

REVISED AND RESTATED

BYLAWS

OF

SPECIAL DISTRICT ASSOCIATION OF COLORADO

ARTICLE I

Name and Location

The name of the Corporation is SPECIAL DISTRICT ASSOCIATION OF COLORADO, hereinafter referred to as the "Association". The principal office of the Association shall be located at 1410 Grant Street, Suite B-103, Denver, Colorado, or such other place as the Board determines, but meetings of members and directors may be held at such places within the State of Colorado as may be designated by the Board of Directors.

ARTICLE II

Membership and Voting

1. Eligibility. The membership of the Association shall consist of Special Districts (also identified as Districts) organized under the laws of the State of Colorado, and complying with the requirements for said Districts as set forth in Title 32, Title 37, Articles 1-8, Articles 20-33, Articles 40-44, Article 45, Articles 46-48, Article 90, Title 24 Article 90, Title 22 Article 70 of Colorado Revised Statutes, 1973 now in effect or as later amended.

2. Application. Application for membership shall be submitted to the Board of Directors of the Association in writing with a pro-rata payment of dues for the balance of the current calendar year in which application for membership is made. Upon majority approval of the Board of Directors, said applicant shall become a member of the Special District Association of Colorado.

3. Voting. Each member of the Association shall be entitled to one vote at any annual or special meeting of the Association, but may be represented at such meetings by any number of delegates. Proxies shall be allowed. Cumulative voting in the election of members of the Board of Directors shall not be permitted.

4. Termination of Membership. Any member of the Association may be dropped from membership whenever it has failed, after ninety days' notice, to pay its dues. Any member may be dropped, in the discretion of the Board of Directors upon the appointment of a Receiver for fraud or defalcation. Any member dropped for non-payment of dues may be re-instated on approval of the Board of Directors and payment of dues for the year in which the re-instatement is approved, plus the payment of arrears; provided, however, arrears so assessed shall not exceed fifty percent (50%) of the dues assessment for the year in which re-instatement is approved.

5. Resignation of Membership. Any member may resign by submitting a written resignation to the Board of Directors, c/o the Association at its principal office, and thereupon such resignation shall become effective forthwith without

*Any
Subsequent
amendment
past 1986*

AMENDED
See attachment and
9/5/86
minutes.

need of any acceptance, unless otherwise specified therein. Any member who does resign shall, however, remain liable for any dues it owes but has not paid as of the date of resignation.

ARTICLE III

Dues

1. Regular Dues. Each member shall pay as annual dues, an amount as determined by the Board of Directors, subject to the approval of a majority of those members present and voting at the annual business meeting or a special meeting.

2. Special or Emergency Assessments. Special or Emergency assessments may be levied by the Board of Directors only when approved by a two-thirds vote of all Association members present at any regular meeting, or any special meeting at which a quorum is present, the meeting having been called for, among other purposes, the determination of the need for special or emergency assessments.

ARTICLE IV

Meeting of Members

1. Annual Meeting. The Board of Directors shall select a time and place for the annual meeting of the Association, at least once each year. Thirty days notice of such meeting shall be mailed to each member by the Association Secretary.

2. Special Meetings. Special Meetings may be called at any time by the President, or by the Board of Directors, or upon written request signed by ten or more members of the Association. Notice of such Special Meeting shall be mailed to each member by the Secretary at least five (5) days prior to such meeting, and the object for which such meeting has been called shall be stated in the notice.

3. Quorum. The presence at the meeting of Members entitled to cast at least thirty percent (30%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting without notice other than announcement at the meeting to a time not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called, at which time the quorum requirement shall be the Members entitled to vote at least thirty percent (30%) of the total votes.

4. Attendance at Meetings. Attendance at special or regular meetings of the Association shall be limited to bona fide members thereof, and/or their designated representatives, spouses and invited guests. Attendance at regular meetings may, at the option of the Board of Directors or the President, be limited to bona fide members or their designated representatives.

5. Order of Business. At all meetings of the Members the following order of business shall be observed insofar as it is consistent with the purposes and objectives of the meeting:

- (1) Calling the roll to determine the membership represented at the meeting;
- (2) Reading of notice and proof of call or meeting;
- (3) Reports of Officer;
- (4) Reports of Committees;
- (5) Unfinished business;
- (6) New business;
- (7) Election of Directors;
- (8) Miscellaneous business.

Meetings of the members shall be conducted by the Officers in order of their priority.

ARTICLE V

Board of Directors

1. Powers. There shall be a Board of Directors which shall be vested with all powers necessary for the management of the Association.

AMENDED
See attachment and
9/27/85
minutes.

2. Number. The Board of Directors shall be composed of seven (7) members, no more than two (2) of whom can be from any one type of Special District, or District which provides a combination of services, as hereinafter designated.

AMENDED
See attachment and
9/27/85
minutes.

3. Election and Term. At the annual meeting held in 1982, the four (4) directors receiving the highest number of votes shall serve for two (2) years and the three (3) directors receiving the next highest number of votes shall serve for one (1) year. In the event of a tie, the tie shall be broken by a flip of a coin. At subsequent annual meetings, the Directors shall be elected for two (2) year terms. At each annual meeting, the members shall elect the Directors. Should a vacancy occur on the Board of Directors by reason of the resignation, death, refusal to act, or for any other cause, by any such members, then that vacancy shall be filled by the appointment of a new member by a majority of the remaining members of the Board of Directors. The new member shall, when possible, be from the same type of district from which such vacancy occurs and shall be selected, when possible, from the duly petitioned, unsuccessful candidates at the immediate past Board Election.

4. Active Members. Each of the members of the Board of Directors shall be a qualified director of a District operating within the State of Colorado, which District is a member of this Association in good standing. Each member of the Board of Directors must remain a qualified member District during his term as a member of the Board of Directors of this Association.

5. Types of Districts. The Districts hereinbefore mentioned shall be designated as:

- (1) Recreation and Parks Districts
- (2) Water Districts

- (3) Sanitation Districts
- (4) Fire Protection Districts
- (5) Urban Drainage and Flood Control Districts
- (6) Ground Water Management Districts
- (7) Hospital Districts
- (8) Library Districts
- (9) Jr. College Districts
- (10) Metropolitan Sewage Disposal District
- (11) Metropolitan Districts
- (12) Regional Service Authorities
- (13) Water Conservancy Districts
- (14) Water Conservation Districts
- (15) Flood Control Districts
- (16) Drainage Districts
- (17) Irrigation Districts

ARTICLE VI

Meetings of Directors

1. Annual and Regular Meetings. There shall be a regular annual meeting of the Board immediately following the annual meeting of the Members of the Association, and the Board may establish regular meetings to be held at such other places and times as may be determined from time to time. After the establishment of the time and place for such regular meetings, no further notice thereof need be given.

2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any four (4) Directors, after not less than five (5) days' notice to each Director given by the Secretary.

3. Notice; Waiver. Notice may be given by the Secretary orally either in person or by telephone, or in writing served on or mailed or telegraphed to each Director. Written waiver of notice signed by a Director of his attendance at a meeting of the Board shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to either the failure to receive such notice or defects contained therein.

4. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, except as otherwise specifically required by the Articles of Incorporation or these Bylaws. If a quorum is not present, the majority of Directors present may adjourn the meeting from time to

time without further notice other than announcement of the meeting.

ARTICLE VII

Officers

1. Designation. The officers of the Association shall consist of a President, Executive Vice President, Vice President and Secretary-Treasurer. The Executive Vice-President shall also serve as Secretary-Treasurer. Any person may hold two or more positions simultaneously except the positions of President and Secretary.
2. President. The President shall be elected annually by the Board of Directors, from the membership of the Board of Directors, to hold office for one (1) year. The President shall preside at all meetings of the Association and the Board of Directors and shall assume general guidance of the affairs of the Association. The President shall appoint the original members and subsequent changes, substitutions and additions of all standing and special committees and shall designate the respective chairman.
3. Vice-President. The Vice-President shall be elected annually by the Board of Directors, from the membership of the Board of Directors, to hold office for one (1) year. He shall perform the duties of the President in his absence or any other duties assigned to him by the President.
4. Executive Vice President and Secretary-Treasurer. The Executive Vice President and Secretary-Treasurer shall be elected by the Board of Directors. He shall serve at the pleasure of the Board of Directors. He shall manage the business and affairs of the Association under the immediate supervision and direction of the Board of Directors.
5. Removal. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

ARTICLE VIII

Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association where copies may be purchased at reasonable cost.

ARTICLE IX

Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: "Special District Association of Colorado."

ARTICLE X

Amendments

1. These Bylaws may be amended, at regular or special meeting of the Members, by a vote of two-thirds (2/3) of a

quorum of Members present.

All proposed amendments shall be submitted in writing to the members at least thirty (30) days prior to the regular or special Members meeting at which such Amendments are to be considered.

2. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

ARTICLE XI

Miscellaneous

1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December except that the first fiscal year shall begin on the date of incorporation.

2. Execution of Checks. All checks executed on behalf of the Corporation shall be signed by the Secretary-Treasurer and one other officer or as otherwise determined by the Board of Directors. The Board of Directors shall designate a bank for the Association funds, and shall assure the execution of proper bank authorization.

3. Indemnity. Each Director, Officer, or employee of the Association shall be indemnified by the Association against expenses reasonably incurred by him in connection with any action, suit, or proceeding to which he may be made a party by reason of his being, or having been a Director, officer or employee of the Association, except in relation to matters as to which he shall be finally adjudged in such action, suit, proceeding to have been derelict in the performance of his duties as a Director, Officer or employee.

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned, the duly elected and acting secretary of Special District Association of Colorado, a Colorado non-profit corporation, do hereby certify:

That the within and foregoing Revised and Restated Bylaws were adopted as the Bylaws of said Corporation on the ____ day of ____, 1982, and that the same do now constitute the Bylaws of said Corporation.

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of said Corporation this ____ day of ____, 1982.

PROPOSED BY-LAW CHANGES

FOR CONSIDERATION AT THE ANNUAL BUSINESS MEETING
SEPTEMBER 5, 1986

ARTICLE II

Membership and Voting

Amend paragraph 1 by the addition of two new subparagraphs at the end of the paragraph which shall read as follows:

1. Eligibility.

(a) The Association shall also allow the formation of unincorporated local chapters of the Association (hereinafter "local chapters"). Local chapters of the Association shall adopt the Uniform Bylaws of the local chapters of the Special District Association of Colorado (hereinafter "Uniform Bylaws"). Said Uniform Bylaws are attached to these REVISED AND RESTATED BYLAWS as an addendum and incorporated herein by reference. No local chapter shall be recognized which fails to adopt the Uniform Bylaws. Within 10 days of adopting the Uniform Bylaws, the local chapter shall forward a copy of the signed and executed Uniform Bylaws to the Executive Director of the Special District Association of Colorado at its registered agent's office, currently 1700 Lincoln Street, Suite 3711, Denver, Colorado 80203. The Executive Director shall then confirm in writing to the Secretary-Treasurer of the local chapter that the Association recognizes the local chapter. The Association shall not, except in extraordinary circumstances, recognize more than one local chapter per county in the State of Colorado. A local chapter may, however, consist of members from more than one county.

(b) Each local chapter which has been recognized by the Association, as set forth above in subparagraph (a), and which had adopted the Uniform Bylaws, may enact and adopt internal operating rules which are not inconsistent with the Uniform Bylaws. A photo-copy of all internal operating rules adopted by the local chapter shall forthwith be forwarded to the Executive Director of the Special District Association of Colorado at the address noted above, after being adopted by the local chapter. The Association shall have the right to revoke recognition of any local chapter which has adopted internal operating rules which are inconsistent with the Uniform Bylaws.

PROPOSED BY-LAW CHANGES

FOR CONSIDERATION AT THE ANNUAL BUSINESS MEETING
SEPTEMBER 5, 1986

ARTICLE III

Membership and Voting

Amend paragraph 1 by the addition of two new subparagraphs at the end of the paragraph which shall read as follows:

1. Eligibility.

(a) The Association shall also allow the formation of unincorporated local chapters of the Association (hereinafter "local chapters"). Local chapters of the Association shall adopt the Uniform Bylaws of the local chapters of the Special District Association of Colorado (hereinafter "Uniform Bylaws"). Said Uniform Bylaws are attached to these REVISED AND RESTATED BYLAWS as an addendum and incorporated herein by reference. No local chapter shall be recognized which fails to adopt the Uniform Bylaws. Within 10 days of adopting the Uniform Bylaws, the local chapter shall forward a copy of the signed and executed Uniform Bylaws to the Executive Director of the Special District Association of Colorado at its registered agent's office, currently 1700 Lincoln Street, Suite 3711, Denver, Colorado 80203. The Executive Director shall then confirm in writing to the Secretary-Treasurer of the local chapter that the Association recognizes the local chapter. The Association shall not, except in extraordinary circumstances, recognize more than one local chapter per county in the State of Colorado. A local chapter may, however, consist of members from more than one county.

(b) Each local chapter which has been recognized by the Association, as set forth above in subparagraph (a), and which had adopted the Uniform Bylaws, may enact and adopt internal operating rules which are not inconsistent with the Uniform Bylaws. A photo-copy of all internal operating rules adopted by the local chapter shall forthwith be forwarded to the Executive Director of the Special District Association of Colorado at the address noted above, after being adopted by the local chapter. The Association shall have the right to revoke recognition of any local chapter which has adopted internal operating rules which are inconsistent with the Uniform Bylaws.

REVISED AND RESTATED

BYLAWS

OF

SPECIAL DISTRICT ASSOCIATION OF COLORADO

ARTICLE I

Name and Location

The name of the Corporation is SPECIAL DISTRICT ASSOCIATION OF COLORADO, hereinafter referred to as the "Association". The principal office of the Association shall be located at 1410 Grant Street, Suite B-103, Denver, Colorado, or such other place as the Board determines, but meetings of members and directors may be held at such places within the State of Colorado as may be designated by the Board of Directors.

ARTICLE II

Membership and Voting

1. Eligibility. The membership of the Association shall consist of Special Districts (also identified as Districts) organized under the laws of the State of Colorado, and complying with the requirements for said Districts as set forth in Title 32, Title 37, Articles 1-8, Articles 20-33, Articles 40-44, Article 45, Articles 46-48, Article 90, Title 24 Article 90, Title 22 Article 70 of Colorado Revised Statutes, 1973 now in effect or as later amended.

2. Application. Application for membership shall be submitted to the Board of Directors of the Association in writing with a pro-rata payment of dues for the balance of the current calendar year in which application for membership is made. Upon majority approval of the Board of Directors, said applicant shall become a member of the Special District Association of Colorado.

3. Voting. Each member of the Association shall be entitled to one vote at any annual or special meeting of the Association, but may be represented at such meetings by any number of delegates. Proxies shall be allowed. Cumulative voting in the election of members of the Board of Directors shall not be permitted.

4. Termination of Membership. Any member of the Association may be dropped from membership whenever it has failed, after ninety days' notice, to pay its dues. Any member may be dropped, in the discretion of the Board of Directors upon the appointment of a Receiver for fraud or defalcation. Any member dropped for non-payment of dues may be re-instated on approval of the Board of Directors and payment of dues for the year in which the re-instatement is approved, plus the payment of arrears; provided, however, arrears so assessed shall not exceed fifty percent (50%) of the dues assessment for the year in which re-instatement is approved.

5. Resignation of Membership. Any member may resign by submitting a written resignation to the Board of Directors, c/o the Association at its principal office, and thereupon such resignation shall become effective forthwith without

need of any acceptance, unless otherwise specified therein. Any member who does resign shall, however, remain liable for any dues it owes but has not paid as of the date of resignation.

ARTICLE III

Dues

1. Regular Dues. Each member shall pay as annual dues, an amount as determined by the Board of Directors, subject to the approval of a majority of those members present and voting at the annual business meeting or a special meeting.

2. Special or Emergency Assessments. Special or Emergency assessments may be levied by the Board of Directors only when approved by a two-thirds vote of all Association members present at any regular meeting, or any special meeting at which a quorum is present, the meeting having been called for, among other purposes, the determination of the need for special or emergency assessments.

ARTICLE IV

Meeting of Members

1. Annual Meeting. The Board of Directors shall select a time and place for the annual meeting of the Association, at least once each year. Thirty days notice of such meeting shall be mailed to each member by the Association Secretary.

2. Special Meetings. Special Meetings may be called at any time by the President, or by the Board of Directors, or upon written request signed by ten or more members of the Association. Notice of such Special Meeting shall be mailed to each member by the Secretary at least five (5) days prior to such meeting, and the object for which such meeting has been called shall be stated in the notice.

3. Quorum. The presence at the meeting of Members entitled to cast at least thirty percent (30%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting without notice other than announcement at the meeting to a time not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called, at which time the quorum requirement shall be the Members entitled to vote at least thirty percent (30%) of the total votes.

4. Attendance at Meetings. Attendance at special or regular meetings of the Association shall be limited to bona fide members thereof, and/or their designated representatives, spouses and invited guests. Attendance at regular meetings may, at the option of the Board of Directors or the President, be limited to bona fide members or their designated representatives.

5. Order of Business. At all meetings of the Members the following order of business shall be observed insofar as it is consistent with the purposes and objectives of the meeting:

- (1) Calling the roll to determine the membership represented at the meeting;
- (2) Reading of notice and proof of call or meeting;
- (3) Reports of Officer;
- (4) Reports of Committees;
- (5) Unfinished business;
- (6) New business;
- (7) Election of Directors;
- (8) Miscellaneous business.

Meetings of the members shall be conducted by the Officers in order of their priority.

ARTICLE V

Board of Directors

1. Powers. There shall be a Board of Directors which shall be vested with all powers necessary for the management of the Association.

2. Number. The Board of Directors shall be composed of seven (7) members, no more than two (2) of whom can be from any one type of Special District, or District which provides a combination of services, as hereinafter designated.

3. Election and Term. At the annual meeting held in 1982, the four (4) directors receiving the highest number of votes shall serve for two (2) years and the three (3) directors receiving the next highest number of votes shall serve for one (1) year. In the event of a tie, the tie shall be broken by a flip of a coin. At subsequent annual meetings, the Directors shall be elected for two (2) year terms. At each annual meeting, the members shall elect the Directors. Should a vacancy occur on the Board of Directors by reason of the resignation, death, refusal to act, or for any other cause, by any such members, then that vacancy shall be filled by the appointment of a new member by a majority of the remaining members of the Board of Directors. The new member shall, when possible, be from the same type of district from which such vacancy occurs and shall be selected, when possible, from the duly petitioned, unsuccessful candidates at the immediate past Board Election.

4. Active Members. Each of the members of the Board of Directors shall be a qualified director of a District operating within the State of Colorado, which District is a member of this Association in good standing. Each member of the Board of Directors must remain a qualified member District during his term as a member of the Board of Directors of this Association.

5. Types of Districts. The Districts hereinbefore mentioned shall be designated as:

- (1) Recreation and Parks Districts
- (2) Water Districts

- (3) Sanitation Districts
- (4) Fire Protection Districts
- (5) Urban Drainage and Flood Control Districts
- (6) Ground Water Management Districts
- (7) Hospital Districts
- (8) Library Districts
- (9) Jr. College Districts
- (10) Metropolitan Sewage Disposal District
- (11) Metropolitan Districts
- (12) Regional Service Authorities
- (13) Water Conservancy Districts
- (14) Water Conservation Districts
- (15) Flood Control Districts
- (16) Drainage Districts
- (17) Irrigation Districts

ARTICLE VI

Meetings of Directors

1. Annual and Regular Meetings. There shall be a regular annual meeting of the Board immediately following the annual meeting of the Members of the Association, and the Board may establish regular meetings to be held at such other places and times as may be determined from time to time. After the establishment of the time and place for such regular meetings, no further notice thereof need be given.

2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any four (4) Directors, after not less than five (5) days' notice to each Director given by the Secretary.

3. Notice; Waiver. Notice may be given by the Secretary orally either in person or by telephone, or in writing served on or mailed or telegraphed to each Director. Written waiver of notice signed by a Director of his attendance at a meeting of the Board shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to either the failure to receive such notice or defects contained therein.

4. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, except as otherwise specifically required by the Articles of Incorporation or these Bylaws. If a quorum is not present, the majority of Directors present may adjourn the meeting from time to

time without further notice other than announcement of the meeting.

ARTICLE VII

Officers

1. Designation. The officers of the Association shall consist of a President, Executive Vice President, Vice President and Secretary-Treasurer. The Executive Vice-President shall also serve as Secretary-Treasurer. Any person may hold two or more positions simultaneously except the positions of President and Secretary.
2. President. The President shall be elected annually by the Board of Directors, from the membership of the Board of Directors, to hold office for one (1) year. The President shall preside at all meetings of the Association and the Board of Directors and shall assume general guidance of the affairs of the Association. The President shall appoint the original members and subsequent changes, substitutions and additions of all standing and special committees and shall designate the respective chairman.
3. Vice-President. The Vice-President shall be elected annually by the Board of Directors, from the membership of the Board of Directors, to hold office for one (1) year. He shall perform the duties of the President in his absence or any other duties assigned to him by the President.
4. Executive Vice President and Secretary-Treasurer. The Executive Vice President and Secretary-Treasurer shall be elected by the Board of Directors. He shall serve at the pleasure of the Board of Directors. He shall manage the business and affairs of the Association under the immediate supervision and direction of the Board of Directors.
5. Removal. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

ARTICLE VIII

Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association where copies may be purchased at reasonable cost.

ARTICLE IX

Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: "Special District Association of Colorado."

ARTICLE X

Amendments

1. These Bylaws may be amended, at regular or special meeting of the Members, by a vote of two-thirds (2/3) of a

quorum of Members present.

All proposed amendments shall be submitted in writing to the members at least thirty (30) days prior to the regular or special Members meeting at which such Amendments are to be considered.

2. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

ARTICLE XI

Miscellaneous

1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December except that the first fiscal year shall begin on the date of incorporation.

2. Execution of Checks. All checks executed on behalf of the Corporation shall be signed by the Secretary-Treasurer and one other officer or as otherwise determined by the Board of Directors. The Board of Directors shall designate a bank for the Association funds, and shall assure the execution of proper bank authorization.

3. Indemnity. Each Director, Officer, or employee of the Association shall be indemnified by the Association against expenses reasonably incurred by him in connection with any action, suit, or proceeding to which he may be made a party by reason of his being, or having been a Director, officer or employee of the Association, except in relation to matters as to which he shall be finally adjudged in such action, suit, proceeding to have been derelict in the performance of his duties as a Director, Officer or employee.

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned, the duly elected and acting secretary of Special District Association of Colorado, a Colorado non-profit corporation, do hereby certify:

That the within and foregoing Revised and Restated Bylaws were adopted as the Bylaws of said Corporation on the ____ day of ____, 1982, and that the same do now constitute the Bylaws of said Corporation.

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of said Corporation this ____ day of ____, 1982.

PROPOSED BY-LAW CHANGES
FOR CONSIDERATION AT THE ANNUAL BUSINESS MEETING
September 27, 1985

ARTICLE V

Delete paragraphs 2 and 3 entirely and substitute the following paragraphs 2, 3(a) and 3(b):

"2. Number. The Board of Directors shall be composed of nine (9) members, no more than three (3) of whom can be from any one type of Special District, or Special Districts which provide the same combination of services, as hereinafter designated.

3(a). Nominations. All nominations for the office of Director shall be submitted in writing to the Association office no later than ten (10) days prior to the annual meeting of the Association for the candidate's name to appear on the printed ballot. Nominations received following the tenth day prior to the annual meeting and any nominations received from the floor at the annual meeting shall be considered as write-in nominations.

3(b). Elections and Term. At each annual meeting, the members shall elect the Directors. Five (5) Directors shall be elected for two (2) year terms in odd-numbered years, and four (4) directors shall be elected for two (2) year terms in even-numbered years. In the event of a tie, the tie shall be broken by a flip of the coin. Should a vacancy occur on the Board of Directors by reason of the resignation, death, refusal to act, or for any other cause, by any such members, then that vacancy shall be filled by the appointment of a new member by a majority of the remaining members of the Board of Directors for the remainder of the vacant term. The new member shall, when possible, be from the same type of district from which such vacancy occurs and shall be selected, when possible, from the duly petitioned, unsuccessful candidates at the immediate past Board Election."

OFFICIAL NOTICE DATED THE FIRST DAY OF AUGUST, 1985.

Current language being amended is printed below:

2. Number. The Board of Directors shall be composed of seven (7) members, no more than two (2) of whom can be from any one type of Special District, or District which provides a combination of services, as hereinafter designated.

3. Election and Term. At the annual meeting held in 1982, the four (4) directors receiving the highest number of votes shall serve for two (2) years and the three (3) directors receiving the next highest number of votes shall serve for one (1) year. In the event of a tie, the tie shall be broken by a flip of a coin. At subsequent annual meetings, the Directors shall be elected for two (2) year terms. At each annual

meeting, the members shall elect the Directors. Should a vacancy occur on the Board of Directors by reason of the resignation, death, refusal to act, or for any other cause, by any such members, then that vacancy shall be filled by the appointment of a new member by a majority of the remaining members of the Board of Directors. The new member shall, when possible, be from the same type of district from which such vacancy occurs and shall be selected, when possible, from the duly petitioned, unsuccessful candidates at the immediate past Board Election.

PROPOSED BY-LAW CHANGES

FOR CONSIDERATION AT THE ANNUAL BUSINESS MEETING
SEPTEMBER 5, 1986

ARTICLE III

Membership and Voting

Amend paragraph 1 by the addition of two new subparagraphs at the end of the paragraph which shall read as follows:

1. Eligibility.

(a) The Association shall also allow the formation of unincorporated local chapters of the Association (hereinafter "local chapters"). Local chapters of the Association shall adopt the Uniform Bylaws of the local chapters of the Special District Association of Colorado (hereinafter "Uniform Bylaws"). Said Uniform Bylaws are attached to these REVISED AND RESTATED BYLAWS as an addendum and incorporated herein by reference. No local chapter shall be recognized which fails to adopt the Uniform Bylaws. Within 10 days of adopting the Uniform Bylaws, the local chapter shall forward a copy of the signed and executed Uniform Bylaws to the Executive Director of the Special District Association of Colorado at its registered agent's office, currently 1700 Lincoln Street, Suite 3711, Denver, Colorado 80203. The Executive Director shall then confirm in writing to the Secretary-Treasurer of the local chapter that the Association recognizes the local chapter. The Association shall not, except in extraordinary circumstances, recognize more than one local chapter per county in the State of Colorado. A local chapter may, however, consist of members from more than one county.

(b) Each local chapter which has been recognized by the Association, as set forth above in subparagraph (a), and which had adopted the Uniform Bylaws, may enact and adopt internal operating rules which are not inconsistent with the Uniform Bylaws. A photo-copy of all internal operating rules adopted by the local chapter shall forthwith be forwarded to the Executive Director of the Special District Association of Colorado at the address noted above, after being adopted by the local chapter. The Association shall have the right to revoke recognition of any local chapter which has adopted internal operating rules which are inconsistent with the Uniform Bylaws.



SPECIAL DISTRICT ASSOCIATION OF COLORADO

1700 Lincoln, Suite 3711 / Denver, CO 80203 / Phone 839-3791

TO: SDA Board Members

FROM: Dodie Gale

DATE: August 2, 1985

SUBJECT: Proposed By-Law Amendments

BOARD OF DIRECTORS

John V. Amato
President
Vail, CO

Jack B. DeLange
Vice President
Pagosa Springs, CO

Robert Barnard
Montrose, CO

Samuel Gates
Estes Park, CO

James Petersen
Ft. Collins, CO

Walt (Tief) Tiefenthal
Dillon, CO

James T. Walker
Lakewood, CO

Dodie Gale
Executive Director

James P. Collins
Executive Vice President
Secretary-Treasurer

Following the July 26th meeting of the Board of Directors, I met with Jim Collins to revise the language in the proposed amendment to By-Laws to reflect the concept approved by the Board.

As Jim and I both drafted language to accomplish this, it got more and more complicated. There were two changes approved by the Board:

1. Increase the board to nine; and
2. Two would serve at-large overlapping terms from any type of district; the seven members would remain under the present restriction of not more than two members per type of district.

As we struggled with language, we realized that the final result was that of the nine members, not more than four could ever serve at one time from any one type of district. We also agreed that the intent of the increased Board was to achieve diversity of types of districts represented. We agreed it was better to state that no more than three members from any one type of district could serve. Either way there would always be no less than three types of district -- 4-4-1 -- with no more than three, the ratio is 3-3-3. We deleted the at-large language and since there are three seats to be elected in 1985 and four in 1986, it balanced to simply increase to five elected in 1985 and leave the four in 1986. There is a psychological point in calling two directors "at-large" but in reality there is no difference in the final result.

We did take some liberty in writing the enclosed language and hopefully, it will meet with your approval. Recognize that this language can be amended from the floor at the Business Meeting. To avoid an additional mailing to the members (1200) this Notice had to be included in the Conference Information and still meet the thirty-day Notice requirement. Please call me if you have any questions.

encl:

NEWSLETTER

PROPOSED BY-LAW CHANGES FOR CONSIDERATION AT THE ANNUAL BUSINESS MEETING September 27, 1985

ARTICLE V

Delete paragraphs 2 and 3 entirely and substitute the following paragraphs 2, 3(a) and 3(b):

"2. Number. The Board of Directors shall be composed of nine (9) members, no more than three (3) of whom can be from any one type of Special District, or Special Districts which provide the same combination of services, as hereinafter designated.

3(a). Nominations. All nominations for the office of Director shall be submitted in writing to the Association office no later than ten (10) days prior to the annual meeting of the Association for the candidate's name to appear on the printed ballot. Nominations received following the tenth day prior to the annual meeting and any nominations received from the floor at the annual meeting shall be considered as write-in nominations.

3(b). Elections and Term. At each annual meeting, the members shall elect the Directors. Five (5) Directors shall be elected for two (2) year terms in odd-numbered years, and four (4) directors shall be elected for two (2) year terms in even-numbered years. In the event of a tie, the tie shall be broken by a flip of the coin. Should a vacancy occur on the Board of Directors by reason of the resignation, death, refusal to act, or for any other cause, by any such members, then that vacancy shall be filled by the appointment of a new member by a majority of the remaining members of the Board of Directors for the remainder of the vacant term. The new member shall, when possible, be from the same type of district from which such vacancy occurs and shall be selected, when possible, from the duly petitioned, unsuccessful candidates at the immediate past Board Election."

OFFICIAL NOTICE DATED THE FIRST DAY OF AUGUST, 1985.

Current language being amended is printed below:

2. Number. The Board of Directors shall be composed of seven (7) members, no more than two (2) of whom can be from any one type of Special District, or District which provides a combination of services, as hereinafter designated.

3. Election and Term. At the annual meeting held in 1982, the four (4) directors receiving the highest number of votes shall serve for two (2) years and the three (3) directors receiving the next highest number of votes shall serve for one (1) year. In the event of a tie, the tie shall be broken by a flip of a coin. At subsequent annual meetings, the Directors shall be elected for two (2) year terms. At each annual

meeting, the members shall elect the Directors. Should a vacancy occur on the Board of Directors by reason of the resignation, death, refusal to act, or for any other cause, by any such members, then that vacancy shall be filled by the appointment of a new member by a majority of the remaining members of the Board of Directors. The new member shall, when possible, be from the same type of district from which such vacancy occurs and shall be selected, when possible, from the duly petitioned, unsuccessful candidates at the immediate past Board Election.

HONOR ROLL AWARD

Many individuals who serve as elected officials of Special Districts have made outstanding contributions to their community. In recognition of these officials, the Board of Directors of the Special District Association has initiated a program to honor these people.

The Honor Roll Awards will be presented at the Banquet on September 26th during the Annual Conference. A Press Release will be sent to their local newspaper as well.

Requirements for this Award are:

1. Your Special District's Board of Directors must adopt a Resolution designating the person for the Honor Roll Award;
2. The information form printed on page 6 must be completed;
3. Both the Resolution and the completed form must be returned to the SDA office not later than August 23, 1985.

TOURISM BUDGET GROWS

Colorado now ranks 18th nationally in spending to attract tourists, up from 47th place just two years ago reports Morgan Smith, Director of the Department of Local Affairs.

Speaking at the Colorado Tourism Board's second annual conference, Smith said that the Legislature spent \$700,000 a year on Tourism in the 1970's. Now the tourism board has a fiscal year 1985 budget of \$3.5 million. More than half of its money is spent on advertising.

Funds come from a 0.1% tax on tourism-related sales such as ski-lift tickets and motel and restaurant sales in tourist areas.

Tourism is a \$4 billion a year industry in Colorado and employs more than 100,000 people, making it the state's third largest employer. About 7% of the state's tax revenues, \$185 million, come from tourism.

Colorado targets its tourism campaign mainly to residents of Illinois, California, and Texas, where nearly 30% of the state's visitors come from. A large number of visitors also come from Nebraska, Minnesota, Iowa, Missouri, Georgia, Florida, and New York.

REVISED AND RESTATED
BYLAWS
OF
SPECIAL DISTRICT ASSOCIATION OF COLORADO

ARTICLE I

Name and Location

The name of the Corporation is SPECIAL DISTRICT ASSOCIATION OF COLORADO, hereinafter referred to as the "Association". The principal office of the Association shall be located at 1410 Grant Street, Suite B-103, Denver, Colorado, or such other place as the Board determines, but meetings of members and directors may be held at such places within the State of Colorado as may be designated by the Board of Directors.

ARTICLE II

Membership and Voting

1. Eligibility. The membership of the Association shall consist of Special Districts (also identified as Districts) organized under the laws of the State of Colorado, and complying with the requirements for said Districts as set forth in Title 32, Title 37, Articles 1-8, Articles 20-33, Articles 40-44, Article 45, Articles 46-48, Article 90, Title 24 Article 90, Title 22 Article 70 of Colorado Revised Statutes, 1973 now in effect or as later amended.

2. Application. Application for membership shall be submitted to the Board of Directors of the Association in writing with a pro-rata payment of dues for the balance of the current calendar year in which application for membership is made. Upon majority approval of the Board of Directors, said applicant shall become a member of the Special District Association of Colorado.

3. Voting. Each member of the Association shall be entitled to one vote at any annual or special meeting of the Association, but may be represented at such meetings by any number of delegates. Proxies shall be allowed. Cumulative voting in the election of members of the Board of Directors shall not be permitted.

4. Termination of Membership. Any member of the Association may be dropped from membership whenever it has failed, after ninety days' notice, to pay its dues. Any member may be dropped, in the discretion of the Board of Directors upon the appointment of a Receiver for fraud or defalcation. Any member dropped for non-payment of dues may be re-instated on approval of the Board of Directors and payment of dues for the year in which the re-instatement is approved, plus the payment of arrears; provided, however, arrears so assessed shall not exceed fifty percent (50%) of the dues assessment for the year in which re-instatement is approved.

5. Resignation of Membership. Any member may resign by submitting a written resignation to the Board of Directors, c/o the Association at its principal office, and thereupon such resignation shall become effective forthwith without

need of any acceptance, unless otherwise specified therein. Any member who does resign shall, however, remain liable for any dues it owes but has not paid as of the date of resignation.

ARTICLE III

Dues

1. Regular Dues. Each member shall pay as annual dues, an amount as determined by the Board of Directors, subject to the approval of a majority of those members present and voting at the annual business meeting or a special meeting..

2. Special or Emergency Assessments. Special or Emergency assessments may be levied by the Board of Directors only when approved by a two-thirds vote of all Association members present at any regular meeting, or any special meeting at which a quorum is present, the meeting having been called for, among other purposes, the determination of the need for special or emergency assessments.

ARTICLE IV

Meeting of Members

1. Annual Meeting. The Board of Directors shall select a time and place for the annual meeting of the Association, at least once each year. Thirty days notice of such meeting shall be mailed to each member by the Association Secretary.

2. Special Meetings. Special Meetings may be called at any time by the President, or by the Board of Directors, or upon written request signed by ten or more members of the Association. Notice of such Special Meeting shall be mailed to each member by the Secretary at least five (5) days prior to such meeting, and the object for which such meeting has been called shall be stated in the notice.

3. Quorum. The presence at the meeting of Members entitled to cast at least thirty percent (30%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting without notice other than announcement at the meeting to a time not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called, at which time the quorum requirement shall be the Members entitled to vote at least thirty percent (30%) of the total votes.

4. Attendance at Meetings. Attendance at special or regular meetings of the Association shall be limited to bona fide members thereof, and/or their designated representatives, spouses and invited guests. Attendance at regular meetings may, at the option of the Board of Directors or the President, be limited to bona fide members or their designated representatives.

5. Order of Business. At all meetings of the Members the following order of business shall be observed insofar as it is consistent with the purposes and objectives of the meeting:

- (1) Calling the roll to determine the membership represented at the meeting;
- (2) Reading of notice and proof of call or meeting;
- (3) Reports of Officer;
- (4) Reports of Committees;
- (5) Unfinished business;
- (6) New business;
- (7) Election of Directors;
- (8) Miscellaneous business.

Meetings of the members shall be conducted by the Officers in order of their priority.

ARTICLE V

Board of Directors

1. Powers. There shall be a Board of Directors which shall be vested with all powers necessary for the management of the Association.
2. Number. The Board of Directors shall be composed of seven (7) members, no more than two (2) of whom can be from any one type of Special District, or District which provides a combination of services, as hereinafter designated.
3. Election and Term. At the annual meeting held in 1982, the four (4) directors receiving the highest number of votes shall serve for two (2) years and the three (3) directors receiving the next highest number of votes shall serve for one (1) year. In the event of a tie, the tie shall be broken by a flip of a coin. At subsequent annual meetings, the Directors shall be elected for two (2) year terms. At each annual meeting, the members shall elect the Directors. Should a vacancy occur on the Board of Directors by reason of the resignation, death, refusal to act, or for any other cause, by any such members, then that vacancy shall be filled by the appointment of a new member by a majority of the remaining members of the Board of Directors. The new member shall, when possible, be from the same type of district from which such vacancy occurs and shall be selected, when possible, from the duly petitioned, unsuccessful candidates at the immediate past Board Election.
4. Active Members. Each of the members of the Board of Directors shall be a qualified director of a District operating within the State of Colorado, which District is a member of this Association in good standing. Each member of the Board of Directors must remain a qualified member District during his term as a member of the Board of Directors of this Association.
5. Types of Districts. The Districts hereinbefore mentioned shall be designated as:
 - (1) Recreation and Parks Districts
 - (2) Water Districts

- (3) Sanitation Districts
- (4) Fire Protection Districts
- (5) Urban Drainage and Flood Control Districts
- (6) Ground Water Management Districts
- (7) Hospital Districts
- (8) Library Districts
- (9) Jr. College Districts
- (10) Metropolitan Sewage Disposal District
- (11) Metropolitan Districts
- (12) Regional Service Authorities
- (13) Water Conservancy Districts
- (14) Water Conservation Districts
- (15) Flood Control Districts
- (16) Drainage Districts
- (17) Irrigation Districts

ARTICLE VI

Meetings of Directors

1. Annual and Regular Meetings. There shall be a regular annual meeting of the Board immediately following the annual meeting of the Members of the Association, and the Board may establish regular meetings to be held at such other places and times as may be determined from time to time. After the establishment of the time and place for such regular meetings, no further notice thereof need be given.

2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any four (4) Directors, after not less than five (5) days' notice to each Director given by the Secretary.

3. Notice; Waiver. Notice may be given by the Secretary orally either in person or by telephone, or in writing served on or mailed or telegraphed to each Director. Written waiver of notice signed by a Director of his attendance at a meeting of the Board shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to either the failure to receive such notice or defects contained therein.

4. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, except as otherwise specifically required by the Articles of Incorporation or these Bylaws. If a quorum is not present, the majority of Directors present may adjourn the meeting from time to

time without further notice other than announcement of the meeting.

ARTICLE VII

Officers

1. Designation. The officers of the Association shall consist of a President, Executive Vice President, Vice President and Secretary-Treasurer. The Executive Vice-President shall also serve as Secretary-Treasurer. Any person may hold two or more positions simultaneously except the positions of President and Secretary.
2. President. The President shall be elected annually by the Board of Directors, from the membership of the Board of Directors, to hold office for one (1) year. The President shall preside at all meetings of the Association and the Board of Directors and shall assume general guidance of the affairs of the Association. The President shall appoint the original members and subsequent changes, substitutions and additions of all standing and special committees and shall designate the respective chairman.
3. Vice-President. The Vice-President shall be elected annually by the Board of Directors, from the membership of the Board of Directors, to hold office for one (1) year. He shall perform the duties of the President in his absence or any other duties assigned to him by the President.
4. Executive Vice President and Secretary-Treasurer. The Executive Vice President and Secretary-Treasurer shall be elected by the Board of Directors. He shall serve at the pleasure of the Board of Directors. He shall manage the business and affairs of the Association under the immediate supervision and direction of the Board of Directors.
5. Removal. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

ARTICLE VIII

Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association where copies may be purchased at reasonable cost.

ARTICLE IX

Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: "Special District Association of Colorado."

ARTICLE X

Amendments

1. These Bylaws may be amended, at regular or special meeting of the Members, by a vote of two-thirds (2/3) of a

quorum of Members present.

All proposed amendments shall be submitted in writing to the members at least thirty (30) days prior to the regular or special Members meeting at which such Amendments are to be considered.

2. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

ARTICLE XI

Miscellaneous

1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December except that the first fiscal year shall begin on the date of incorporation.

2. Execution of Checks. All checks executed on behalf of the Corporation shall be signed by the Secretary-Treasurer and one other officer or as otherwise determined by the Board of Directors. The Board of Directors shall designate a bank for the Association funds, and shall assure the execution of proper bank authorization.

3. Indemnity. Each Director, Officer, or employee of the Association shall be indemnified by the Association against expenses reasonably incurred by him in connection with any action, suit, or proceeding to which he may be made a party by reason of his being, or having been a Director, officer or employee of the Association, except in relation to matters as to which he shall be finally adjudged in such action, suit, proceeding to have been derelict in the performance of his duties as a Director, Officer or employee.

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned, the duly elected and acting secretary of Special District Association of Colorado, a Colorado non-profit corporation, do hereby certify:

That the within and foregoing Revised and Restated Bylaws were adopted as the Bylaws of said Corporation on the ____ day of ____, 1982, and that the same do now constitute the Bylaws of said Corporation.

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of said Corporation this ____ day of ____, 1982.

As adopted on September 24, 1982.



State of Colorado
DEPARTMENT OF REVENUE
STATE CAPITOL ANNEX
1375 SHERMAN STREET
DENVER, COLORADO 80261

IN REPLY REFER TO

(303)839-3761

November 10, 1977

Special District Association of Colorado
1740 William Street
Denver, CO 80218

Gentlemen:

After having reviewed the documents which you kindly forwarded in connection with your request for exemption from the imposition of Colorado sales and/or use tax, we find that the above organization does qualify for such exemption. This exemption extends to purchases made from organization funds only.

Permission is herewith granted for you to reproduce this letter, if necessary, for your suppliers.

Yours very truly,

A handwritten signature in cursive script, reading "Joe A. Macias".

Joe A. Macias
Supervisor
Sales, Use and Cigarette Tax Section

JAM/lm

Copies:
7 T. geton
9 Andato
11-14-77
2918
SDA
Miss Cor
+ Minutes File

File: SDA - minute official Don

H. HAROLD CALKINS
RUSSELL P. KRAMER
THOMAS T. GRIMSHAW
RICHARD L. HARRING
WILLIAM E. DAWN
VICTOR LEE WALLACE II
GORDON F. GARRETT
ROBERT L. KIRBY
RALPH L. POUCHER
JAMES S. BAILEY, JR.
R. JAMES NICHOLSON

JOHN H. LONNQUIST, JR.
ROGER A. LANDHOLM
JAMES C. MALLON
JOHN J. TIPTON
GILBERT F. McNEISH
ROBERT E. OLSEN
RANDOLPH J. NOGEL
RICHARD C. STODDARD
MARTHA B. TAYLOR

CALKINS, KRAMER, GRIMSHAW & HARRING
ATTORNEYS AT LAW
SUITE 1900, FIRST NATIONAL BANK BUILDING
621 SEVENTEENTH STREET
DENVER, COLORADO 80293

TELEPHONE
(303) 629-1900
OF COUNSEL
KENNETH L. SMITH

January 31, 1977

Mr. James P. Collins
Special District Association of Colorado
1740 Williams Street
Denver, Colorado 80218

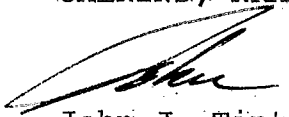
Dear Jim:

Enclosed is a copy of the Internal Revenue Service's determination that the Special District Association of Colorado is a 501(c)(6) tax exempt organization. I believe that the Internal Revenue Service's letter is self-explanatory; however, if you do have any questions, please give me or Rick Stoddard a call.

We have contacted the Colorado Department of Revenue regarding the salestax exemption for the Association. I will provide you with further information on that matter as soon as we receive it.

Very truly yours,

CALKINS, KRAMER, GRIMSHAW & HARRING


John J. Tipton

JJT/ps

Enclosure

CC: John V. Amato (with enclosure)

Revenue *8922801*
292 5761

mail from application
for M...

Address any reply to: 300 E. 2nd St., Austin, 78701

Department of the Treasury

PERSON TO CONTACT: Joseph W. Flori
TELEPHONE: (512) 397-5716

District Director

Internal Revenue Service

Date: 25 JAN 1977

In reply refer to: E:EX:1002:JWF:vg

AUS:E0: 77-136

▷ Special District Association of
Colorado
1740 Williams Street
Denver, Colorado 80218

Internal Revenue Code: Section 501(c) (6)

Form 990 Required: ☒ Yes ☐ No

Accounting Period Ending: December 31

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under the provisions of the Internal Revenue Code section indicated above.

Unless specifically excepted, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$50 or more to each of your employees during a calendar quarter. And, unless excepted, you are also liable for tax under the Federal Unemployment Tax Act on remuneration of \$50 or more to each of your employees during a calendar quarter if, during the current or preceding calendar year, you have one or more employees at any time in each of 20 calendar weeks or pay wages of \$1,500 or more in any calendar quarter. If you have any questions about excise, employment, or other Federal taxes, please address them to this office.

If your purposes, character, or method of operation is changed, you must let us know so we can consider the effect of the change on your exempt-status. Also, you must inform us of all changes in your name or address.

The block checked at the top of this letter shows whether you must file Form 990, Return of Organization Exempt From Income Tax. If the Yes box is checked, you are only required to file Form 990 if your gross receipts each year are normally more than \$5,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, for failure to file the return on time.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Please keep this determination letter in your permanent records.

Sincerely yours,

Robert M. McKeever
District Director

As a business league contributions to you are not deductible by donors as "charitable contributions" defined in section 170(c) of the Internal Revenue Code. You should advise your contributors to that effect.

cc: Richard C. Stoddard

Address any reply to: 300 E. 8th St., Aus. Tex. 78701

Department of the Treasury

PERSON TO CONTACT: Joseph W. Flori

TELEPHONE: (512) 397-5716

District Director

Internal Revenue Service

Date:

25 JAN 1977

In reply refer to:

E:EX:1002:JWF:vg

AUS:EO: 77-136

▷ Special District Association of
Colorado
1740 Williams Street
Denver, Colorado 80218

Internal Revenue Code: Section 501(c) (6)

Form 990 Required: ☒ Yes ☐ No

Accounting Period Ending: December 31

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under the provisions of the Internal Revenue Code section indicated above.

Unless specifically excepted, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$50 or more to each of your employees during a calendar quarter. And, unless excepted, you are also liable for tax under the Federal Unemployment Tax Act on remuneration of \$50 or more to each of your employees during a calendar quarter if, during the current or preceding calendar year, you have one or more employees at any time in each of 20 calendar weeks or pay wages of \$1,500 or more in any calendar quarter. If you have any questions about excise, employment, or other Federal taxes, please address them to this office.

If your purposes, character, or method of operation is changed, you must let us know so we can consider the effect of the change on your exempt-status. Also, you must inform us of all changes in your name or address.

The block checked at the top of this letter shows whether you must file Form 990, Return of Organization Exempt From Income Tax. If the Yes box is checked, you are only required to file Form 990 if your gross receipts each year are normally more than \$5,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, for failure to file the return on time.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Please keep this determination letter in your permanent records.

Sincerely yours,



Robert M. McKeever
District Director

As a business league contributions to you are not deductible by donors as "charitable contributions" defined in section 170(c) of the Internal Revenue Code. You should advise your contributors to that effect.

cc: Richard C. Stoddard

STATE OF COLORADO

1976 ANNUAL REPORT - COLORADO CORPORATION
(NONPROFIT)

DUPLICATE
THIS IS YOUR COPY

JAMES P. COLLINS
AGENT FOR-
SPECIAL DISTRICT ASSOCIATION OF
COLORADO
1740 WILLIAMS ST.

DENVER, CO

80218

1976 FEE
0000000000 \$5
1975 DUE
DN
0291680

Error.
This Corporation was formed on 9-4-75. Not in existence when 1975 Annual Reports were due.

INDICATE CORRECT MAILING ADDRESS HERE →

THIS REPORT WILL BE RETURNED FOR INCOMPLETE OR INCORRECT PARAGRAPHS.

Please read carefully Instructions on Page 2.

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned corporation hereby submits the following Annual Report:

FIRST: The NAME of the registered agent in COLORADO is James P. Collins
Please Name an Individual

SECOND: The ADDRESS of the registered office in Colorado is 1740 Williams Street, Denver, Colorado 80218
(P. O. Box not acceptable)

THIRD: The character of the affairs which it is actually conducting in the State of Colorado, briefly stated is update and educate members regarding current governmental functions

FOURTH: The names and respective addresses of its CURRENT directors and officers are:

OFFICERS

ATTACHMENTS ARE NOT ACCEPTABLE

STREET ADDRESS - CITY - STATE

President John V. Amato, 777 Washington Street, #202, Denver, Colorado 80202

Vice-President Don Marvin, 6135 W. Jefferson Place, Denver, Colorado 80226

Secretary James P. Collins, 1740 Williams Street, Denver, Colorado 80218

Treasurer James P. Collins, 1740 Williams Street, Denver, Colorado 80218

Executive Vice

President: James P. Collins, 1740 Williams Street, Denver, Colorado 80218

DIRECTORS

ATTACHMENTS ARE NOT ACCEPTABLE

STREET ADDRESS - CITY - STATE

John Amato, 777 Washington Street, #202, Denver, Colorado 80202
(Law requires minimum of 1)

Don Marvin, 6135 W. Jefferson Place, Denver, Colorado 80226

James P. Collins, 1740 Williams Street, Denver, Colorado 80218

James P. Collins, 1740 Williams Street, Denver, Colorado 80218

James P. Collins, Colorado 80521

James P. Collins, Pueblo West, Colorado 81007

FIFTH: FEDERAL

SIXTH: This report is made under

Dated 3-16, 19 76

NUMBER 84-0699064

cribed in (CRS 1973-7-28101)

(Signature of Executive Officer)

(Title)

James P. Collins
JAMES P. COLLINS, Secretary/Treasurer
and Executive Vice President

*500 Filing fee attached
- Mailed 3/4/76 3-16-76
Check # 105*

ANNUAL REPORT, PROPERLY EXECUTED, MUST BE FILED WITH THE SECRETARY OF STATE BETWEEN JANUARY 1ST AND MAY 1ST.

The ORIGINAL copy (Salmon) together with your remittance must be returned for permanent filing.
The DUPLICATE copy (Gray) is YOUR copy.

INSTRUCTIONS

(Colorado Revised Statutes 1973 – Title 7 – Article 28)

1. This report must be filed between January 1 and May 1 of each year by every nonprofit corporation incorporated in Colorado. The Secretary of State is required by law to RETURN every report which does not conform to the Colorado Statutes – i.e. if the Report contains an INCOMPLETE OR INCORRECT PARAGRAPH.

2. Every nonprofit corporation in Colorado is required to designate a registered office in Colorado and a registered agent at such office.

3. All information shall be CURRENT.

4. This report must be accompanied by payment of a filing fee of \$5.00 payable to the Secretary of State of Colorado.

5. The LAW makes NO PROVISION for an EXTENSION OF TIME for filing Annual Report.

6. Annual Report becomes DELINQUENT May 2nd. A PENALTY of \$10.00 will be assessed after May 1st. (CRS 1973-7-28-105)

7. The Annual Report must be executed by ONE of the following: President, Vice-President, Secretary; Treasurer or Assistant Secretary OR by an officer designated by such additional title as may be provided in articles of incorporation or the by-laws.

8. Annual Report MUST be in the office of the Secretary of State ON May 1st OR be Post-Marked PRIOR to May 1st. (CRS 1973-7-28-102).

9. No Receipt will be furnished. Your cancelled check is evidence of your payment.

10. Make your check or Money Order payable to Secretary of State – address:
1576 Sherman St., Denver, CO 80203.

DATE STAMP

BYLAWS
OF
SPECIAL DISTRICT ASSOCIATION OF COLORADO

ARTICLE I

Name and Location

AMENDED The name of the Corporation is SPECIAL DISTRICT ASSOCIATION OF
See attach-COLORADO, hereinafter referred to as the "Association".
ment and The principal office of the Association shall be located at
9/14/79 1740 Williams St., Denver, Colorado, but meetings of members
minutes. and directors may be held at such places within the State of
Colorado as may be designated by the Board of Directors.

ARTICLE II

Membership and Voting

- AMENDED 1. Eligibility. The membership of the Association shall
See attach-consist of Special Districts (also identified as Districts)
ment and organized under the laws of the State of Colorado, and
9/14/79 complying with the requirements for said Districts as set
minutes. forth in Title 32, Title 37 Article 90, Title 24 Article 90,
Title 22 Article 70, and Title 22 Article 30 of Colorado
Revised Statutes, 1973 now in effect or as later amended.
2. Application. Application for membership shall be submitted
to the Board of Directors of the Association in writing with
a pro-rata payment of dues for the balance of the current calendar
year in which application for membership is made. Upon majority
approval of the Board of Directors, said applicant shall become
a member of the Special District Association of Colorado.
- AMENDED 3. Voting. Each member of the Association shall be entitled
See attach-to one vote at any annual or special meeting of the Association,
ment and but may be represented at such meetings by any number of delegates.
9/14/79 No proxies shall be allowed. Cumulative voting in the election
minutes. of members of the Board of Directors shall not be permitted.
4. Termination of Membership. Any member of the Association
may be dropped from membership whenever it has failed, after
ninety days' notice, to pay its dues. Any member may be dropped,
in the discretion of the Board of Directors upon the appointment
of a Receiver for fraud or defalcation. Any member dropped for
non-payment of dues may be re-instated on approval of the Board
of Directors and payment of dues for the year in which the re-
instatement is approved, plus the payment of arrears; provided,
however, arrears so assessed shall not exceed fifty percent (50%)
of the dues assessment for the year in which re-instatement is
approved.
5. Any member may resign by submitting a written resignation
to the Board of Directors, c/o the Association at its principal
office, and thereupon such resignation shall become effective
forthwith without need of any acceptance, unless otherwise
specified therein. Any member who does resign shall, however,
remain liable for any dues it owes but has not paid as of the
date of resignation.

ARTICLE III

Dues

AMENDED 1. Regular Dues. Each member shall pay as annual dues, an
See attach- amount computed as follows:
ment and
9/14/79
minutes.

- A. Each District will pay a basic fee of \$100.00.
- B. Each District will pay a fee of \$25.00 for each incremental population estimate of 1,000 residents within the District.
- C. The Regular Dues for any one calendar year shall not exceed \$600.00 for any District.

All dues shall be computed on the population estimate of each member as of December 31, of the previous year. Dues shall be payable to Special District Association of Colorado, in full on or before February 15 of each year. The Board of Directors shall have the power to reduce the dues on a pro-rata basis for any current calendar year.

2. Special or Emergency Assessments. Special or Emergency assessments may be levied by the Board of Directors only when approved by a two-thirds vote of all Association members present at any regular meeting, or any special meeting at which a quorum is present, the meeting having been called for the purpose of determining the need for special or emergency assessments.

ARTICLE IV

Meeting of Members

1. Annual Meeting. The Board of Directors shall select a time and place for the annual meeting of the Association, at least once each year. Thirty days notice of such meeting shall be mailed to each member by the Association Secretary.

2. Special Meetings. Special Meetings may be called at any time by the President, or by the Board of Directors, or upon written request signed by ten or more members of the Association. Notice of such Special Meeting shall be mailed to each member by the Secretary at least five (5) days prior to such meeting, and the object for which such meeting has been called shall be stated in the notice.

3. Quorum. The presence at the meeting of Members entitled to cast at least thirty percent (30%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting without notice other than announcement at the meeting to a time not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called, at which time the quorum requirement shall be the Members entitled to vote at least thirty percent (30%) of the total votes.

4. Attendance at Meetings. Attendance at special or regular meetings of the Association shall be limited to bona fide members thereof, and/or their designated representatives, spouses and invited guests. Attendance at regular meetings may, at the option of the Board of Directors or the President, be limited to bona fide members or their designated representatives.

5. Order of Business. At all meetings of the Members the following order of business shall be observed insofar as it is consistent with the purposes and objectives of the meeting:

- (1) Calling the roll to determine the membership represented at the meeting;
- (2) Reading of notice and proof of call or meeting;
- (3) Reports of Officer;
- (4) Reports of Committees;
- (5) Unfinished business;
- (6) New business;
- (7) Election of Directors;
- (8) Miscellaneous business.

Meetings of the members shall be conducted by the Officers in order of their priority.

ARTICLE V

Board of Directors

1. Powers. There shall be a Board of Directors which shall be vested with all powers necessary for the management of the Association.

2. Number. The Board of Directors shall be composed of seven (7) members, no more than two (2) of whom can be from any one type of Special District, or District which provides a combination of services, as hereinafter designated.

3. Election. At each annual meeting, the members shall elect the Directors to serve as directors for a term of one (1) year. No member shall serve for more than three (3) consecutive terms. Should a vacancy occur on the Board of Directors by reason of the resignation, death, refusal to act, or for any other cause, by any such member, then that vacancy shall be filled by the appointment of a new member by the Board of Directors. The new member shall be from the same type of district from which such vacancy occurs.

4. Active Members. Each of the members of the Board of Directors shall be a qualified director of a District operating within the State of Colorado, which District is a member of this Association in good standing. Each member of the Board of Directors must have sufficient time remaining on his term as a director of a member District to allow him to remain a qualified director of said District during his term as a member of the Board of Directors of this Association.

5. Types of Districts. The Districts hereinbefore mentioned shall be designated as:

- (1) Recreation and Parks Districts
- (2) Water Districts
- (3) Sanitation Districts
- (4) Fire Protection Districts

AMENDED
See attachment and
9/14/79
minutes.

AMENDED
See attachment and
9/14/79
minutes.

- (5) Street Improvement Districts
- (6) Cemetary Districts
- (7) Drainage and Flood Control Districts
- (8) Ground Water Management Districts
- (9) Hospital Districts
- (10) Library Districts
- (11) Jr. College Districts
- (12) Mosquito and Pest Control Districts
- (13) School Districts
- (14) Metropolitan Sewage Disposal District

ARTICLE VI

Meetings of Directors

1. Annual and Regular Meetings. There shall be a regular annual meeting of the Board immediately following the annual meeting of the Members of the Association, and the Board may establish regular meetings to be held at such other places and times as may be determined from time to time. After the establishment of the time and place for such regular meetings, no further notice thereof need be given.
2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any four (4) Directors, after not less than five (5) days' notice to each Director given by the Secretary.
3. Notice; Waiver. Notice may be given by the Secretary orally either in person or by telephone, or in writing served on or mailed or telegraphed to each Director. Written waiver of notice signed by a Director of his attendance at a meeting of the Board shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to either the failure to receive such notice or defects contained therein.
4. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, except as otherwise specifically required by the Articles of Incorporation or these Bylaws. If a quorum is not present, the majority of Directors present may adjourn the meeting from time to time without further notice other than announcement of the meeting.

ARTICLE VII

Officers

1. Designation. The officers of the Association shall consist of a President, Executive Vice President, Vice President and

Secretary-Treasurer. The Executive Vice President shall also serve as Secretary-Treasurer. Any person may hold two or more positions simultaneously except the positions of President and Secretary.

2. President. The President shall be elected annually by the Board of Directors, from the newly elected membership of the Board of Directors, to hold office for one (1) year. The President shall preside at all meetings of the Association and the Board of Directors and shall assume general guidance of the affairs of the Association. The President shall appoint the original members and subsequent changes, substitutions and additions of all standing and special committees and shall designate the respective chairman.

3. Vice-President. The Vice President shall be elected annually by the Board of Directors, from the membership of the Board of Directors, to hold office for one (1) year. He shall perform the duties of the President in his absence or any other duties assigned to him by the President.

4. Executive Vice President and Secretary-Treasurer. The Executive Vice President and Secretary-Treasurer shall be elected by the Board of Directors. He shall serve at the pleasure of the Board of Directors. He shall manage the business and affairs of the Association under the immediate supervision and direction of the Board of Directors.

5. Removal. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

ARTICLE VIII

Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association where copies may be purchased at reasonable cost.

ARTICLE IX

Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: "Special District Association of Colorado."

ARTICLE X

Amendments

1. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of two-thirds (2/3) of a quorum of Members present. All proposed amendments shall be submitted in writing to the members at least thirty (30) days prior to the regular or special Members meeting at which such Amendments are to be considered.

2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

ARTICLE XI

Miscellaneous

1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December except that the first fiscal year shall begin on the date of incorporation.

2. Execution of Checks. All checks executed on behalf of the Corporation shall be signed by the Secretary-Treasurer and one other officer. The Board of Directors shall designate a bank for the Association funds, and shall assure the execution of proper bank authorization.

3. Indemnity. Each Director, Officer, or employee of the Association shall be indemnified by the Association against expenses reasonably incurred by him in connection with any action, suit, or proceeding to which he may be made a party by reason of his being, or having been a Director, officer or employee of the Association, except in relation to matters as to which he shall be finally adjudged in such action, suit, proceeding to have been derelict in the performance of his duties as a Director, Officer or employee.

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned, the duly elected and acting secretary of Special Districts Association of Colorado, a Colorado non-profit corporation, do hereby certify:

That the within and foregoing Bylaws were adopted as the Bylaws of said Corporation on the 17th day of October, 1975, and that the same do now constitute the Bylaws of said Corporation.

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of said Corporation this 17th day of October, 1975.

Thomas T. Smith

BYLAWS
OF
SPECIAL DISTRICT ASSOCIATION OF COLORADO

ARTICLE I

Name and Location

The name of the Corporation is SPECIAL DISTRICT ASSOCIATION OF COLORADO, hereinafter referred to as the "Association". The principal office of the Association shall be located at 1740 Williams St., Denver, Colorado, but meetings of members and directors may be held at such places within the State of Colorado as may be designated by the Board of Directors.

ARTICLE II

Membership and Voting

1. Eligibility. The membership of the Association shall consist of Special Districts (also identified as Districts) organized under the laws of the State of Colorado, and complying with the requirements for said Districts as set forth in Title 32, Title 37 Article 90, Title 24 Article 90, Title 22 Article 70, and Title 22 Article 30 of Colorado Revised Statutes, 1973 now in effect or as later amended.
2. Application. Application for membership shall be submitted to the Board of Directors of the Association in writing with a pro-rata payment of dues for the balance of the current calendar year in which application for membership is made. Upon majority approval of the Board of Directors, said applicant shall become a member of the Special District Association of Colorado.
3. Voting. Each member of the Association shall be entitled to one vote at any annual or special meeting of the Association, but may be represented at such meetings by any number of delegates. No proxies shall be allowed. Cumulative voting in the election of members of the Board of Directors shall not be permitted.
4. Termination of Membership. Any member of the Association may be dropped from membership whenever it has failed, after ninety days' notice, to pay its dues. Any member may be dropped, in the discretion of the Board of Directors upon the appointment of a Receiver for fraud or defalcation. Any member dropped for non-payment of dues may be re-instated on approval of the Board of Directors and payment of dues for the year in which the re-instatement is approved, plus the payment of arrears; provided, however, arrears so assessed shall not exceed fifty percent (50%) of the dues assessment for the year in which re-instatement is approved.
5. Any member may resign by submitting a written resignation to the Board of Directors, c/o the Association at its principal office, and thereupon such resignation shall become effective forthwith without need of any acceptance, unless otherwise specified therein. Any member who does resign shall, however, remain liable for any dues it owes but has not paid as of the date of resignation.

COPY

ARTICLE III

Dues

1. Regular Dues. Each member shall pay as annual dues, an amount computed as follows:

- A. Each District will pay a basic fee of \$100.00.
- B. Each District will pay a fee of \$25.00 for each incremental population estimate of 1,000 residents within the District.
- C. The Regular Dues for any one calendar year shall not exceed \$600.00 for any District.

All dues shall be computed on the population estimate of each member as of December 31, of the previous year. Dues shall be payable to Special District Association of Colorado, in full on or before February 15 of each year. The Board of Directors shall have the power to reduce the dues on a pro-rata basis for any current calendar year.

2. Special or Emergency Assessments. Special or Emergency assessments may be levied by the Board of Directors only when approved by a two-thirds vote of all Association members present at any regular meeting, or any special meeting at which a quorum is present, the meeting having been called for the purpose of determining the need for special or emergency assessments.

ARTICLE IV

Meeting of Members

1. Annual Meeting. The Board of Directors shall select a time and place for the annual meeting of the Association, at least once each year. Thirty days notice of such meeting shall be mailed to each member by the Association Secretary.

2. Special Meetings. Special Meetings may be called at any time by the President, or by the Board of Directors, or upon written request signed by ten or more members of the Association. Notice of such Special Meeting shall be mailed to each member by the Secretary at least five (5) days prior to such meeting, and the object for which such meeting has been called shall be stated in the notice.

3. Quorum. The presence at the meeting of Members entitled to cast at least thirty percent (30%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting without notice other than announcement at the meeting to a time not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called, at which time the quorum requirement shall be the Members entitled to vote at least thirty percent (30%) of the total votes.

4. Attendance at Meetings. Attendance at special or regular meetings of the Association shall be limited to bona fide members thereof, and/or their designated representatives, spouses and invited guests. Attendance at regular meetings may, at the option of the Board of Directors or the President, be limited to bona fide members or their designated representatives.

5. Order of Business. At all meetings of the Members the following order of business shall be observed insofar as it is consistent with the purposes and objectives of the meeting:

- (1) Calling the roll to determine the membership represented at the meeting;
- (2) Reading of notice and proof of call or meeting;
- (3) Reports of Officer;
- (4) Reports of Committees;
- (5) Unfinished business;
- (6) New business;
- (7) Election of Directors;
- (8) Miscellaneous business.

Meetings of the members shall be conducted by the Officers in order of their priority.

ARTICLE V

Board of Directors

1. Powers. There shall be a Board of Directors which shall be vested with all powers necessary for the management of the Association.

2. Number. The Board of Directors shall be composed of seven (7) members, no more than two (2) of whom can be from any one type of Special District, or District which provides a combination of services, as hereinafter designated.

3. Election. At each annual meeting, the members shall elect the Directors to serve as directors for a term of one (1) year. No member shall serve for more than three (3) consecutive terms. Should a vacancy occur on the Board of Directors by reason of the resignation, death, refusal to act, or for any other cause, by any such member, then that vacancy shall be filled by the appointment of a new member by the Board of Directors. The new member shall be from the same type of district from which such vacancy occurs.

4. Active Members. Each of the members of the Board of Directors shall be a qualified director of a District operating within the State of Colorado, which District is a member of this Association in good standing. Each member of the Board of Directors must have sufficient time remaining on his term as a director of a member District to allow him to remain a qualified director of said District during his term as a member of the Board of Directors of this Association.

5. Types of Districts. The Districts hereinbefore mentioned shall be designated as:

- (1) Recreation and Parks Districts
- (2) Water Districts
- (3) Sanitation Districts
- (4) Fire Protection Districts

- (5) Street Improvement Districts
- (6) Cemetary Districts
- (7) Drainage and Flood Control Districts
- (8) Ground Water Management Districts
- (9) Hospital Districts
- (10) Library Districts
- (11) Jr. College Districts
- (12) Mosquito and Pest Control Districts
- (13) School Districts
- (14) Metropolitan Sewage Disposal District

ARTICLE VI

Meetings of Directors

1. Annual and Regular Meetings. There shall be a regular annual meeting of the Board immediately following the annual meeting of the Members of the Association, and the Board may establish regular meetings to be held at such other places and times as may be determined from time to time. After the establishment of the time and place for such regular meetings, no further notice thereof need be given.

2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any four (4) Directors, after not less than five (5) days' notice to each Director given by the Secretary.

3. Notice; Waiver. Notice may be given by the Secretary orally either in person or by telephone, or in writing served on or mailed or telegraphed to each Director. Written waiver of notice signed by a Director of his attendance at a meeting of the Board shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to either the failure to receive such notice or defects contained therein.

4. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, except as otherwise specifically required by the Articles of Incorporation or these Bylaws. If a quorum is not present, the majority of Directors present may adjourn the meeting from time to time without further notice other than announcement of the meeting.

ARTICLE VII

Officers

1. Designation. The officers of the Association shall consist of a President, Executive Vice President, Vice President and

Secretary-Treasurer. The Executive Vice President shall also serve as Secretary-Treasurer. Any person may hold two or more positions simultaneously except the positions of President and Secretary.

2. President. The President shall be elected annually by the Board of Directors, from the newly elected membership of the Board of Directors, to hold office for one (1) year. The President shall preside at all meetings of the Association and the Board of Directors and shall assume general guidance of the affairs of the Association. The President shall appoint the original members and subsequent changes, substitutions and additions of all standing and special committees and shall designate the respective chairman.

3. Vice-President. The Vice President shall be elected annually by the Board of Directors, from the membership of the Board of Directors, to hold office for one (1) year. He shall perform the duties of the President in his absence or any other duties assigned to him by the President.

4. Executive Vice President and Secretary-Treasurer. The Executive Vice President and Secretary-Treasurer shall be elected by the Board of Directors. He shall serve at the pleasure of the Board of Directors. He shall manage the business and affairs of the Association under the immediate supervision and direction of the Board of Directors.

5. Removal. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

ARTICLE VIII

Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association where copies may be purchased at reasonable cost.

ARTICLE IX

Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: "Special District Association of Colorado."

ARTICLE X

Amendments

1. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of two-thirds (2/3) of a quorum of Members present. All proposed amendments shall be submitted in writing to the members at least thirty (30) days prior to the regular or special Members meeting at which such Amendments are to be considered.

2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

ARTICLE XI

Miscellaneous

1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December except that the first fiscal year shall begin on the date of incorporation.
2. Execution of Checks. All checks executed on behalf of the Corporation shall be signed by the Secretary-Treasurer and one other officer. The Board of Directors shall designate a bank for the Association funds, and shall assure the execution of proper bank authorization.
3. Indemnity. Each Director, Officer, or employee of the Association shall be indemnified by the Association against expenses reasonably incurred by him in connection with any action, suit, or proceeding to which he may be made a party by reason of his being, or having been a Director, officer or employee of the Association, except in relation to matters as to which he shall be finally adjudged in such action, suit, proceeding to have been derelict in the performance of his duties as a Director, Officer or employee.

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned, the duly elected and acting secretary of Special Districts Association of Colorado, a Colorado non-profit corporation, do hereby certify:

That the within and foregoing Bylaws were adopted as the Bylaws of said Corporation on the 17th day of October, 1975, and that the same do now constitute the Bylaws of said Corporation.

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of said Corporation this 17th day of October, 1975.

Thomas T. Sinton

*Moved NW Lakewood
2nd Loren De la Cruz
Meyers*

SPECIAL DISTRICT ASSOCIATION OF COLORADO

445 Union Boulevard, Suite 123

(6th and Simms)

Denver, Colorado 80228 303/986-1551

"Dedicated to Effective Public Services"

PROPOSED BY-LAW CHANGES

FOR CONSIDERATION AT THE ANNUAL

BUSINESS MEETING, SEPTEMBER 14, 1979

ARTICLE I

Name and Location

The name of the Corporation is SPECIAL DISTRICT ASSOCIATION OF COLORADO, hereinafter referred to as the "Association". The principal office of the Association shall be located at ~~4740-Williams-St.~~ 445 UNION BLVD., SUITE 123, Denver, Colorado, but meetings of members and directors may be held at such places within the State of Colorado as may be designated by the Board of Directors.

Explanation: Correction of Address.

ARTICLE II

Membership and Voting

1. Eligibility. The membership of the Association shall consist of Special Districts (also indentified as Districts) organized under the laws of the State of Colorado, and complying with the requirements for said Districts as set forth in Title 32, Title 37, ARTICLES 1-8, ARTICLES 20-33, ARTICLES 40-44, ARTICLE 45, ARTICLES 46-48, Article 90, Title 24 Article 90, and Title 22 Article 70 ~~and Title 22 Article 30~~ of Colorado Revised Statutes, 1973 now in effect or as later amended.

3. Voting. Each member of the Association shall be entitled to one vote at any annual or special meeting of the Association, but may be represented at such meetings by any number of delegates. No Proxies shall be allowed. Cumulative voting in the election of members of the Board of Directors shall not be permitted.

Explanation: Deletes School Districts, and adds Water Conservation Districts, Water Conservancy Districts, Flood Control Districts, Drainage Districts, and Irrigation Districts, and allows for proxies.

ARTICLE III

Dues

1. Regular Dues. Each member shall pay as annual dues, an amount computed as follows:

- A. Each District will pay a basic fee of ~~\$100.00~~ \$150.00.
- B. Each District will pay a fee of \$25.00 for each incremental population estimate of 1,000 residents within the District.
- C. The Regular Dues for any one calendar year shall not exceed ~~\$600.00~~ \$700.00 for any District.

All dues shall be computed on the population estimate of each member as of December 31, of the previous year. Dues shall be payable to Special District Association of Colorado, in full on or before February 15 of each year. The Board of Directors shall have the power to reduce the dues on a pro-rata basis for any current calendar year.

Explanation: Dues Increase

ARTICLE V

Board of Directors

3. Election. At each annual meeting, the members shall elect the Directors to serve as directors for a term of one (1) year. No member shall serve for more than three (3) consecutive terms. Should a vacancy occur on the Board of Directors by reason of the resignation, death, refusal to act, or for any other cause, by any such member, then that vacancy shall be filled by the appointment of a new member by the Board of Directors. The new member shall, WHEN POSSIBLE, be from the same type of district from which such vacancy occurs AND SHALL BE SELECTED, WHEN POSSIBLE, FROM THE DULY PETITIONED, UNSUCCESSFUL CANDIDATES AT THE IMMEDIATE PAST BOARD ELECTION.

Explanation: This change was requested by the Board at its May 18th meeting.

5. Types of Districts. The Districts hereinbefore mentioned shall be designated as:

- (1) Recreation and Parks Districts
- (2) Water Districts
- (3) Sanitation Districts

- (4) Fire Protection Districts
- (5) ~~Street-Improvement-Districts~~
- (6) ~~Cemetery-Districts~~
- (7) URBAN Drainage & Flood Control Districts
- (8) Ground Water Management Districts
- (9) Hospital Districts
- (10) Library Districts
- (11) Jr. College Districts
- (12) ~~Mesquite-&-Pest-Control-Districts~~
- (13) ~~School-Districts~~
- (14) METROPOLITAN DISTRICTS
- (15) METROPOLITAN SEWAGE DISPOSAL DISTRICTS
- (16) REGIONAL SERVICE AUTHORITIES
- (17) ~~REGIONAL TRANSPORTATION DISTRICTS~~
- (18) WATER CONSERVANCY DISTRICTS
- (19) WATER CONSERVATION DISTRICTS
- (20) FLOOD CONTROL DISTRICTS
- (21) DRAINAGE DISTRICTS
- (22) IRRIGATION DISTRICTS

*Moved By Remcraft
2nd Lakehurst
Majority*

Explanation : Conforms to Article II and deletes those types of districts that are inappropriate in this section.

NOTE: Capital letters indicate new material added and dashes through words indicate deletions from current by-laws.

RECORD OF PROCEEDINGS

100 LEAVES

MINUTES OF ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS
OF
SPECIAL DISTRICT ASSOCIATION OF COLORADO

The Organizational Meeting of the Special District Association of Colorado was held at 2419 South Chase Lane, Lakewood, Colorado, on the 17th day of October, 1975, at 6:00 p.m., pursuant to consent and waiver of notice evidenced by the signatures of the Directors as subscribed to these minutes. The following Directors named in the Articles of Incorporation were present and acting at the meeting:

John V. Amato
Frederick D. Green
Don E. Marvin

Also present by invitation were James P. Collins, Don Bland, Dan Shaffer and Thomas T. Grimshaw, attorney for the Association.

Frederick D. Green was unanimously chosen Chairman of the meeting, and he presided during its deliberations. Thomas T. Grimshaw was appointed Secretary of the Meeting.

The attorney for the Association, Thomas T. Grimshaw, presented the Association's Certificate of Incorporation and attached copy of the Articles of Incorporation and stated that such Articles had been filed in the office of the Secretary of State for the State of Colorado on September 4, 1975. It was ordered that the Certificate of Incorporation and attached Articles of Incorporation be placed in the Minute Book of the Association.

The Chairman then stated that the duties of the incorporators of the Association were at an end, inasmuch as the Directors of the Association were now formally in meeting to conduct the business and affairs of the Association. The Chairman indicated that the incorporators should, therefore, be formally discharged of their duties as incorporators. After motion duly made and seconded, the following resolution was unanimously adopted:

"RESOLVED, that the acts of the incorporators, and the incorporating and organizing of this Association be, and the same hereby are, ratified, confirmed and approved; and that

said incorporators be, and they shall hereafter always be, indemnified and held harmless by the Association from any liability arising out of the incorporation or formation of the Association; and said incorporators are hereby discharged."

The Chairman next led the meeting in a discussion of proposed Bylaws for the Corporation, a copy of which proposed Bylaws had been submitted to each Director prior to this meeting. Upon motion duly made and seconded, the following resolution was unanimously adopted:

"RESOLVED, that the Bylaws, in the form presented to the meeting be, and the same hereby are, approved and adopted as the Bylaws of this Association, subject to insertion in said Bylaws of a provision establishing that Six Hundred Dollars (\$600.00) shall be the maximum annual dues each Member shall be required to pay as Regular Dues."

"FURTHER RESOLVED, that the Secretary be, and hereby is, instructed to include such Bylaws in and to make them a part of the minutes of this meeting for future reference."

There was next discussion regarding a corporate seal for the Corporation. After discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

"RESOLVED, that a seal shall be purchased for use by the Association bearing the words and figures 'SPECIAL DISTRICT ASSOCIATION OF COLORADO', between two concentric circles, and the word 'SEAL' within the inner circle, such seal hereby approved and adopted as the corporate seal of this Association."

The Chairman next brought the meeting's attention to Article V, Section 1, of the Bylaws of the Association adopted at this meeting. He indicated that, inasmuch as the Bylaws called for seven (7) members to constitute the Board of Directors, and in view of the fact that only three (3) members comprised the Board at this time, the meeting was now open for nominations of additional individuals to serve on the Board of Directors of the Association. After

complete discussion, and upon motion duly made and seconded, the following resolution was unanimously adopted:

"RESOLVED, that Don Bland and Dan Shaffer be, and they hereby are, elected and appointed as Directors of this Association to serve until such time as their successors are properly elected and qualified."

"FURTHER RESOLVED, that the Board of Directors hereby elects to leave two vacancies on the Board of Directors of the Association at this time, until such time as proper, qualified individuals are elected by this Board to serve as Directors of the Association."

As the next order of business, the following persons were nominated to be Officers of the Association, to serve until their respective successors are chosen and qualified:

President	John V. Amato
Executive Vice President	James P. Collins
Vice President	Don Marvin
Secretary/Treasurer	James P. Collins

Ballots being duly cast by all Directors present, the Chairman announced that the aforesaid persons had been unanimously elected to the offices set forth before their respective names, to assume the duties and responsibilities affixed by the Bylaws of the Corporation.

As the next order of business, the Chairman presented the following resolution which was, upon motion duly made, and seconded, unanimously adopted:

"RESOLVED, that the Secretary of the Corporation be instructed to procure a well bound book in which to preserve the minutes of the meetings of Shareholders, Executive Committees, if any, and Directors of the Corporation, in which shall be kept the Certificate of Incorporation issued by the Secretary of State of Colorado, attached to which is the duplicate original of the Articles of Incorporation, and the

original copy of the Bylaws of the Association. The Secretary shall also be instructed to procure the corporate seal for the Corporation, circular in form, with the name of the Corporation and the word 'Colorado' contained thereon; and, in addition, such stock transfer books, ledgers, books of account and other supplies as may be required."

As the next order of business, and upon motion duly made and seconded, the following resolution was unanimously carried:

"RESOLVED, that the First National Bank of Glenwood Springs, Glenwood Springs, Colorado, be designated a depository of the funds of this Corporation; and a bank resolution in the form printed by that Bank (a copy of which is attached hereto) be adopted in the form and content as indicated in said copy, which resolution shall state that the Executive Vice President, as well as any Director of the Association, shall be designated as a signatory on the account of the Association at the First National Bank of Glenwood Springs."

"FURTHER RESOLVED, that the Officers be authorized to pay from the general funds of the Corporation all expenses properly incurred in the organization of the Corporation, at such time when a fully itemized list of such expenses is available for review by this Board of Directors for their approval and ratification."

There was next discussion as to establishing legal counsel for the Corporation on a continuing basis. After full discussion, the following resolution was unanimously adopted, after the same had been made and seconded:

"RESOLVED, that the law firm of Calkins, Kramer, Grimshaw and Harring, 621 17th Street, Denver, Colorado, 80202, shall be retained as legal counsel for this Association, until such time as other legal counsel is adopted by this Board of Directors."

There was next discussion relating to the establishment of a Managing Agent to be responsible for various affairs of the Association. After discussion, and upon motion duly made and seconded, the following resolution was unanimously adopted:

"RESOLVED, that James P. Collins be, and he hereby is, designated and appointed by this Board of Directors as Managing Agent for the Association, to serve in such capacity until such time as a successor Managing Agent is approved by this Board of Directors."

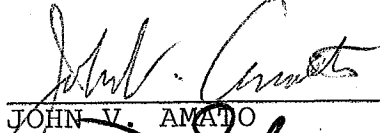
There was next a general discussion of recent events pertaining to the activities of the Association, which included noting the expressions of interest received regarding the formation of the Association and plans for specific steps to be taken and functions to be performed by the Association in the near future. After some discussion, it was determined that James P. Collins would be in charge of setting a meeting date about the first week in December, 1975, so that all Directors could discuss the functions and plans of the Association in greater detail.

The Chairman called for additional business to come before the meeting. There being none, the meeting was, upon motion duly made and seconded, declared adjourned.



THOMAS T. GRIMSHAW, Secretary of the Meeting

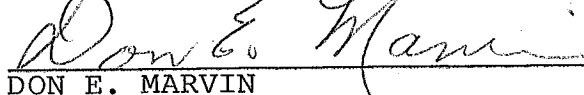
MINUTES APPROVED, FORMAL CALL AND NOTICE OF MEETING WAIVED;
AND ACTION TAKEN THEREAT CONSENTED TO:



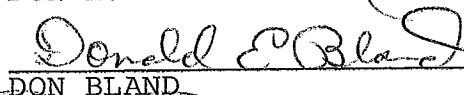
JOHN V. AMATO



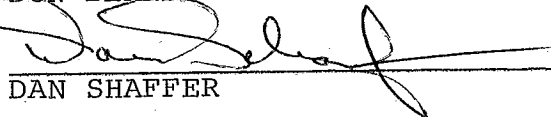
FREDERICK D. GREEN



DON E. MARVIN



DON BLAND



DAN SHAFFER

DIRECTORS

FOR CLEAR COPY ON ALL PARTS TYPEWRITE OR PRINT WITH BALL POINT PEN—PRESS FIRMLY
(See Instructions on Reverse)

FORM SS-4 (3-69)

PART 1

U.S. TREASURY DEPARTMENT—INTERNAL REVENUE SERVICE
APPLICATION FOR EMPLOYER IDENTIFICATION NUMBER

1. NAME (TRUE name as distinguished from TRADE name.)

Special District Association of Colorado

2. TRADE NAME, IF ANY (Enter name under which business is operated, if different from item 1.)

none

3. ADDRESS OF PRINCIPAL PLACE OF BUSINESS (No. and Street, City, State, Zip Code)

1740 Williams Street, Denver, Colorado 80218

4. COUNTY OF BUSINESS LOCATION

Denver

5. ORGANIZATION
Check Type

☐ Individual ☐ Partnership ☐ Corporation ☐ Other (specify e.g. estate, trust, etc.)
☐ Governmental ☒ Nonprofit Organization ☐ Org. for educational & political purposes
(See Instr. 5) (See Instr. 5)

6. Ending Month of
Accounting year
December

7. REASON FOR APPLYING (If "other" specify such as "Corporate structure change," "Acquired by gift or trust," etc.)

☒ Started new business ☐ Purchased change ☐ going business ☐ Other

8. Date you acquired or started
business (Mo. day, year)

9/4/75

9. First date you paid or will
pay wages (Mo., day, year)

not applicable

10. NATURE OF BUSINESS (See Instructions) Designed to update & educate Members RE current governmental functions

11. NUMBER OF
EMPLOYEES
IF "NONE"
ENTER "0"

Non-agricultural Agricultural

0

0

12. If nature of business is MANUFACTURING, list in order of their
importance the principal products manufactured and the estimated
percentage of the total value of all products which each represents.

A

PLEASE LEAVE BLANK

%

R

DO

TA

B

%

C

%

FR

FRC

13. Do you operate more than one place of business?

☐ Yes☒ No

If "Yes," attach a list showing for each separate establishment:

a. Name and address.

b. Nature of business.

c. Number of employees.

14. To whom do you sell most of your products or services?

Business

General

Other

☐ establishments☐ public☐ (Specify)

not applicable/no sales

PLEASE

LEAVE BLANK

Geo.

Ind.

Class

Size

Reas. for Appl.

Bus. Bjr. Date

FORM SS-4 (3-69)
PART 2DO NOT DETACH ANY PART
OF THIS FORM. SEND ALL COPIES TO
INTERNAL REVENUE SERVICE

PLEASE LEAVE BLANK

1. Name (TRUE name as distinguished from TRADE name.)

Special District Association of Colorado

2. TRADE NAME, IF ANY (Enter name under which business is operated, if different from item 1.)

none

NAME
AND
COMPLETE
ADDRESS

3. ADDRESS OF PRINCIPAL PLACE OF BUSINESS (No. and Street)

1740 Williams Street

(City, State, Zip Code)

Denver, Colorado 80218

4. COUNTY OF BUSINESS LOCATION

Denver

5. ORGANIZATION
Check Type

☐ Individual ☐ Partnership ☐ Corporation ☐ Other (specify e.g. estate, trust, etc.)
☐ Governmental ☒ Nonprofit Organization ☐ Org. for educational & political purposes
(See Instr. 5) (See Instr. 5)

6. Ending Month of
Accounting year
December

7. REASON FOR APPLYING (If "other" specify such as "Corporate structure change," "Acquired by gift or trust," etc.)

☒ Started new business ☐ Purchased change ☐ going business ☐ Other

8. Date you acquired or started
business (Mo. day, year)

9/4/75

9. First date you paid or will
pay wages (Mo., day, year)

not applicable

10. NATURE OF BUSINESS (See Instructions) Designed to update & educate Members RE current governmental functions

11. NUMBER OF
EMPLOYEES
IF "NONE"
ENTER "0"

Non-agricultural Agricultural

0

0

12. Have you ever applied for an identification number for this
or any other business? ☒ No ☐ Yes

If "Yes," enter name and trade name (if any). Also
enter the approximate date, city, and state where you
first applied and previous number if known.

DATE

11/21/75

SIGNATURE

JOHN V. AMATO

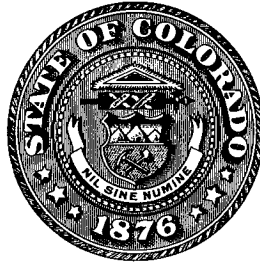
TITLE

President

Mailed to Ogden, Utah, 11-21-75

STATE OF COLORADO

DEPARTMENT OF
STATE



NONPROFIT
CERTIFICATE OF
INCORPORATION

I, MARY ESTILL BUCHANAN,

Secretary of State of the State of Colorado, hereby certify that pursuant to the provisions of the Colorado Nonprofit Corporation Act, Articles of Incorporation were delivered to this office, found to conform to law, and filed in this office,

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

-----SPECIAL DISTRICT ASSOCIATION OF COLORADO-----
(A COLORADO NONPROFIT CORPORATION)

Dated this ----Fourth---- *day of* ----September----, *A. D.* 1975

Mary Estill Buchanan

SECRETARY OF STATE

SEP 4 1975

ARTICLES OF INCORPORATION
OF

SPECIAL DISTRICT ASSOCIATION OF COLORADO

The undersigned having associated themselves for the purpose of incorporation pursuant to the provisions of the Colorado Non profit Corporation Act (7-20-101, et seq., C.R.S. 1973) do hereby set forth the Articles of Incorporation of SPECIAL DISTRICT ASSOCIATION OF COLORADO.

C-6
7-20-79

ARTICLE I

The name of the Corporation shall be:
SPECIAL DISTRICT ASSOCIATION OF COLORADO

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The purposes for which the Corporation is organized are:

1. To stimulate community understanding of Special Districts and promote the general welfare of the public through the use of Special Districts.
2. To cooperate with Special Districts in the development and improvement of Special Districts.
3. To assist in securing legislative enactments beneficial to Special Districts and to oppose all legislation deemed injurious thereto.
4. To cultivate a more general knowledge and to encourage a greater interest among the Special Districts in the administration and functioning of Special Districts.
5. To provide a means whereby the members of the Corporation can associate with each other in the furtherance of the purposes of the Corporation.
6. To have all the powers presently conferred by the provisions of the Colorado Non-profit Corporation Act, together with such additional powers as may be added by future amendments of said Act.

ARTICLE IV

There shall be ^{Two} ~~one~~ ^{ES} class of members of the Corporation, as defined in the By-Laws.

Assente

Any member may withdraw from the Corporation by giving written notice thereof to the Board of Directors.

Any new member of the Corporation may be admitted by a majority vote of the Board of Directors.

ARTICLE V

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) Directors. The number of Directors shall be as fixed in the By-Laws from time to time, subject to the provisions of these Articles.

The first Board of Directors shall be composed of three (3) Directors, who shall hold office until the first meeting of the members and Directors and until their successors are duly elected and qualified. The members of the first Board of Directors are:

John V. Amato

777 Washington Street #202
Denver, Colorado 80202

Frederick D. Green

P.O. Box 1308
Vail, Colorado 81657

Don Edward Marvin

6135 W. Jefferson Place
Denver, Colorado 80226

ARTICLE VI

The address of the initial registered office is 1740 Williams Street; Denver, Colorado 80218.

The name of the initial registered agent at such address is James P. Collins.

ARTICLE VII

Every Director or Officer (or former Director or Officer) of the Corporation and every other person described in

Section 7-22-101 (1)(n)(o), C.R.S. 1973, shall be indemnified by the Corporation as provided in said Section.

ARTICLE VIII

No Officer or Director of the Corporation shall be disqualified because of his holding of such office from contracting with the Corporation, nor shall any transaction between the Corporation and any other entity be invalidated because of any relationship with such other entity of any Officer or Director of the Corporation, provided each Director of the Corporation has prior knowledge of such contract or relationship.

ARTICLE IX

No part of the net earnings of the Corporation shall inure to the benefit of any private individual. In the event of the dissolution of the Corporation or the winding up of its affairs, the Corporation's property shall not be conveyed or distributed to any individual or organization created or operated for profit, but shall be conveyed or distributed only to an organization or organizations created or operated for non-profit purposes similar to those of the Corporation.

ARTICLE X

Pursuant to Section 7-20-104, C.R.S. 1973, this Corporation is organized for civic, social, political, educational and professional purposes.

ARTICLE XI

By-Laws of the Corporation may be adopted at any regular meeting of the Board of Directors or at any special meeting of the Board called for that purpose, so long as such By-Laws are not inconsistent with the provisions of these Articles nor with the provisions of the Colorado Nonprofit Corporation Act.

Members

ARTICLE XII

The names and addresses of each Incorporator
for the Corporation are as follows:

John V. Amato

777 Washington Street, #202
Denver, Colorado 80202

Frederick D. Green

P.O. Box 1308
Vail, Colorado 81657

Don Edward Marvin

6135 W. Jefferson Place
Denver, Colorado 80226

Executed this 3rd day of September A.D. 1975.

John V. Amato
John V. Amato

Frederick D. Green
Frederick D. Green

Don E. Marvin
Don Edward Marvin

STATE OF COLORADO)
CITY AND COUNTY OF DENVER)

I Shirley K. Smith, a Notary Public, in and for
the City and County and State aforesaid, do hereby certify
that on the 3rd day of September 1975, personally appeared
before me John V. Amato, Frederick D. Green and Don Edward Marvin
who are personally known to me to be the persons whose names
are subscribed to the foregoing Articles of Incorporation,
and who being by me first duly sworn declared that they were
the persons who signed the foregoing document as Incorporators,
that they signed the same as their free and voluntary act and
deed, and that the statements contained therein are true.

Witness my hand and official seal.

Shirley K. Smith
Notary Public

My commission expires: April 28, 1977

SEP 4 1975

ARTICLES OF INCORPORATION

OF

SPECIAL DISTRICT ASSOCIATION OF COLORADO

The undersigned having associated themselves for the purpose of incorporation pursuant to the provisions of the Colorado Non profit Corporation Act (7-20-101, et seq., C.R.S. 1973) do hereby set forth the Articles of Incorporation of SPECIAL DISTRICT ASSOCIATION OF COLORADO.

ARTICLE I

The name of the Corporation shall be:

SPECIAL DISTRICT ASSOCIATION OF COLORADO

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The purposes for which the Corporation is organized are:

1. To stimulate community understanding of Special Districts and promote the general welfare of the public through the use of Special Districts.
2. To cooperate with Special Districts in the development and improvement of Special Districts.
3. To assist in securing legislative enactments beneficial to Special Districts and to oppose all legislation deemed injurious thereto.
4. To cultivate a more general knowledge and to encourage a greater interest among the Special Districts in the administration and functioning of Special Districts.
5. To provide a means whereby the members of the Corporation can associate with each other in the furtherance of the purposes of the Corporation.
6. To have all the powers presently conferred by the provisions of the Colorado Non-profit Corporation Act, together with such additional powers as may be added by future amendments of said Act.

ARTICLE IV

There shall be one class of members of the Corporation, as defined in the By-Laws.

Any member may withdraw from the Corporation by giving written notice thereof to the Board of Directors.

Any new member of the Corporation may be admitted by a majority vote of the Board of Directors.

ARTICLE V

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) Directors. The number of Directors shall be as fixed in the By-Laws from time to time, subject to the provisions of these Articles.

The first Board of Directors shall be composed of three (3) Directors, who shall hold office until the first meeting of the members and Directors and until their successors are duly elected and qualified. The members of the first Board of Directors are:

John V. Amato	777 Washington Street #202 Denver, Colorado 80202
---------------	--

Frederick D. Green	P.O. Box 1308 Vail, Colorado 81657
--------------------	---------------------------------------

Don Edward Marvin	6135 W. Jefferson Place Denver, Colorado 80226
-------------------	---

ARTICLE VI

The address of the initial registered office is 1740 Williams Street; Denver, Colorado 80218.

The name of the initial registered agent at such address is James P. Collins.

ARTICLE VII

Every Director or Officer (or former Director or Officer) of the Corporation and every other person described in

Section 7-22-101 (1)(n)(o), C.R.S. 1973, shall be indemnified by the Corporation as provided in said Section.

ARTICLE VIII

No Officer or Director of the Corporation shall be disqualified because of his holding of such office from contracting with the Corporation, nor shall any transaction between the Corporation and any other entity be invalidated because of any relationship with such other entity of any Officer or Director of the Corporation, provided each Director of the Corporation has prior knowledge of such contract or relationship.

ARTICLE IX

No part of the net earnings of the Corporation shall inure to the benefit of any private individual. In the event of the dissolution of the Corporation or the winding up of its affairs, the Corporation's property shall not be conveyed or distributed to any individual or organization created or operated for profit, but shall be conveyed or distributed only to an organization or organizations created or operated for non-profit purposes similar to those of the Corporation.

ARTICLE X

Pursuant to Section 7-20-104, C.R.S. 1973, this Corporation is organized for civic, social, political, educational and professional purposes.

ARTICLE XI

By-Laws of the Corporation may be adopted at any regular meeting of the Board of Directors or at any special meeting of the Board called for that purpose, so long as such By-Laws are not inconsistent with the provisions of these Articles nor with the provisions of the Colorado Nonprofit Corporation Act.

ARTICLE XII

The names and addresses of each Incorporator
for the Corporation are as follows:

John V. Amato	777 Washington Street, #202 Denver, Colorado 80202
Frederick D. Green	P.O. Box 1308 Vail, Colorado 81657
Don Edward Marvin	6135 W. Jefferson Place Denver, Colorado 80226

Executed this 3rd day of September A.D. 1975.

John V. Amato
John V. Amato

Frederick D. Green
Frederick D. Green

Don Edward Marvin
Don Edward Marvin

STATE OF COLORADO)
CITY AND COUNTY OF DENVER)

I Shirley K. Smith, a Notary Public, in and for
the City and County and State aforesaid, do hereby certify
that on the 3rd day of September 1975, personally appeared
before me John V. Amato, Frederick D. Green and Don Edward Marvin
who are personally known to me to be the persons whose names
are subscribed to the foregoing Articles of Incorporation,
and who being by me first duly sworn declared that they were
the persons who signed the foregoing document as Incorporators,
that they signed the same as their free and voluntary act and
deed, and that the statements contained therein are true.

Witness my hand and official seal.

Shirley K. Smith
Notary Public

My commission expires: April 28, 1977

Since 1872

2040 STREET, DENVER, COLORADO 80205
(303) 825-8271

52844

SHIP TO

Calkins-Kramer
1410 1st Nat'l Bank Bldg.
Denver, Colo. 80202

SOLD TO

(IF NOT SAME AS "SHIP TO")

INVOICE DATE	CALL	DEL.	MAIL	UPS	C.O.D.	DATE PROMISED	PURCHASE ORDER	TERMS
9/3/75		XX						NET 30
QTY.	DESCRIPTION	PRICE	AMOUNT					
1	Minute Book <i>Charge Special District Association of Colorado - #4597.001</i> <i>JJT 9-4-75</i>		6.50					
SUB TOTAL		SHIPPING CHARGES	C.O.D. CHRGS.	CITY TAX	STATE TAX	PLEASE PAY THIS AMOUNT		
6.50				19	23	6.92		

RUBBER STAMPS CORPORATION, NOTARY SEALS AND SUPPLIES
MARKING SUPPLIES ENGRAVED NAME PLATES LAMINATIONS

THANK YOU FOR THIS ORDER

PLEASE PAY ON THIS INVOICE - NO STATEMENT WILL BE SENT

RECEIPT

80251

OFFICE OF SECRETARY OF STATE OF THE STATE OF COLORADO
1576 SHERMAN STREET, DENVER 80203
TEL: 303 - 892-2361

RECEIVED OF *Special District Association of Colorado*
DATE *Sept. 8 - 1975*

Articles of Incorporation or Foreign Authority	10
Old Age Pension Fee	
Dom Franchise Tax or Fgn License Fee	
Articles of Amendment	
Election to Accept	
Intent to Dissolve	
Articles of Dissolution	
Reinstatement Fee	
Reservation of Corporate Name	
Trade Name	
Notarial Commissions	
Trade Mark	
Certificate	
Certified -- Photo Cop	
Summons & Complaint or Service of Process	
Refund (OVERPAYMENT WILL BE PROCESSED AND MAILED IN 10 DAYS)	
Clerk <i>Kendall</i>	Total 10