

OFFICIAL BYLAWS OF

“LARIMER REGIONAL OPIOID COUNCIL”

ARTICLE I - NAME AND STATUS

The name of this organization shall be the “Larimer Regional Opioid Council”, also referred to as “LROC” or the “Council”, which is comprised of the City of Fort Collins, the City of Loveland, the Town of Wellington, and Larimer County (These parties are individually referred to herein as a “Regional PLG” and collectively as the “Regional PLGs.”), and the Larimer County Board of Health.

ARTICLE II – PURPOSE

The State of Colorado and Participating Local Governments executed the Colorado Opioids Summary Memorandum of Understanding on August 26, 2021 (the “Colorado MOU”), establishing the manner in which Opioid Funds shall be divided and distributed within the State of Colorado. The Colorado MOU organized Participating Local Governments into Regions eligible to receive a Regional Share, a portion of the 60% direct allocation of Opioid Funds allocated to regions. The Regional PLGs formed the Council through the Colorado Regional Opioid Intergovernmental Agreement for the Larimer County Region (“IGA”). Each Region must create its own Regional Council while giving consideration to the regional governance models illustrated in the Colorado MOU. The Regional Council must be formed by the Participating Local Governments within the Region and designate a fiscal agent for the Region. Regional fiscal agents shall be county or municipal governments only. All funds from the Regional Share shall be distributed to the Regional Council's identified fiscal agent for the benefit of the entire Region.

The organization is constituted for the purpose of formulating and submitting a 2-year plan, implementing the plan as well as reporting and auditing at the end of each annual cycle for the LROC funds for the Larimer County area.

The organization is not formed for any pecuniary or financial gain and no part of the assets, income, or profit of the organization shall be distributed to or inure to the benefit of the directors, officers, committee members, or staff of the organization.

ARTICLE III - MEMBERSHIP

1. *Voting Members* of the Regional Council shall consist of one representative from each of the four Regional PLGs plus one representative from Larimer County Health with only one vote counted from each. The representative shall consist of a representative appointed by each municipality, Larimer County, and Larimer County Board of Health. Each entity will designate an alternate to serve in the absence of the appointed representative. The alternate may only vote in the absence of the appointed representative.
2. *Advisory Members* of the Council shall include those entities identified in the Larimer County Regional Governance Structure, Exhibit X of the IGA, (“Governance Structure”) and may be

allowed to participate in deliberations of the Council, as determined by the Voting Members of the Council. Advisory members are not allowed to vote. The Council may vote to include additional Advisory Members. Advisory Members shall not be counted for purposes of quorum. Meeting times shall be determined based upon the Voting Members' schedules and Advisory Members shall be advised of the scheduled date and time of meetings.

3. *Subject Matter Experts* of the Council may include those entities and individuals identified in the "Governance Structure." Subject Matter Experts are not entitled to participate in deliberations of the Council unless invited to participate by the Council and are not entitled to vote. The Council may vote to include additional Subject Matter Experts. Subject Matter Experts shall not be counted for purposes of quorum. Meeting times shall be determined based upon the Voting Members' schedules and Subject Matter Experts may be invited as deemed appropriate by the Council.

ARTICLE IV – OFFICERS AND THEIR ELECTION

The officers of the organization will consist of the *Chair*, *Vice-Chair*, and *Secretary*. The Council as a whole will elect these officers.

1. The Chair will be elected by a majority vote of the Council as a whole.
2. The Vice-Chair will be elected by a majority vote of the Council and will assume the position of Chair upon the death, disability, removal from office or inability of the Chair to serve. If the assumption of the position of Chair is to be permanent, the Council as a whole shall elect a new Vice-Chair at their next regular meeting.
3. In the event that a vacancy occurs in both the positions of Chair and Vice-Chair, the Secretary/ shall temporarily assume the office of Chair, and elections shall be held at the next regular meeting of the Council to replace the two vacant positions.

Elections for officers shall be held at the first regular meeting of the Council each calendar year. Only those persons who have signified their consent to serve if elected may be nominated or elected to hold office.

An officer or member of the Council may be removed from office or from the Council for cause. Cause is defined as follows:

- Failure to disclose or properly manage a conflict of interest.
- Misuse of confidential information.
- Missing three consecutive Council meetings.
- Obstructive behavior or other behavior that interferes with the organization's purpose.
- Upon removal from the Council by the appropriate appointing organization.

Upon removal from the Council, the appropriate appointing organization shall appoint a new representative.

ARTICLE V – DUTIES OF OFFICERS

1. CHAIR: The Chair shall preside at all meetings of the Council. They shall perform other duties as may be prescribed in these Bylaws as assigned to them by the Council or committee and shall coordinate the work of the Council, committee, and any special or standing committees, contractors, and staff as may be developed.
2. VICE-CHAIR: The Vice-Chair shall perform all duties of the Chair in the absence or incapacity of the Chair, and other specialized duties as assigned by the Council or the Committee.
3. SECRETARY: The Secretary shall assure that minutes are kept of the meetings of the organization, see that timely notice of meetings is given, and be custodian of organization records.

ARTICLE VI – MEETINGS

The Council will meet monthly or as set by the Council, subject to change. The Council will meet every July for the purpose of an Annual Meeting to certify committee membership for the following year, review organization progress, and set major policy matters.

A quorum will be required to transact business. A quorum will be defined as a majority of filled Voting Member positions. The Council at the annual meeting may set other regular meetings of the Council for that calendar year. A meeting of the Council may be called at any time by the Chair, or by a majority of Council voting members with three days written notice to all Voting Members.

In addition to in-person meetings, the Council and any committees or subsidiary bodies of the Council may conduct a regular or special meeting by electronic means only in accordance with these Bylaws. The following are minimum requirements that must be met in connection with electronic participation and conduct of meetings by electronic means:

1. For the Council, the Chairperson of the Council, or Vice Chairperson in the absence of the Chairperson, or the chair of any committee or other formal subgroup of the Council, may determine that any meeting will be conducted by electronic means, due to convenience, ease of access, public health or safety concerns, or other reasonable considerations, so long as a minimum of twenty-four hours advance notice is provided to all Voting Members of the body to meet and is provided to the general public, along with instructions for how to participate in or observe the meeting. Individual Voting Members of the body may request to participate in any meeting remotely by providing notice sufficient to allow arrangements to be made and to allow twenty-four hours advance notice to be provided to other Voting Members.
2. The technology in use to conduct a meeting using electronic means must allow all members of the Council, committee or other subgroup to hear each other and to hear any presentation or comment offered, and should allow viewing of any visual materials presented. The general ability to view all members of the body and any speakers on video is also preferred and will be a consideration in determining whether the overall technology for the meeting is adequate.

3. Applicable procedural requirements for the conduct of a meeting, such as requirements for a quorum or the taking of minutes, are not affected by the use of electronic means to meet.

4. All votes shall be conducted by a call of the roll.

5. If at any time the Chairperson or a majority of the Voting Members meeting determine that the electronic technology in use is interfering with the effective conduct of the meeting, the meeting shall be ended and continued either in person or after addressing the technology issues.

All meetings of the Council shall be in accordance with Colorado Open Meetings Law and all other applicable laws. A majority vote of the Council present may call an executive session as allowed by law.

ARTICLE VII – BUDGET AND FISCAL CONTROLS

The Council will approve a line-item budget prepared by the fiscal agent annually. Adoption of the Budget will be at the final scheduled meeting of the year.

Fiscal controls will be established by the Council, and will be voted on by the Voting Members. The Chair and Vice-Chair will sign the requisition to be presented to the fiscal agent for payment.

All funding and/or grant expenditures approved by the Council shall be executed through a contract or grant award agreement with the identified service or project provider. One of the PLG's will be assigned for every approved expenditure and such PLG shall be responsible for preparing, reviewing and executing all necessary contractual documents.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the Council shall be the calendar year.

ARTICLE IX – AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed by a majority vote of the Voting Members of the Council (not a majority of those present) at any meeting of the Council provided, however, that written notice of the proposed amendment or repeal, verbatim, shall be provided to each Voting Member not less than ten days prior to such meeting.