

1 ARTICLES OF ASSOCIATION

2 OF

3 THE DENVER REGIONAL COUNCIL OF GOVERNMENTS

4 As Amended February 17, 2021

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9 ARTICLE I. Organization.

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

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21 ARTICLE II. Purpose of the Council.

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

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32 ARTICLE III. Definitions.

- 33  
34 A. “Chair” means the incumbent holding the position of president of the Council.  
35 “Vice Chair” means the incumbent holding the position as vice president of the  
36 Council.
- 37  
38 B. “Council” means the nonprofit corporation of the Denver Regional Council of  
39 Governments, with the duties and responsibilities specified by statute, which  
40 are to be carried out by the Board of Directors in accordance with the statutory  
41 authority.
- 42  
43 C. “Board of Directors” hereinafter referred to as “Board,” means the body of  
44 designated individual member representatives of municipalities, counties and  
45 city and counties maintaining membership in the Council.
- 46  
47 D. “Member” means a participating county, municipality, or city and county that  
48 meets the requirements for membership in the Council as specified in Article VI.  
49

- 1 E. "Member Representative" means the local elected official, or local elected  
2 official alternate, designated in writing by the chief elected official or the  
3 governing body of a member county, municipality, or city and county to  
4 represent that member on the Board as a voting representative.  
5
- 6 F. "Plan" means a regional plan or a comprehensive master plan for the Region as  
7 defined by statute, which Plan is currently denoted as Metro Vision.  
8
- 9 G. "Region" means the geographic area composed of the City & County of Denver,  
10 City & County of Broomfield, and the counties of Adams, Arapahoe, Boulder,  
11 Clear Creek, Douglas, Gilpin and Jefferson, and portions of Weld County, and  
12 other counties as may be necessary in the State of Colorado.  
13

14 ARTICLE IV. Declaration of Policy.  
15

- 16 A. The Board finds and declares that the need for a Council of Governments is  
17 based on the recognition that, wherever people live in a metropolitan area, they  
18 form a single community and are bound together physically, economically and  
19 socially. It is the policy of this Council of Governments, through its members,  
20 staff, and programs, to provide local public officials with the means of reacting  
21 more effectively to the local and regional challenges of this regional community.  
22
- 23 B. The Board finds and declares that the need for a Council of Governments is  
24 based on the recognition that:  
25
  - 26 1. Plans and decisions made by each local government with respect to land  
27 use, circulation patterns, capital improvements, and so forth, affect the  
28 welfare of neighboring jurisdictions and therefore should be coordinated  
29 on a voluntary basis; and  
30
  - 31 2. It is imperative for the regional planning process to be directly related to  
32 the elected local government decision and policymakers, the locally  
33 elected public officials.  
34
- 35 C. The Board further finds and declares that the people within the Region have a  
36 fundamental interest in the orderly development of the Region.  
37
- 38 D. The Board further finds and declares:  
39
  - 40 1. That the members have a positive interest in the preparation and  
41 maintenance of a Plan for the benefit of the Region and to serve as a  
42 guide to the political subdivisions and other entities within the Region;  
43
  - 44 2. That the continuing growth of the Region presents challenges that are  
45 not confined to the boundaries of any single governmental jurisdiction;  
46
  - 47 3. That the Region, by reason of its numerous governmental jurisdictions,  
48 presents special challenges of development that can be dealt with best  
49 by a regional council of governments that acts as an association of its

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

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

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

17 **ARTICLE V. Functions.**

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

- 21  
22 1. Strengthen local governments and their individual capacities to deal with  
23 local challenges;  
24  
25 2. Serve as a forum to identify, study, and resolve areawide challenges;  
26  
27 3. Develop and formalize regional policies involving areawide challenges;  
28  
29 4. Promote intergovernmental cooperation through such activities as  
30 reciprocal furnishing of services, mutual aid, and parallel action as a  
31 means to resolve local as well as regional challenges;  
32  
33 5. Provide the organizational framework to foster effective communication  
34 and coordination among governmental bodies in the provision of  
35 functions, services, and facilities serving the Region's local governments  
36 or their residents;  
37  
38 6. Serve as a vehicle for the collection and exchange of information of  
39 areawide interest;  
40  
41 7. Develop regional or master plans for the Region;  
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43 8. Serve as spokesperson for local governments on matters of regional and  
44 mutual concern;  
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46 9. Encourage action and implementation of regional plans and policies by  
47 local, state and federal agencies;  
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10. Provide, if requested, mediation in resolving conflicts between members and between members and other parties; and
  11. Provide technical and general assistance to members within its staff and financial capabilities. These services are inclusive of, but not limited to, assistance designed to:
    - a. Identify issues and needs that are regional and beyond the realistic scope of any one local government;
    - b. Compile and prepare, through staff and from members, necessary information concerning the issues and needs for Board discussion and decision;
    - c. Debate and concur in a cooperative and coordinated regional action to meet the need or issue;
    - d. Implement the details of the cooperative action among affected member governments, using such devices as intergovernmental contracts and agreements, parallel ordinances or codes, joint performance of services, transfers or consolidations of functions, or special operating agencies;
    - e. And, in general –
      - (1) arrange contracts among members on an intergovernmental basis;
      - (2) publish reports and current information of regional interest;
      - (3) provide advice and assistance on physical land use planning and other programs;
      - (4) sponsor regional training programs;
      - (5) sponsor, support, or oppose legislation on behalf of the Region and its members.

39 B. The Council shall maintain a regional planning program and process. In  
40 conducting such activities and functions, the Council shall:

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1. Formulate goals and establish policies to guide regional planning;
  2. Be responsible for developing, approving, and implementing a regional Plan through member governments;
  3. Be the approving and contracting agent for all federal and state regional planning grants, as required;

- 1                   4.     Prepare and adopt a Plan and recommend policy for the development of  
2                   the Region and the provision of services in the region. The Plan shall be  
3                   based on careful and comprehensive surveys and studies of existing  
4                   conditions and probable future growth and service needs of the Region.  
5                   The Plan shall be made with the general purpose of guiding coordinated  
6                   and harmonious development that, considering present and future needs  
7                   and resources, will best promote the health, safety, and general welfare  
8                   of the inhabitants of the Region.  
9
- 10                  5.     Perform all planning functions incident to the exercise of the powers and  
11                  duties set forth in Article XII; all plans adopted by the Board in  
12                  connection therewith shall constitute portions of the Plan.  
13
- 14                  6.     Exercise such other planning powers and functions as are authorized by  
15                  statutes and the members.  
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17   ARTICLE VI. Membership.  
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- 19           A.     Members. Each municipality, county, and city and county in the Region shall be  
20           eligible to be a member of the Denver Regional Council of Governments.  
21           Membership shall be contingent upon the adoption of these Articles of  
22           Association by the governing body of any such municipality, county, or city and  
23           county, and upon the payment of an annual assessment as agreed upon by the  
24           Board.  
25
- 26           B.     Member Assessment. Each member's annual assessment is determined by the  
27           Board when adopting the annual budget.  
28
- 29                  1.     Assessments will be billed as follows, and are due within ninety days of  
30                  billing date:  
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- 32                          a.     Minimum assessment – billed annually.  
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- 34                          b.     10% or more of the Council's total assessment – billed quarterly.  
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- 36                          c.     All others – billed semi-annually.  
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- 38                  2.     Failure by any member to remit payment of an assessment within ninety  
39                  days following billing date shall be grounds for termination of  
40                  membership and such member shall be denied voting privileges and any  
41                  other rights and privileges granted to members.  
42
- 43                          a.     Not less than fifteen days prior to the termination of membership,  
44                          written notice shall be sent by registered mail informing the  
45                          member of the pending termination and loss of privileges and  
46                          requesting payment by a date certain to avoid termination.  
47
- 48                          b.     A member whose membership has been terminated pursuant to  
49                          Section 2 shall be reinstated at any time during the calendar year

1 in which their membership was terminated, by payment of all  
2 assessments then currently due and owing.  
3

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

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3 A. Number and Title of Board Officers. The officers shall be Chair, Vice Chair,  
4 Secretary, Treasurer, and Immediate Past Chair, all of whom shall be member  
5 representatives, and the Executive Director.

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7 B. Duties of Board Officers.

- 8  
9 1. Chair. The Chair shall preside at all meetings of the Board and shall be  
10 the chief officer of the Council in all matters acting as president. The  
11 Chair shall serve as presiding officer of the Board of Directors meetings  
12 and shall serve as a member of either the Finance & Budget Committee  
13 or the Performance & Engagement Committee.
- 14  
15 2. Vice Chair. The Vice Chair shall exercise the functions of the Chair in the  
16 Chair's absence or incapacity acting in the capacity as vice president.  
17 The Vice Chair shall serve as the presiding officer of all Board work  
18 sessions and shall serve as a member of either the Finance & Budget  
19 Committee or the Performance & Engagement Committee. If there is no  
20 Immediate Past Chair, the Vice Chair shall serve on the Nominating  
21 Committee.
- 22  
23 3. Secretary. The Secretary shall exercise the functions of the Vice Chair in  
24 the absence or incapacity of the Vice Chair and shall perform such other  
25 duties as may be consistent with this office or as may be required by the  
26 Chair. The Secretary shall serve as the chair of the Performance &  
27 Engagement Committee.
- 28  
29 4. Treasurer. The Treasurer shall exercise the functions of the Secretary in  
30 the absence or incapacity of the Secretary and shall perform such other  
31 duties as may be consistent with this office or as may be required by the  
32 Chair. The Treasurer shall serve as the chair of the Finance & Budget  
33 Committee.
- 34  
35 5. Immediate Past Chair. The Immediate Past Chair, who shall be the most  
36 recent past chair serving on the Board, shall exercise the duties of the  
37 Chair in the absence or incapacity of the Chair, Vice Chair, Secretary,  
38 and Treasurer. The Immediate Past Chair shall serve on the Nominating  
39 Committee.
- 40  
41 6. Executive Director. The Executive Director shall exercise the functions of  
42 the Chief Administrative Officer of the Council and shall be empowered  
43 to execute official instruments of the Council as authorized by the  
44 Finance & Budget Committee or Board.

45  
46 C. Election of Board Officers.

- 47  
48 1. Officer and Terms. The Vice Chair, Secretary, and Treasurer shall be  
49 elected by the Board at the February meeting of each year. Except as

1 provided in Article VII D.4, the incumbent holding the position of Vice  
2 Chair shall automatically assume the position of Chair. However, if the  
3 Vice Chair is unable to assume the position of Chair, the Board shall  
4 elect a Chair at the applicable February meeting. A notice of election of  
5 officers shall appear on the agenda. Each officer shall serve a one-year  
6 term, or until the next election of officers and his/her successor is  
7 elected, so long as the jurisdiction he/she represents is a member of the  
8 Council, and he/she remains that member's official member  
9 representative on the Board.

10  
11 2. Nominating Committee for Board Officers.

- 12  
13 a. At the January meeting of each year, the Nominating Committee  
14 shall present to the Board nominations for Board officers to be  
15 elected at the February meeting.  
16  
17 b. Board officer nominations may be made from the floor, provided  
18 that the consent of each nominee is obtained in advance.

19  
20 D. Board Officer Vacancies. If the Chair, Vice Chair, Secretary or Treasurer  
21 resigns or ceases to be a member representative, a vacancy shall exist and  
22 shall be filled for the remainder of the term by:

- 23  
24 1. Appointment by a majority of the remaining Board officers of a member  
25 representative to fill the vacancy; or  
26  
27 2. Referral of the vacancy to the Nominating Committee to present to the  
28 Board at least one nominee to fill the vacancy if called for by a majority of  
29 the remaining Board officers. No later than the meeting held on the  
30 month following the month in which the Nominating Committee was  
31 referred the vacancy, the Nominating Committee shall present to the  
32 Board at least one nominee for an officer to be elected by the Board at  
33 that meeting to fill such vacancy.  
34  
35 3. Nominations may be made from the floor, provided that the consent of  
36 each nominee is obtained in advance.  
37  
38 4. In the event the remaining Board officers appoint the incumbent Vice  
39 Chair to fill a vacancy in the position of Chair pursuant to D.1 of this  
40 Article VII, the Vice Chair so appointed shall serve the remainder of the  
41 term for such vacancy and shall thereafter automatically retain the  
42 position of Chair for an additional one-year term, subject to other  
43 requirements for holding such position.

44  
45 E. Executive Committee. The incumbent Board officers shall constitute the  
46 Executive Committee of the Council. The Executive Committee shall be the  
47 primary executive leadership of the Council, providing leadership to the Board  
48 and guidance to the Executive Director. The Executive Committee has no policy  
49 making authority. The Executive Committee helps set Board meeting agendas;

1 provides guidance on resolution of conflicts; provides process guidance,  
2 receives updates from and assures the progress of committees of the Council,  
3 and takes action on complaints of violations of the rules of conduct for member  
4 representatives as adopted by the Board from time to time.  
5

6 ARTICLE VIII. Finance & Budget Committee.  
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8 A. Membership on the Finance & Budget Committee. The administrative  
9 business of the Council concerning finances, contracts and related  
10 matters shall be managed by a Finance & Budget Committee. The  
11 Committee membership shall not exceed more than one-quarter of the  
12 total membership of the Board. Members of the Finance & Budget  
13 Committee shall be appointed by the Board upon recommendation of the  
14 Nominating Committee.  
15

16 B. Finance & Budget Committee Officers. The incumbent Treasurer of the  
17 Council shall serve as chair of the Finance & Budget Committee. The  
18 vice chair of the Committee shall be elected by the Committee at its first  
19 meeting following election of Board officers and to serve until the next  
20 election of officers.  
21

22 C. Powers and Duties. The following powers and duties are vested in the  
23 Finance & Budget Committee:  
24

- 25 1. To review contracts, grants and expenditures and authorize the  
26 expenditure of funds and the entering into contracts, within the  
27 parameters of the Council budget.  
28
- 29 2. To execute official instruments of the Council.  
30
- 31 3. To review and recommend to the Board the budget as provided in  
32 Article XV.  
33
- 34 4. To review the Council's audited financial statements with the  
35 Council's auditor, and to undertake, oversee and/or review other  
36 organization audits.  
37
- 38 5. To receive and review other financial reports and provide regular  
39 updates to the Board.  
40
- 41 6. To compensate member representatives for expenses incurred in  
42 attending to the proper business of the Council.  
43
- 44 7. To exercise such other powers, duties, and functions as may be  
45 authorized by the Board.  
46

47 D. Meetings of the Finance & Budget Committee. The Finance & Budget  
48 Committee shall meet every month and may hold special meetings at the  
49 call of its chair or by request of at least three member representatives on

1 the Finance & Budget Committee. The Committee chair, in consultation  
2 with the Executive Director, may cancel a meeting if there are no action  
3 items for the Committee's consideration. Members of the Finance &  
4 Budget Committee may attend meetings of the Committee by telephone  
5 in accordance with written policies adopted by the Committee, which  
6 policies shall define the circumstances under which attendance by  
7 telephone shall be permitted.  
8

9 E. Quorum. A quorum for the transaction of Finance & Budget Committee  
10 business shall be one-third (1/3) of its members, plus one.  
11

12 F. Voting. A majority of those present and voting shall decide any question  
13 brought before the meeting. The Finance & Budget Committee chair  
14 shall vote as a member of the Committee. A Committee member's  
15 designated alternate on the Board may attend meetings of the  
16 Committee and participate in deliberations, at the discretion of the chair,  
17 but may only vote in the absence of the member.  
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19 ARTICLE IX. Performance & Engagement Committee.  
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21 A. Membership on the Performance & Engagement Committee. The  
22 administrative business of the Council concerning the performance and  
23 evaluation of the Executive Director, the oversight of onboarding of new  
24 Board members and related matters shall be managed by a Performance  
25 & Engagement Committee. The Committee membership shall not  
26 exceed more than one-quarter of the total membership of the Board, plus  
27 the Board Chair who shall be an ex officio, voting member of the  
28 Committee. The Board Chair's attendance at meetings is at the Chair's  
29 discretion. Members of the Performance & Engagement Committee shall  
30 be appointed by the Board upon recommendation of the Nominating  
31 Committee.  
32

33 B. Performance & Engagement Committee Officers. The incumbent  
34 Secretary of the Council shall serve as chair of the Performance &  
35 Engagement Committee. The vice chair of the Committee shall be  
36 elected by the Committee at its first meeting following election of Board  
37 officers and to serve until the next election of officers.  
38

39 C. Powers and Duties. The following powers and duties are vested in the  
40 Performance & Engagement Committee:  
41

- 42 1. To develop the process for recruitment of the Executive Director.
- 43 2. To recommend appointment of the Executive Director to the  
44 Board.
- 45 3. To execute an employment contract with the Executive Director,  
46 within the parameters of the Council budget.  
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4. To develop the process for, and execute and document the annual performance evaluation for the Executive Director, including approval and execution of amendments to the Executive Director employment contract in connection therewith, within the parameters of the Council budget.
5. To hold quarterly meetings with the Executive Director to provide performance feedback to the Executive Director.
6. To recommend to the Board, as needed, policies and procedures for the effective administration of the Executive Director.
7. To provide oversight of onboarding programs for new Board appointees.
8. To implement and review Board structure and governance decisions.
9. To plan the annual Board workshop.
10. Review results of any Board Assessments and recommend improvements.
11. To receive and review reports related to the business of the Committee and provide regular updates to the Board.
12. To review and make recommendations to the Board regarding the rules of conduct for member representatives.
13. Through a panel of the Committee, to review and make recommendations to the Executive Committee of the Council regarding complaints of violations of the rules of conduct for member representatives as adopted by the Board from time to time, in accordance with the following:
  - a. The vice chair of the Committee, along with two members of the Committee selected by the vice chair, shall comprise a review panel to review any written complaint of a violation. If the complaint concerns the vice chair or the vice chair is unavailable, the chair of the Committee shall select three members of Committee, excluding the vice chair, who shall comprise the review panel. Upon completion of its review, the panel shall provide a recommendation to the Executive Committee for its review and action, which recommendation may include, without limitation, issuing a letter of reprimand, reporting the matter to the designating governing body or elected official, with or without a request that the member representative be replaced, or adopting a finding of no violation.

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2 b. The panel's review shall be in accordance with rules and  
3 procedures adopted by the Board from time to time.  
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5 14. To exercise such other powers, duties, and functions as may be  
6 authorized by the Board.  
7

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

20 E. Quorum. A quorum for the transaction of Performance & Engagement  
21 Committee business shall be one-third (1/3) of its members, plus one,  
22 not including the ex-officio Board chair.  
23

24 F. Voting. A majority of those present and voting shall decide any question  
25 brought before the meeting. The Performance & Engagement Committee  
26 chair shall vote as a member of the Committee. A Committee member's  
27 designated alternate on the Board may attend meetings of the  
28 Committee and participate in deliberations, at the discretion of the chair,  
29 but may only vote in the absence of the member.  
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31 ARTICLE X. Nominating Committee.  
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33 A. Membership on the Nominating Committee. The Nominating Committee  
34 shall be appointed in November of each year and consist of member  
35 representatives herein designated:  
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37 1. The Immediate Past Chair of the Board (or the Vice Chair if there  
38 is no Immediate Past Chair);  
39

40 2. One Board member representing the City and County of Denver;  
41

42 3. One member selected by the Performance & Engagement  
43 Committee, except that in the initial establishment of the  
44 Nominating Committee, such member shall be selected by the  
45 Board;  
46

47 4. One member selected by the Finance & Budget Committee,  
48 except that in the initial establishment of the Nominating  
49 Committee, such member shall be selected by the Board;

5. One member selected by the Board; and
6. One member selected by the Board Chair.

B. Member Qualifications.

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

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

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

1. To make recommendations regarding nominations for Board officers and Board officer vacancies as provided in these Articles. A Nominating Committee member may not be a nominee for Board officer.
2. To recommend member representatives for appointment by the Board to the Finance & Budget Committee and the Performance & Engagement Committee. Such appointments shall be made in accordance with the following procedures and requirements:
  - a. The combined membership of the two Committees shall include the following:

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

1 successors, provided no term is thereby shortened by more  
2 than 30 days. A Committee member may seek re-  
3 appointment at the expiration of his or her term, but the  
4 Board shall have no obligation to re-appoint any member to  
5 successive terms.  
6

7 f. Committee members are eligible to serve so long as the  
8 jurisdiction he/she represents is a member of the Council,  
9 and he/she remains that member's official member  
10 representative on the Board.  
11

12 g. Membership on the Finance & Budget Committee and the  
13 Performance & Engagement Committee shall be  
14 designated to the member's jurisdiction. Therefore, if a  
15 member appointed to a Committee is no longer able to  
16 serve, membership on the Committee shall transfer to the  
17 succeeding member representative of that jurisdiction on  
18 the Board, for the remainder of the term of the Committee  
19 appointment.  
20

21 3. To make recommendations to the Board for appointment to fill any  
22 vacancy on the Finance & Budget Committee and the  
23 Performance & Engagement Committee, which vacancy shall be  
24 filled in accordance with the requirements herein.  
25

26 E. Meetings of the Nominating Committee. The Nominating Committee shall  
27 meet as needed to exercise the powers and duties vested herein in the  
28 Committee. The Nominating Committee may hold meetings at the call of  
29 its chair or by request of at least two of its members.  
30

31 F. Quorum. A quorum for the transaction of Nominating Committee  
32 business shall be all six (6) of its members.  
33

34 G. Voting. A majority of those present and voting shall decide any question  
35 brought before the meeting.  
36

37 ARTICLE XI. Meetings of the Board.  
38

39 A. Frequency. The Board shall meet at least quarterly and may hold special  
40 meetings at the call of the Chair, or by request of at least three member  
41 representatives.  
42

43 B. Notice. Notice of meetings shall be given by E-mail, fax or telephone,  
44 made at least two days in advance of the meeting, or by first class mail,  
45 post-marked at least five days in advance of the meeting.  
46

47 C. Agenda. Any member representative shall have the right to request of  
48 the officers the addition of any matter to the agenda of any Board

1 meeting fifteen days in advance of the meeting, or by consent of a  
2 majority of the member representatives at the meeting.

3  
4 D. Record of Meetings. The Board shall keep records of all its meetings.  
5 The meeting records shall be public records available for inspection by  
6 any interested person at reasonable times during regular office hours.  
7

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

11  
12 F. General Board of Directors Procedural Provision.

13  
14 1. Quorum. A quorum for the transaction of Board business shall be  
15 one-third (1/3) of the member representatives.  
16

17 2. Voting.

18  
19 a. Regular. Only member representatives or alternates shall  
20 have voting privileges. Such privileges shall be exercised  
21 personally and voting by proxy is not permitted. The vote of  
22 a majority of the member representatives present and  
23 voting shall decide any question except as otherwise  
24 provided in these Articles. The Chair shall vote as a  
25 member representative.  
26

27 b. Weighted.

28  
29 (1) Upon the specific request of any member  
30 representative, whether seconded or not, a weighted  
31 vote must be taken in compliance with the weighted  
32 vote resolution in effect at the time of the request.  
33

34 (2) Denver Allotment. In any weighted vote, the Mayor  
35 of the City and County of Denver, or the Mayor's  
36 alternate, is authorized to cast two-thirds (2/3) of the  
37 total vote allotted to the City and County of Denver  
38 and the member representative designated by the  
39 City Council of the City and County of Denver or its  
40 President is authorized to cast one-third (1/3) of the  
41 total vote allotted to the City and County of Denver.  
42

43 (3) Plans and Articles of Association. Adoption and  
44 amendment of plans pursuant to statute and  
45 amending the Articles of Association shall be  
46 accomplished without the use of the weighted voting  
47 system.  
48

- 1 c. Plan Adoption and Amendment. An affirmative vote of a  
2 majority of member representatives shall be required for  
3 the adoption or amendment of the Plan, or portion thereof,  
4 in accordance with Article XII.  
5  
6 d. Amendment of Articles of Association. An affirmative vote  
7 of a majority of member representatives shall be required  
8 for the amendment of these Articles, in accordance with  
9 Article XVI.  
10  
11 e. Positions Taken on Ballot Measures and Legislative Issues.  
12  
13 (1) An affirmative vote of a majority of member  
14 representatives shall be required to adopt a  
15 resolution taking a position on any ballot measure.  
16  
17 (2) An affirmative vote of two-thirds (2/3) of members  
18 present and voting shall be required to take a  
19 position on any legislative issue.  
20  
21 f. Mail Vote. The Chair shall, on the Chair's own initiative, or  
22 when so directed by the Board, declare that action on any  
23 motion or resolution, including plan adoption or amendment  
24 and amendment of the Articles of Association, shall be  
25 taken by certified mail vote of member representatives or  
26 their alternates, or if neither has been appointed by a  
27 member, its chief elected official may vote instead. Certified  
28 mail votes shall be returned by the next regular Board  
29 meeting, and any action becomes effective on the date the  
30 Chair certifies the results to the Board.  
31  
32 3. Rules of Order. Except as otherwise required by these Articles,  
33 the rules of order of the Council shall be in accordance with the  
34 latest edition of Robert's Rules of Order, Revised.  
35

36 ARTICLE XII. Powers and Duties.  
37

- 38 A. Regional Plan. The Council shall prepare, maintain and regularly review  
39 and revise a Plan for the Region. In preparing, maintaining, reviewing  
40 and revising the Plan, the Council shall seek to harmonize the master or  
41 general comprehensive plans of municipalities, counties, cities and  
42 counties, and other public and private agencies within or adjacent to the  
43 Region. The Council shall seek the cooperation and advice of  
44 municipalities, counties, cities and counties, state and federal agencies,  
45 organizations and individuals interested in the functions of the Council.  
46 The Plan may consist of such plans, elements and provisions as required  
47 or authorized by statute or the members.  
48

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

1 of the Board and advisory committees to the Board as necessary, and  
2 the Chair of the Board, except as otherwise provided by the Board, shall  
3 appoint the membership of these committees.  
4

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

33 ARTICLE XIII. Council Executive Director.

- 34
- 35 A. The Board after receiving a recommendation of the Performance &  
36 Engagement Committee and by the affirmative vote of a majority of member  
37 representatives shall appoint an Executive Director hereinafter referred to  
38 as the "Director," who shall serve at the pleasure of the Board. The  
39 Performance & Engagement Committee shall develop the process for, and  
40 execute and document an annual performance evaluation for the Executive  
41 Director.  
42
- 43 B. The Director shall be the Chief Administrative Officer and authorized  
44 recording officer of the Council. The Director shall administer and  
45 execute all other functions and duties determined by the Board, including  
46 but not limited to the following:  
47
- 48 1. Appointment, removal, compensation and establishment of the  
49 number and duties of the Council staff;

2. Establish and implement policies and procedures for the efficient administration of personnel matters;
3. Serve, or designate personnel to serve, as recording secretary of the Council and be responsible for preparing and maintaining all records and information required by law to be kept by nonprofit corporations, including those records required to be kept by Section 7-136-101, C.R.S., and for authenticating the records of the Council;
4. Designate personnel to provide staff services to committees; and
5. Serve as registered agent for the Council and register as such with the Colorado Secretary of State.

ARTICLE XIV. Filing of Local Reports.

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

ARTICLE XV. Financial Provisions.

- A. Budget Submission to the Finance & Budget Committee. Each year, no later than the regular April meeting of the Finance & Budget Committee, the Director shall submit an estimate of the budget required for the operation of the Council during the ensuing fiscal year.
- B. Budget Approval by the Board. Each year, no later than the regular May meeting of the Board, the budget recommended by the Finance & Budget Committee shall be presented for approval by the Board. The funds required from each member in the Region shall be apportioned as determined by the Board in the approved budget.
- C. Contract and Other Funds. The Council is specifically empowered to contract or otherwise participate in and to accept grants, funds, gifts, or services from any federal, state, or local government or its agencies or instrumentality thereof, and from private and civic sources, and to expend funds received therefrom, under provisions as may be required of and agreed on by the Council, in connection with any program or purpose for which the Council exists.
- D. Records and Audit. The Council shall arrange for a systematic and continuous recordation of its financial affairs and transactions and shall obtain an annual audit of its financial transactions and expenditures.

1 ARTICLE XVI. Adoption and Amendment of Articles of Association.

- 2
- 3 A. The Articles shall become effective upon their adoption by the boards of county
- 4 commissioners, and the governing body of any municipality or city and county
- 5 within or adjacent to the Region desiring to participate in the Council activities.
- 6
- 7 B. These Articles may be amended at any regular meeting of the Board by an
- 8 affirmative vote of a majority of the member representatives, provided that at
- 9 least one week's notice in writing be given to all member representatives setting
- 10 forth such amendment. These Articles may also be amended by an affirmative
- 11 vote of a majority of member representatives obtained through a certified mail
- 12 vote in accordance with Article XI, F.2.f when so directed by the Board or on the
- 13 initiative of the Board Chair.

## AMENDMENT HISTORY

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

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

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

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

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

- AMENDED February 15, 2017. Amended to reflect addition of language related to establishing a conduct policy for Board Directors and a process for receiving and processing complaints related to the policy.
- AMENDED February 17, 2021. Amended to revise the month the budget will be presented to the Finance & Budget Committee and Board to accommodate change in DRCOG's fiscal year from a calendar year to the State fiscal year (July – June).