BYLAWS OF THE DURANGO RENEWAL PARTNERSHIP
(Durango’s Urban Renewal Authority)

ARTICLE I
The Authority

Section 1. Name of Authority. The name of the Urban Renewal Authority for the City of Durango, established on May 5, 2020 by the City of Durango City Council in Resolution 2020-10 pursuant to the Colorado Urban Renewal Law, C.R.S. 31-25-101, et seq., shall be known as the “Durango Renewal Partnership” (hereinafter “Partnership”).

Section 2. Office of Authority. The office of the Durango Renewal Partnership shall be located at the River City Hall building at 1235 Camino Del Rio, Durango, Colorado 81301, or at such other place in the City of Durango, Colorado, as the Board of Commissioners of the Partnership may direct.

Section 3. Authority. The Partnership is authorized pursuant to C.R.S. 31-25-105(1)(a) to make and adopt bylaws, orders, rules and regulations in furtherance of its powers and authority under the Urban Renewal Law.

ARTICLE II
BOARD OF COMMISSIONERS

Section 1. Board of Commissioners. Pursuant to C.R.S. 31-25-115 and C.R.S. 31-25-104 (2.5), the Partnership’s Board of Commissioners (the “Board”) is comprised of nine (9) commissioners who are the five (5) members of the Durango City Council and four (4) other commissioners appointed as required by the Urban Renewal Law C.R.S. 31-25-104 (2.5), which appointees are a commissioner appointed by the La Plata County Board of County Commissioners; a commissioner appointed by the Durango School District 9-R who is an elected member of the Durango 9-R Board of Education; a commissioner appointed by agreement of the special districts imposing a mill levy within the Partnership’s boundaries who is a board member of at least one of the special districts; and a commissioner appointed by the Mayor.

Section 2. Terms of Commissioners. The terms of the five (5) Commissioners who are also members of the Durango City Council shall be coterminal with their terms on City Council. Councilmembers shall leave the Partnership Board when their terms on City Council
expire and shall be replaced by the Councilmember elected in their place. The terms of the four (4) Commissioners appointed by the La Plata County Board of County Commissioners, the Durango School District 9-R, Special Districts, and Mayor shall continue until such Commissioner’s term expires as described in City of Durango Resolution 2020-11, or until a Commissioner becomes ineligible to serve under City of Durango Resolution 2020-11.

**ARTICLE III.**  
OFICERS AND PERSONNEL

**Section 1. Officers.** The officers of the Partnership shall be the Chair, the Vice Chair, and Executive Director/Secretary.

**Section 2. Chair.** The duly appointed Mayor of the City of Durango shall serve as the Chair of the Partnership. The Chair shall preside at all meetings of the Partnership.

**Section 3. Vice Chair.** The duly appointed Mayor Pro Tempore of the City of Durango shall serve as the Vice Chair of the Partnership. The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair.

**Section 4. Temporary Chair; Vacancies.** In the temporary absence of both the Chair and Vice Chair, the Board may appoint a temporary chair to preside at any meeting of the Board. In the event of the Chair’s resignation, death, or disqualification from office, the Vice Chair shall perform the Chair’s duties until such time as a new Chair is elected. In the event of the Vice Chair’s resignation, death, or disqualification from office, the Board shall elect a new Vice Chair who shall perform the Vice Chair’s duties only to the end of the prior Vice Chair’s term.

**Section 5. Term of Officers.** The terms of officers as described above shall be coterminous with their respective roles of Mayor and Mayor Pro Tempore for the City of Durango.

**Section 6. Executive Director/Secretary.** The Executive Director of the Partnership shall serve as the Secretary of the Partnership. The Executive Director/Secretary shall:

1. Attest to any resolutions of bylaws adopted by the Partnership;
2. Execute all deeds, conveyances, deeds of trust, and agreements adopted by the Partnership;
3. Act as the chief executive officer of the Partnership and exercise supervision over the business of the Partnership and of those members of the City Staff that may be assigned to general Partnership business;
4. Perform all duties which may from time to time be assigned to the Executive Director by the Board.
5. Appoint a Recording Secretary for the Partnership who shall keep the records and complete minutes of the proceedings of the Board and any committees of the Partnerships.

**Section 7. General Counsel.** The Partnership may employ an attorney to provide outside legal counsel for the Partnership, or it may call upon the municipal counsel of the City of Durango for
such legal services as the Partnership may require. The Commissioners may authorize the attorney to represent the Partnership in legal actions taken by or against the Partnership.

Section 7. Additional Personnel. The Partnership from may from time to time employ such personnel as it deems necessary to exercise its powers, duties, and functions in accordance with Urban Renewal Law of the State of Colorado, and all other laws of the State of Colorado and City of Durango applicable thereto. The Partnership is further expressly authorized to enter into a cooperation agreement with the City of Durango for the provision of personnel.

ARTICLE IV
Meetings

Section 1. Regular Meetings. A regular meeting shall be held at such time and place as may be prescribed by motion adopted by the Partnership from time to time.

Section 2. Place of Meetings. The meetings of the Board and any committee of the Board shall be held at Durango City Hall (949 E 2nd Ave) or such other place as the Board shall determine.

Section 3. Notice of Meetings. Notice of meetings shall be given as required in Colorado Open Meetings Law, C.R.S. 24-6-401 and 402 (the “Open Meetings Law”), which requires posting of the notice of the time and place of the meeting and posting of an agenda for the meeting at least twenty-four hours prior to the holding of the meeting.

Section 4. Special Meetings. The Chair and any two Commissioners may call special meetings on at least twenty-four hours written notice to each of the Commissioners personally served, left at his or her place of residence, or sent by e-mail to the Commissioner’s email address; provided, however, that a special meeting may be held on shorter notice if all Commissioners are present or have waived notice thereof in writing. At such special meeting no business shall be considered other than that which was designated in the call for the special meeting, but if all of the Commissioners are present at a special meeting, any business which may lawfully come before a regular meeting may be transacted at that special meeting.

Section 5. Meetings Through Electronic Communications. Commissioners may participate in a meeting of the Board through the use of videoconferencing, teleconferencing, or similar communications technology when the Chair designates a remote meeting due to an emergency situations or when an individual Commissioner requests from the Chair the ability to attend remotely so long as all Commissioners participating in such meeting can hear one another. Meetings conducted this way must comply with all applicable Open Meetings Law requirements.

Section 6. Committees. The Board may, by resolution, from time to time, create either standing or ad hoc committees as deemed appropriate for special study or review and appoint all standing or ad hoc committee members. Upon completion of the duties of any ad hoc committee, the committee shall be deemed to be disbanded automatically. The Board may by resolution also disband any standing or ad hoc committees.
Section 7. Executive Session. Executive Sessions of the Board or its committees may be called during any formal meeting of the Board or of the committee as permitted by the Open Meetings Law.

Section 8. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at a meeting of the Board. The act of a majority of those Commissioners present at the meeting shall be the act of the Board on all matters, excepting only actions for which a different requirement for voting is required by applicable law or these Bylaws.

Section 9. Manner of Voting. The voting on all questions before the Authority shall be by voice unless a roll call vote is requested by any commissioner or required by law. In the case of a virtual meeting, all voting shall be by roll call. The “yes” votes, “no” votes and abstention votes shall be entered in the minutes of each meeting.

ARTICLE V
CONFLICTS OF INTEREST

No Commissioners, officer, or employee, nor any immediate member of the family of any such Commissioner, officer or employee shall acquire any interest, direct or indirect, in any activity or in any property included or planned to be included in any activity, nor shall he or she have any interest, direct or indirect, in any contract or proposed contract for materials or services to be furnished or used in connection with any activity. If any Commissioner, officer of employee of the Partnership owns or controls an interest, direct or indirect, in any property included or planned to be included in any activity, he or she shall immediately disclose the same in writing to the Partnership. Upon such disclosure, such Commissioner, officer or employee shall not participate in any action by the Partnership affecting the planning for the activity or the actual undertaking of the activity unless the Partnership determines that, in the light of such personal interest, the participation of such member in any such act would not be contrary to the public interest. Acquisition or retention of any such interest without such determination by the Partnership that it is not contrary to the public interest or willful failure to disclose any such interest constitutes misconduct in office.

ARTICLE VI
POWERS AND RESPONSIBILITIES

Section 1. General Powers. The Partnership shall have all of the general powers granted to it under the Urban Renewal Law, to be exercised consistent with applicable requirements of these Bylaws.

Section 2. Expenditures of Monies. Purchases and other expenditures of monies by the Partnership shall be made in conformity with a purchasing policy as the Board may adopt, at its discretion.
Section 3. Acquisition of Real Estate. The Partnership may expend monies for the acquisition of real estate, or interests therein, and utilize the laws of eminent domain for such acquisition purposes; provided however, such acquisition of real estate shall be for the purpose of effecting an urban renewal activity specifically approved by the Board.

Section 4. Contracts. Contracts of the Partnership with persons, firms, agencies, companies, the United States, and other public entities shall be authorized by motion duly recorded upon the minutes of the Partnership meeting or by written resolution, and a copy of any such resolutions and contracts shall be kept with the journal for the proceedings of the Partnership.

Section 5. Budget. The Partnership shall consider and adopt an annual budget in accordance with C.R.S. 29-1-101 et seq. by an affirmative vote of the majority of the Commissioners, provided that a quorum exists.

ARTICLE VII
AMENDMENTS AND SUSPENSION OF BYLAWS

Section 1. Amendment of Bylaws. These Bylaws of the Partnership shall be amended only by a majority vote of the Commissioners, provided that a quorum exists.

Section 2. Suspension of Bylaws. Any requirement of these Bylaws may be waived by a written consent signed by all Commissioners.

Section 3. When Bylaws Are Silent. When the Bylaws are silent as to the manner of performing any function of the Partnership, the provisions of the Urban Renewal Law shall control.

Adopted on this ______ day of ____________________, 2020.

___________________________________
Chair

___________________________________
Name

ATTEST:

___________________________________
Secretary

___________________________________
Name