No more than one Board officer and no more than one member from the City and County of Denver may serve on the Nominating Committee.
3. A designated alternate may not serve on the Nominating Committee.
4. In the appointment of the Nominating Committee, consideration shall be given to providing representation of a broad cross-section of the Board, taking into account community size, geographic location, the rate of growth, county and municipality, rural and suburban and other factors.
5. If a vacancy arises on the Nominating Committee, the person or entity that selected the departing member shall select a replacement.

C. Nominating Committee Officers. At its first meeting upon annual appointment of its members, the Nominating Committee shall elect its chair and vice chair.

D. Powers and Duties. The following powers and duties are vested in the Nominating Committee:

1. To make recommendations regarding nominations for Board officers and Board officer vacancies as provided in these Articles. A Nominating Committee member may not be a nominee for Board officer.

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2. To recommend member representatives for appointment by the Board to the Finance & Budget Committee and the Performance & Engagement Committee. Such appointments shall be made in accordance with the following procedures and requirements:
 - a. The combined membership of the two Committees shall include the following:
 - (1) One member representative who is designated as the member representative to the Board of each elected board of county commissioners and each city council, provided each such county and city contains a population of 120,000 or more as estimated by the U.S. Census, the Council, or the State Demographer;
 - (2) The Mayor or, as the Mayor's designee, any elected or appointed officer of the City and County of Denver who is designated as the member representative to the Board;
 - (3) One Denver City Council member who is designated as the member representative to the Board;
 - (4) The Immediate Past Chair of the Board; and
 - (5) Other member representatives to the Board not included in (1), (2), (3) or (4) of this section, up to the maximum permitted membership.
 - b. The Nominating Committee shall recommend to the Board candidates for appointment to the Finance & Budget Committee and candidates for appointment to the Performance & Engagement Committee. In addition to the recommendations of the Nominating Committee, nominations for membership to the Committees may be made from the floor, provided that the consent of each nominee is obtained in advance. No individual shall be a member of the two Committees at the same time, except the Board Chair, who may serve on both committees at the same time.
 - c. Consideration shall be given to member representatives' requests to be appointed to a particular Committee, and to providing representation of a broad cross-section of the Board, taking into account community size, geographic location, the rate of growth, county and municipality, rural and suburban and other factors.

- 1 d. The City and County of Denver shall have one
2 representative on each Committee.
3
4 e. Committee members shall be appointed to two-year terms,
5 except that in the initial establishment of the Committees
6 the Board shall appoint one half of the members of each
7 Committee to an initial one-year term so as to achieve
8 staggered terms. Terms extend until Board appointment of
9 successors, provided no term is thereby shortened by more
10 than 30 days. A Committee member may seek re-
11 appointment at the expiration of his or her term, but the
12 Board shall have no obligation to re-appoint any member to
13 successive terms.
14
15 f. Committee members are eligible to serve so long as the
16 jurisdiction he/she represents is a member of the Council,
17 and he/she remains that member's official member
18 representative on the Board.
19
20 g. Membership on the Finance & Budget Committee and the
21 Performance & Engagement Committee shall be
22 designated to the member's jurisdiction. Therefore, if a
23 member appointed to a Committee is no longer able to
24 serve, membership on the Committee shall transfer to the
25 succeeding member representative of that jurisdiction on
26 the Board, for the remainder of the term of the Committee
27 appointment.
28
29 3. To make recommendations to the Board for appointment to fill any
30 vacancy on the Finance & Budget Committee and the
31 Performance & Engagement Committee, which vacancy shall be
32 filled in accordance with the requirements herein.
33

- 34 E. Meetings of the Nominating Committee. The Nominating Committee shall
35 meet as needed to exercise the powers and duties vested herein in the
36 Committee. The Nominating Committee may hold meetings at the call of
37 its chair or by request of at least two of its members.
38
39 F. Quorum. A quorum for the transaction of Nominating Committee
40 business shall be all six (6) of its members.
41
42 G. Voting. A majority of those present and voting shall decide any question
43 brought before the meeting.
44

45 ARTICLE XI. Meetings of the Board.
46

- 47 A. Frequency. The Board shall meet at least quarterly and may hold special
48 meetings at the call of the Chair, or by request of at least three member
49 representatives.

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- B. Notice. Notice of meetings shall be given by E-mail, fax or telephone, made at least two days in advance of the meeting, or by first class mail, post-marked at least five days in advance of the meeting.

- C. Agenda. Any member representative shall have the right to request of the officers the addition of any matter to the agenda of any Board meeting fifteen days in advance of the meeting, or by consent of a majority of the member representatives at the meeting.

- D. Record of Meetings. The Board shall keep records of all its meetings. The meeting records shall be public records available for inspection by any interested person at reasonable times during regular office hours.

- E. Open Meetings. All meetings of the Board and committees of the Council shall be open to the public, except as provided otherwise by state statutes.

- F. General Board of Directors Procedural Provision.
 - 1. Quorum. A quorum for the transaction of Board business shall be one-third (1/3) of the member representatives.

 - 2. Voting.
 - a. Regular. Only member representatives or alternates shall have voting privileges. Such privileges shall be exercised personally and voting by proxy is not permitted. The vote of a majority of the member representatives present and voting shall decide any question except as otherwise provided in these Articles. The Chair shall vote as a member representative.

 - b. Weighted.
 - (1) Upon the specific request of any member representative, whether seconded or not, a weighted vote must be taken in compliance with the weighted vote resolution in effect at the time of the request.

 - (2) Denver Allotment. In any weighted vote, the Mayor of the City and County of Denver, or the Mayor's alternate, is authorized to cast two-thirds (2/3) of the total vote allotted to the City and County of Denver and the member representative designated by the City Council of the City and County of Denver or its President is authorized to cast one-third (1/3) of the total vote allotted to the City and County of Denver.

1 (3) Plans and Articles of Association. Adoption and
2 amendment of plans pursuant to statute and
3 amending the Articles of Association shall be
4 accomplished without the use of the weighted voting
5 system.
6

7 c. Plan Adoption and Amendment. An affirmative vote of a
8 majority of member representatives shall be required for
9 the adoption or amendment of the Plan, or portion thereof,
10 in accordance with Article XII.
11

12 d. Amendment of Articles of Association. An affirmative vote
13 of a majority of member representatives shall be required
14 for the amendment of these Articles, in accordance with
15 Article XVI.
16

17 e. Positions Taken on Ballot Measures and Legislative Issues.

18 (1) An affirmative vote of a majority of member
19 representatives shall be required to adopt a
20 resolution taking a position on any ballot measure.
21

22 (2) An affirmative vote of two-thirds (2/3) of members
23 present and voting shall be required to take a
24 position on any legislative issue.
25

26 f. Mail Vote. The Chair shall, on the Chair's own initiative, or
27 when so directed by the Board, declare that action on any
28 motion or resolution, including plan adoption or amendment
29 and amendment of the Articles of Association, shall be
30 taken by certified mail vote of member representatives or
31 their alternates, or if neither has been appointed by a
32 member, its chief elected official may vote instead. Certified
33 mail votes shall be returned by the next regular Board
34 meeting, and any action becomes effective on the date the
35 Chair certifies the results to the Board.
36

37
38 3. Rules of Order. Except as otherwise required by these Articles,
39 the rules of order of the Council shall be in accordance with the
40 latest edition of Robert's Rules of Order, Revised.
41

42 ARTICLE XII. Powers and Duties.

43
44 A. Regional Plan. The Council shall prepare, maintain and regularly review
45 and revise a Plan for the Region. In preparing, maintaining, reviewing
46 and revising the Plan, the Council shall seek to harmonize the master or
47 general comprehensive plans of municipalities, counties, cities and
48 counties, and other public and private agencies within or adjacent to the
49 Region. The Council shall seek the cooperation and advice of

1 municipalities, counties, cities and counties, state and federal agencies,
2 organizations and individuals interested in the functions of the Council.
3 The Plan may consist of such plans, elements and provisions as required
4 or authorized by statute or the members.

- 5
- 6 B. Plan Adoption. The Board may adopt the Plan or portions thereof, or
7 amendments or additions thereto, by a majority vote of member
8 representatives. Adoption of the Plan or portions thereof shall be
9 preceded by notice and public hearing as required by statute. Action by
10 the Board on the Plan or any amendments thereof shall be recorded in
11 the minutes of the Board meeting and as otherwise required by statute.
12
- 13 C. Certification of Plan. To the extent required by statute, the Council shall
14 certify copies of the adopted Plan, or portion thereof, or amendment or
15 addition thereto, to the board of county commissioners and planning
16 commission of each county and the governing body and planning
17 commission of each municipality lying wholly or partly within the Region.
18
- 19 D. Review of Local Plan Referrals. The Council shall review all matters
20 referred to it in accordance with law. The Council may review local laws,
21 procedures, policies, and developments, including any new or changed
22 land use plans, zoning codes, sign codes, urban renewal projects,
23 proposed public facilities, or other planning functions that clearly affect
24 two or more local governmental units, or that affect the Region as a
25 whole, or that are subjects of primary responsibility for the Council.
26 Within thirty days after receipt of any referred case, the Council shall
27 report to the concerned commission or body. An extension of time may
28 be mutually agreed upon.
29
- 30 E. Metropolitan Planning Organization. As may be authorized or required by
31 federal and state law, the Council shall serve as the metropolitan
32 planning agency (MPO) for the area and shall exercise such powers and
33 perform such functions as are required or authorized by statute in
34 connection therewith.
35
- 36 F. Area Agency on Aging. As may be authorized or required by federal and
37 state law, the Council shall serve as the Area Agency on Aging (AAA) for
38 such planning and service areas as are designated to it, and shall
39 exercise such powers and perform such functions as are required or
40 authorized by statute in connection therewith. The Council shall be the
41 approving and contracting agent for distribution of Older Americans Act
42 funds and other aging services federal and state funds and grants, as
43 authorized.
44
- 45 G. Other Activities, Services and Functions. The Council shall undertake
46 and perform such other activities, services or functions as are authorized
47 to it by its members or as are designated to it by federal or state law,
48 consistent with its purposes and in service and support of its member
49 governments.

- 1
2 H. Committees. The standing committees of the Council shall consist of the
3 Executive Committee, the Nominating Committee, the Finance & Budget
4 Committee and the Performance & Engagement Committee, as
5 established in these Articles. The Board may establish other committees
6 of the Board and advisory committees to the Board as necessary, and
7 the Chair of the Board, except as otherwise provided by the Board, shall
8 appoint the membership of these committees.
9
10 I. Cooperation with Others. The Council may promote and encourage
11 regional understanding and cooperation through sponsorship and
12 participation in public or private meetings, through publications, or
13 through any other medium. The Council may offer its facilities and
14 services to assist in the solution and mediation of issues involving two or
15 more political jurisdictions.
16
17 J. Functional Review. The Council may study and review the nature, scope,
18 and organization under which the functions of the Council may best be
19 carried on, and report to federal, state, and local jurisdictions, and
20 agencies thereof, on ways to improve proposals concerning legislation,
21 regulations, and other actions taken for the effectuation of the provisions
22 of these Articles.
23
24 K. Coordination of Research. The Council may make recommendations to
25 legislative bodies, planning commissions, and other organizations and
26 agencies within the Region for the coordination of research, collection of
27 data, improvement of standards, or any other matter related to the
28 activities of the Council.
29
30 L. Contracts. The Council may contract for any service necessary or
31 convenient for carrying out the purposes of the Council.
32
33 M. Real Property. As provided in the Council's Articles of Incorporation, the
34 Council shall have all the powers granted to nonprofit corporations by
35 Articles 121 through 137 of Title 7, C.R.S., as amended, but the Board
36 reserves final approval of the acquisition and disposition of real property.
37

38 ARTICLE XIII. Council Executive Director.
39

- 40 A. The Board after receiving a recommendation of the Performance &
41 Engagement Committee and by the affirmative vote of a majority of member
42 representatives shall appoint an Executive Director hereinafter referred to
43 as the "Director," who shall serve at the pleasure of the Board. The
44 Performance & Engagement Committee shall develop the process for, and
45 execute and document an annual performance evaluation for the Executive
46 Director.
47
48 B. The Director shall be the Chief Administrative Officer and authorized
49 recording officer of the Council. The Director shall administer and

1 execute all other functions and duties determined by the Board, including
2 but not limited to the following:

- 3
4 1. Appointment, removal, compensation and establishment of the
5 number and duties of the Council staff;
- 6
7 2. Establish and implement policies and procedures for the efficient
8 administration of personnel matters;
- 9
10 3. Serve, or designate personnel to serve, as recording secretary of
11 the Council and be responsible for preparing and maintaining all
12 records and information required by law to be kept by nonprofit
13 corporations, including those records required to be kept by
14 Section 7-136-101, C.R.S., and for authenticating the records of
15 the Council;
- 16
17 4. Designate personnel to provide staff services to committees; and
- 18
19 5. Serve as registered agent for the Council and register as such
20 with the Colorado Secretary of State.

21
22 **ARTICLE XIV. Filing of Local Reports.**

23
24 To facilitate planning and development of the Region, all legislative bodies, planning
25 agencies, and others within the Region are requested to file with the Council all public plans,
26 maps, reports, regulations and other documents, as well as amendments and revisions
27 thereto, that clearly affect two or more local government units, or that affect the Region as a
28 whole, or that are subjects or primary responsibility for the Council.

29
30 **ARTICLE XV. Financial Provisions.**

- 31
32 A. Budget Submission to the Finance & Budget Committee. Each year, no later
33 than the regular October meeting of the Finance & Budget Committee, the
34 Director shall submit an estimate of the budget required for the operation of the
35 Council during the ensuing calendar year.
 - 36
37 B. Budget Approval by the Board. Each year, no later than the regular November
38 meeting of the Board, the budget recommended by the Finance & Budget
39 Committee shall be presented for approval by the Board. The funds required
40 from each member in the Region shall be apportioned as determined by the
41 Board in the approved budget.
 - 42
43 C. Contract and Other Funds. The Council is specifically empowered to contract or
44 otherwise participate in and to accept grants, funds, gifts, or services from any
45 federal, state, or local government or its agencies or instrumentality thereof, and
46 from private and civic sources, and to expend funds received therefrom, under
47 provisions as may be required of and agreed on by the Council, in connection
48 with any program or purpose for which the Council exists.
- 49

- 1 D. Records and Audit. The Council shall arrange for a systematic and continuous
2 recordation of its financial affairs and transactions and shall obtain an annual
3 audit of its financial transactions and expenditures.
4

5
6 ARTICLE XVI. Adoption and Amendment of Articles of Association.
7

- 8 A. The Articles shall become effective upon their adoption by the boards of county
9 commissioners, and the governing body of any municipality or city and county
10 within or adjacent to the Region desiring to participate in the Council activities.
11
- 12 B. These Articles may be amended at any regular meeting of the Board by an
13 affirmative vote of a majority of the member representatives, provided that at
14 least one week's notice in writing be given to all member representatives setting
15 forth such amendment. These Articles may also be amended by an affirmative
16 vote of a majority of member representatives obtained through a certified mail
17 vote in accordance with Article XI, F.2.f when so directed by the Board or on the
18 initiative of the Board Chair.

AMENDMENT HISTORY

- AMENDED July 19, 1966. Provided for local elected official representation.
- AMENDED April 18, 1967. General assembly representation added. Policy Advisory Committee created.
- AMENDED July 18, 1967. Quorum changed from 1/2 to 1/3.
- AMENDED April 15, 1968. (Effective July 1, 1968) Name changed to “Denver Regional Council of Governments”
- AMENDED December 17, 1968. Changed election date to first meeting in year. Added municipal representation of Executive Committee.
- AMENDED March 25, 1970. Provided for membership on Executive Committee by either the mayor of the City and County of Denver or the deputy mayor.
- EXTENSIVELY AMENDED February 16, 1972. Incorporated the changes of the Committee on Structure and Organization. See S & O Report.
- AMENDED November 15, 1972. (effective January 1, 1973) Provided for a weighted voting formula for the participating membership.
- AMENDED May 16, 1973. Incorporated a section regarding members which are delinquent in payment of annual assessments.
- AMENDED January 16, 1974. Included the Counties of Clear Creek, Douglas and Gilpin on the Executive Committee, provided each such county contained a population of 120,000 or more.
- AMENDED June 18, 1974. Clarified the section on officers and their election, and provided for a nominating committee for election of officers each year.
- AMENDED January 19, 1977. Added three non-voting members, to be named by the Governor, to the full Board as outlined in the Metropolitan Planning Organization Memorandum of Agreement.
- AMENDED August 3, 1977. (through mail ballot) Increase the membership on the DRCOG Executive Committee from 6 to 8 by adding the Vice Chairman and Secretary-Treasurer of the Board to the Executive Committee membership.
- AMENDED December 19, 1979. Made the Immediate Past Chairman of the Board an officer of the Board, and by virtue of being a Board officer, the Immediate Past

Chairman would also be a member of the Executive Committee. This increased the Board officers from 4 to 5 and the Executive Committee from 8 to 9.

- AMENDED December 16, 1981. Changed the name of the policymaking body from “Council” to “Board of Directors”; Provided definitions of Council, Board of Directors, member, and member representative; Provided for Executive Committee alternates; Provided clarification and modification of certain agency procedures; and made extensive editorial changes.
- AMENDED June 22, 1983. Changed the structure of DRCOG from an unincorporated association to a nonprofit corporation, designated officers of the corporation, and provided for Board approval of real property transactions.
- AMENDED March 19, 1986. Changed to provide for election of Executive Committee officers at the first meeting following election of Board officers.
- AMENDED February 15, 1989. Expanded Executive Committee membership from 9 to 12 members with the three new members elected by the Board; provided for Board designation of a member representative of a county or a municipality to the Executive Committee in instances where the officers of the Board are already included as members of that Committee.
- AMENDED July 17, 1991. Provided the Mayor of Denver with a designee and an alternate to the Board; added a process for filling Executive Committee vacancies; changed the Mayor of Denver’s alternate on the Executive Committee from the Deputy Mayor to the Mayor’s designated representative to the Board; clarified the powers and duties of the Executive Committee regarding personnel matters and the Executive Director; revised the process for certification of adopted plans; and made extensive editorial changes to conform to statutory language.
- AMENDED June 17, 1998. Made technical changes in accordance with the newly adopted Colorado Revised Nonprofit Corporation Act regarding notice of meetings, termination of membership, and responsibilities for record keeping.
- AMENDED July 21, 1999. Revised to provide membership on the Executive Committee for counties with 120,000 or more estimated by either the U.S. Census, the Council or the state demographer.
- AMENDED April 18, 2001. Revised to change the Executive Committee name to Administrative Committee and provide membership on the Administrative Committee for each county and city containing a population of 120,000 or more.
- AMENDED January 15, 2003. Revised to split the Board Officer position of Secretary-Treasurer, creating the positions of Secretary and Treasurer, thus expanding the Administrative Committee membership, and to recognize the City and County of Broomfield.

- AMENDED February 19, 2003. Revised Board and Administrative Committee officer terms and revised Administrative Committee quorum.
- AMENDED November 19, 2008. Added voting requirements for taking positions on ballot measures and legislative issues.
- AMENDED May 20, 2009. Editorial revisions addressing superfluous and/or outdated items, items requiring clarification and/or elaboration, and items requiring updating as a result of the inclusion of Southwest Weld County communities.
- AMENDED July 21, 2010. Amended Section VII.C.1., to revise the procedure for election of Chair, and VII.C.2, to revise the number of members of the nominating committee.
- AMENDED April 20, 2011. Amended Section X, to remove reference to Water Quality Planning and reorder following lettered sections. Amended Section XIII, to revise the month that the budget will be provided to the Administrative Committee and Board for approval.
- AMENDED January 18, 2012. Amended Article VIII D to add language related to telephonic participation at Administrative Committee meetings.
- AMENDED May 15, 2013. Amended Article VI.E, to stipulate that the State of Colorado shall have three (3) non-voting members on the Board, appointed by the Governor, one of which shall be a representative of the Colorado Department of Transportation (either the Executive Director or a member of senior management), and the Regional Transportation District shall have one non-voting member on the Board, to be appointed by the General Manager of the organization. The General Manager may appoint themselves to the Board, or they may designate a member of their senior staff.
- AMENDED July 16, 2014. Amended Article VII C.1 and add VII D.3 to address a vacancy at Chair created when a Chair resigns mid-term. The amendment allows the incumbent Vice Chair to be appointed to serve the remainder of the term vacated, as well as serving their own full-year term.
- AMENDED March 16, 2016. Amended to reflect committee structure changes as recommended by the Structure and Governance group. Formalize the Board Officers as an Executive Committee; split the Administrative Committee into two new committees: Finance and Budget and Performance and Engagement; and revising the membership of the Nominating Committee to add two permanent members: Board Immediate Past Chair and a representative of the City and County of Denver, and defines how the remaining members of the Nominating Committee will be selected.
- AMENDED September 21, 2016. Amended to reflect additional modifications/clarifications to membership and duties of the Finance and Budget Committee and Performance and Engagement Committee. Adding the Board Chair as

an ex-officio voting member of the Performance and Engagement Committee, and clarifying responsibilities of the Performance and Engagement Committee regarding performance evaluation and contract amendments for the Executive Director.

- AMENDED February 15, 2017. Amended to reflect addition of language related to establishing a conduct policy for Board Directors and a process for receiving and processing complaints related to the policy.