

BYLAWS OF THE REGIONAL TRANSPORTATION DISTRICT

AMENDED THROUGH APRIL 29, 2025



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PREAMBLE

The Regional Transportation District ("RTD" or the "District") was created by the Regional Transportation District Act, § 32-9-101 et seq., C.R.S. (the "RTD Act") (Senate Bill 309, Sessions Law of Colorado, 47th General Assembly, First Regular Session, 1969). The District is a political subdivision of the State of Colorado, with those powers specifically granted and those reasonably implied from the RTD Act and necessary or proper to carry out the objects and purposes of the District.

The authority of the Board of Directors to adopt these Bylaws is expressly conferred by the RTD Act, at § 32-9-114 (1) (b), C.R.S. Some rules governing the internal affairs of the Board of Directors are contained in the RTD Act, while others are contained in other laws and others, by delegation, are to be established by the Board. For convenience of reference, those that are contained in the RTD Act or other laws, together with those that are adopted under delegated authority, are combined in these Bylaws. Nothing contained in these Bylaws, nor any omission from them, shall be construed as an alteration or deviation from any grant of power, duty, or responsibility to, or any limitation or restriction imposed upon the Board under the RTD Act or other applicable laws as they now exist or may be amended.

ARTICLE I – DEFINITIONS

The terms "district," "board," "director," "publication," "mass transportation system," and other terms defined in the RTD Act, and used in these Bylaws, shall have the same meaning as in the RTD Act unless the context clearly indicates a different meaning. "State Audit" as used in these Bylaws means the performance audit conducted by the Office of the State Auditor in 2009 and 2010 and reported to the state Legislative Audit Committee in March 2010.

ARTICLE II – BOARD OF DIRECTORS

All powers, privileges, and duties vested in or imposed upon the District shall be exercised and performed by and through the Board, whether set forth specifically or implied in these Bylaws. The Board may delegate to officers and employees of the District any or all executive, administrative, and ministerial powers.

ARTICLE III – OFFICE

The Board may designate, locate and relocate its executive and business office and such other offices or divisions as in its judgment are needed to conduct the business of the District. The office of the Board shall be located within the RTD District.

ARTICLE IV – MEETINGS

Section 1. REGULAR BOARD MEETINGS

Regular Board meetings shall be held on the fourth Tuesday of each month, at 5:30 p.m. Unless necessary to meet the agency's business needs, no Board or standing committee meetings will be scheduled in August or December of each year.

Section 2. STANDING COMMITTEE MEETINGS

For each month in which a regular Board meeting is scheduled, the following standing committee meeting cadence will apply. Performance Committee meetings will be held on the first Monday at 8:30 a.m. The



Finance and Planning Committee will be held on the second Tuesday at 5:30 p.m. The Operations, Safety, and Security Committee will be held on the second Wednesday at 5:30 p.m. Executive Committee meetings will be held on the third Thursday at 12:00 p.m.. Internal Audit Committee meetings will be scheduled as necessary to fulfill the committee's responsibilities.

Section 3. SPECIAL BOARD MEETINGS

Special Board meetings may be called by the Chair of the Board whenever, in the Chair's opinion, such a meeting is necessary or desirable, or whenever the same is requested in writing to the Chair by three or more members of the Board.

Section 4. ANNUAL BOARD PLANNING MEETING

At the beginning of each year, the Board will schedule an annual Board Planning Meeting lasting one or two days for the purposes of strategic planning, establishing annual Board priorities, and providing the General Manager's strategic goals for the agency and the annual performance evaluation as set forth in the State Audit. The schedule for the annual Board Planning Meeting will provide sufficient time to incorporate the meeting outcomes into initial phases of the District's budget planning cycle.

Section 5. STUDY SESSIONS

At the beginning of each year, the Board will schedule Study Sessions on certain Tuesdays not otherwise scheduled as Board Meetings or Committee Meetings, for the purpose of in-depth study of subjects or additional relevant training for the Board. At the District's primary business office unless otherwise set by the Board. There shall be no votes taken or business transacted at Study Sessions.

Section 6. PUBLIC MEETINGS AND EXECUTIVE SESSIONS

- a. All meetings of the Board, its Committees and other meetings of Directors shall be conducted in accordance with the Colorado Open Meetings Law, § 24-6-401 et seq., C.R.S. The Board or any committee of the Board may meet virtually.
- b. The Board, or a Committee, may meet in executive session to consider matters for which executive session is authorized under Colorado law, and in accordance with the requirements of the Colorado Open Meetings Law. No vote or other formal action shall be taken in Executive session. An executive session may only be convened by the affirmative vote of ten (10) or more for a Board meeting, a vote of five (5) or more for the Performance Committee, and a vote of four (4) for the Executive Committee.

Section 7. NOTICE OF MEETINGS

- a. Notice of regular Board meetings shall be in writing and shall be delivered, faxed, emailed or provided by other electronic means, or sent by first class mail, postage prepaid, to each Director at the Director's last known address as shown by the records of the District. Such notices shall be delivered, faxed, emailed or provided by other electronic means to the Directors or be deposited in the United States mails at least four days prior to the day of the regular meeting.
- b. Notice of special Board meetings shall be given to each Director at least twenty-four hours before the meeting. Notice shall be either oral or written. Oral notice shall be given face-to-face or by



telephone. Written notice may be given by mail, fax, email or other electronic means or personal delivery.

- c. Notice of all meetings shall be posted at least twenty-four hours prior to the holding of a meeting in the public place designated annually by the Board for the posting of notices as set forth by Resolution in the first meeting of the year and in the Two Week Calendar posted on the RTD-Denver.com website. The notice shall contain the following information: 1) the date, time, and place of the meeting; and 2) the agenda for the regular meeting, or the purpose or purposes for which a special meeting is called. Special meetings of the full Board shall be limited to the purpose or purposes set forth in the notice.

Section 8. RECESSES AND ADJOURNMENTS

- a. Nothing in these Bylaws shall be construed to prevent the recess or adjournment of a regular or special meeting to any place within the District designated by the Board of Directors.
- b. Once four hours have elapsed following the call to order of a meeting, all regular, special and committee meetings of the Board of Directors shall be adjourned at the conclusion of the agenda item under consideration, unless the Board votes to extend the meeting's length. A meeting may be extended by a majority vote of present and voting members. A motion to extend a meeting may (or may not) state a time when the meeting will conclude. If such a time is set, a motion may be made, and a majority of the board may pass an additional motion to extend. Any remaining action and discussion items on the agenda at the time of adjournment will automatically carry forward to the next meeting of the Board or respective committee or to a time set by a majority of the board.

Section 9. WAIVER OF NOTICE

No notice to Directors shall be required when all of the Directors waive notice or acknowledge receipt of a notice and consent on the records of the meeting to the holding of such a meeting. Such meeting shall be valid for all purposes and any action may be taken.

ARTICLE V – CONDUCT OF BUSINESS

Section 1. QUORUM

A quorum shall consist of eight Directors for regular and special Board meetings. No business of the Board of Directors shall be transacted except at a regular or special Board meeting at which a quorum is present, whether in person or virtually assembled. For standing committees of five members, a quorum shall consist of three Directors. For standing committees of six or seven members, a quorum shall consist of four Directors.

Section 2. VOTING REQUIREMENTS

- a. The affirmative vote of at least eight Directors present and voting, including by virtual means, shall be required for any action of the Board, except as provided in these Bylaws or as required by law. The affirmative vote of a majority of the standing committee members shall be required.
- b. In the absence of a quorum, the Directors in attendance may adjourn from time to time and may



compel the attendance of absent members in such manner and under such penalties as the Board of Directors, by resolution, may provide.

Section 3. THE REGULAR BOARD MEETING AGENDA

- a. All Board agenda requests shall be channeled through the Executive Manager of the Board Office, who shall keep track of the date and time that requests are received.
- b. All agenda items require approval from one of the Standing Committees as well as the Executive Committee, provided, however, that at least three Board members may add an update or action item to the agenda by providing written notification to the Chair and the Executive Manager of the Board Office, such notifications to be received prior to noon on the Wednesday preceding the regular Tuesday night Board meeting so as to be included in the Thursday Board packet, and subject to the provisions of Article XV for any proposed Bylaw amendments. To promote transparency and advance notice to the public, an item submitted by three or more Board members should normally be submitted first to a standing committee for discussion and vote; and if not so submitted, the Board may refer the item to a standing committee or otherwise postpone consideration. Should items of an emergency nature arise after the meeting of the Executive Committee, the placement of those items will be at the Chair's discretion.
- c. Recommended action agenda items will be listed in the following order:
 1. Items from the General Manager
 2. Items that were held over or tabled from a previous meeting
 3. Items from committees (including items first submitted to Standing committees by three or more Board members)
 4. Items from three or more Board members in the order they were received.

Section 4. ORDER OF BUSINESS

- a. The business of all regular meetings of the Board shall be transacted as far as practicable in the following order, with the provision that the Chair may, in the Chair's discretion, permit comments and questions from the public out of order at any time:
 1. Call to order
 2. Safety Moment
 3. Roll call of members and determination of quorum
 4. Comments and questions from the public
 5. Approval of meeting minutes from previous meeting(s)
 6. Chair's report
 7. General Manager's report
 8. Unanimous consent agenda
 9. Recommended actions
 10. Old business
 11. New business
 12. Executive Session
 13. Adjournment
- b. At any meeting where reports are entered into the record, such reports entered into the record shall



be deemed to be accepted by the Board of Directors.

- c. At any meeting where officers are to be elected or a new member is to qualify, such matters shall be considered immediately following the roll call and determination of quorum.
- d. The order of business shall adhere to the items set forth in the agenda, unless modified by the Chair if there is no objection from a majority of those Directors present and voting, including by virtual means, or by a two-thirds majority of Directors present and voting, including by virtual means.

Section 5. RESOLUTIONS AND ACTIONS – VOTE RECORDED

- a. Each and every legislative act of the Board of a general or permanent nature shall be by the passage of a resolution or other Board action upon a roll call or electronically recorded vote by the Executive Manager of the Board Office with the ayes, nays and abstentions recorded.
- b. The title of any resolution appearing thereon shall not be deemed a part of the resolution, and any resolution may pertain to more than one subject.
- c. All resolutions submitted to the Board of Directors shall be read in full before a vote is called for, except that whenever a draft resolution has been circulated among the members of the Board of Directors prior to any regular or special meeting, the reading of such draft resolution may be waived. If any Director requests that all or any part of the draft resolution be read, the Chair shall so order.
- d. The reading of the introductory “recommended action” paragraph in a Board of Directors Report circulated among the members of the Board of Directors prior to any regular or special meeting shall be read either in full or to such extent as the Chair shall determine. If any Director requests that all or any part of the paragraph be read, the Chair shall so order.
- e. All other action by the Board may be taken by motion adopted by voice vote, show of hands, electronic vote or rising, as determined by the Chair. However, any member may demand a roll call on any vote.

Section 6. RECORDS

All resolutions, as soon as practicable after their passage, shall be recorded in a book kept for that purpose and authenticated by the signature of the Chair presiding at their passage or the Chair Pro Tem present at their passage and attested by the Secretary. A record shall also be made of all other proceedings of the Board including Board Actions, minutes of the meetings, audio recordings, video recordings, reports entered into the record, certificates, contracts, bonds given by officers, employees, and any other agents of the District, and all corporate acts. The records shall be public records and shall be open for inspection as required by law.

ARTICLE VI – COMMITTEES OF THE BOARD

Section 1. STANDING COMMITTEES

- a. The committees named below are designated as “Standing Committees” of the Board of Directors. Each year the newly elected Executive Committee will appoint between five and seven Directors to the other standing committees based upon Directors’ stated interest in serving on standing



committees, and the Board will ratify the selections. The Board Chair will preside over the Executive Committee. The Chairs and Vice Chairs of the other standing committees will be selected by the members of the committee. The term of each standing committee chair and vice chair will be one year. In the event a committee vacancy arises after the Board's ratification, the Chair of the Board shall appoint a Director to fill the vacancy, subject to the ratification by the full Board. This appointment shall take effect upon notification to the Board. To ensure a quorum, the Chair is authorized to temporarily appoint a Director to a standing committee with such appointment effective upon notification to the Board through the end of the committee meeting(s) for which the member was appointed.

- b. Any Director is welcome to attend any standing committee meeting, but only the Directors assigned to that committee will determine a quorum and may vote. The business, scheduling, and notices of Board committee meetings shall be transacted as far as practicable in the same order and manner as for Board meetings, including compliance with the Colorado Open Meetings Law; with the exceptions that there shall be no Chair's report, no General Manager and CEO's report, and no unanimous consent agenda. Public comment germane to the topics listed in the published meeting agenda for the current and immediately preceding month will be taken at the beginning of each committee meeting. The Executive Manager of the Board Office will allow public comment in advance, and any comments received will be incorporated into the public record of the appropriate meeting. Agenda items for Board Committees may be added by the General Manager and CEO, Board Chair, the Committee Chair, or by having at least three Directors request an item be added by following the procedures in Article V, Section 3 (b). Directors may participate and vote in Board, special, and committee meetings by virtual meeting platform, speakerphone, or other similar electronic means by which all participants can hear and speak with each other. The Board Committee Chair and Vice Chair may jointly agree to cancel or postpone a scheduled Board, special, or committee meeting. Matters not expressly assigned in these Bylaws to a specific standing committee should be assigned to the most appropriate standing committee.
- c. **Executive Committee.** The Executive Committee will consist of the five Board officers, which are the Chair, First Vice Chair (Chair Pro Tem), Second Vice Chair, Secretary, and Treasurer. The responsibilities of the Executive Committee include: establishing the agenda for each regular meeting of the Board; addressing public affairs of the Board; managing external relationships on behalf of the Board; reviewing and recommending positions on relevant legislation; overseeing the internal governance of the Board; reviewing the Board Office budget; reviewing the performance of the Board Office Executive Manager; planning Board retreats; and other ministerial matters affecting the Board.

The Chair, or any member of the Executive Committee, is authorized to review and approve the expense reimbursements and travel requests for fellow Directors, in accordance with the Board of Directors Expense and Travel Policy.
- d. **Finance and Planning Committee.** The Finance and Planning Committee is responsible for agency financial matters, including but not limited to budget and monthly financial statement review, determination of the fiscal impact of all Board actions, asset management, and long-range planning and capital projects.
- e. **Operations, Safety, and Security Committee.** The Operations, Safety, and Security Committee is responsible for all operational matters, including all contracted and non-contracted bus, rail, paratransit, and microtransit services, as well as safety and security matters.



f. Performance Committee.

The Performance Committee has three oversight functions: 1) Performance management of the General Manager and CEO, 2) in close coordination with the General Manager and CEO, the development, ongoing review, and subsequent amendment of long-range strategic planning efforts, including the agency's Strategic Plan, 3) high-level monitoring of agency performance in relation to the Strategic Plan.

With respect to the performance management of the GM/CEO, the committee has primary oversight over the GM/CEO's employment agreement, annual goalsetting, the annual performance assessment framework, and annual performance assessment. The Performance Committee is also the appropriate venue through which the Board members periodically engage in dialogue with the GM/CEO to discuss feedback regarding the GM/CEO's ongoing performance.

The Committee is responsible for monitoring performance metrics related to, and progress toward, the agency's Strategic Plan. The Committee will collaborate with the GM/CEO to set the cadence, timing, and topics of performance updates relative to the Strategic Plan when developing and adopting its annual committee work plan.

Section 2. INDEPENDENT AUDIT COMMITTEE

Consistent with the International Standards for the Professional Practice of Internal Auditing published by the Institute of Internal Auditors (Standards), the Board will appoint a separate, independent Audit Committee that will establish and oversee the internal audit function consistent with the Standards.

Section 3. OTHER COMMITTEES

The Chair of the Board of Directors may establish and appoint such other special or ad hoc committees as the Chair deems appropriate, including designating the Chair of any such special or ad hoc committees. All such special or ad hoc committees shall be evaluated annually by the new Chair of the Board for update, change of committee members or dissolution, as appropriate.

Section 4. COMMITTEE WORK PLANS

Each standing and ad hoc committee must create, approve and forward to the full board for review an annual work plan detailing the major issues the committee will consider throughout the fiscal year. The work plan shall be developed in collaboration between the respective committee's chair, vice chair, and the responsible RTD staff with the input of the committee's members. The work plan must be created and approved by the committee no later than March of each year. Work plans for standing committees may, for purposes of ensuring the continuity of a standing committee's work, extend through February of the following fiscal year. Adjustments and additions to the work plan can be made by the committee chair in consultation with the committee vice chair and responsible RTD staff.

ARTICLE VII – OFFICERS AND PERSONNEL

Section 1. QUALIFICATIONS

Directors shall be electors who reside within the District, and each Director shall reside within the District which the Director is elected or appointed to represent.



Section 2. PROCESS FOR ANNOUNCING INTENTION TO RUN FOR A BOARD OFFICER POSITION

Board members who are interested in running for a Board Officer position will follow the process as defined and agreed upon by the full Board for declaring their candidacy.

Section 3. TERMS OF OFFICE

The terms of office of Directors shall be for the periods set out in the RTD Act, or until their successors have been chosen and qualified. CRS 32-9-111.

Section 4. ELECTION OF OFFICERS

At the first regular or special meeting of the Board of Directors in January of each year, the Board shall elect from its membership a Chair, a First Vice Chair (Chair Pro Tem), a Second Vice Chair, a Secretary and a Treasurer. These Officers shall serve until their successors have been elected, unless their term of office as a Director has expired, or unless removed from Board office, pursuant to Article VII, Section 10. The Officers shall be elected by an affirmative vote of at least eight (8) members of the Board. If two or more candidates are nominated for the office, the vote shall be by secret ballot and the Chair shall appoint two Board members who are not candidates for that office to count the votes and report on the election results. In the case of a single nominee for an office, the vote may be by voice.

Section 5. THE CHAIR

The Chair shall preside at all Board meetings. Except as otherwise authorized by action of the Board or these Bylaws, the Chair shall sign all contracts, deeds, notes, debentures, warrants, and other instruments on behalf of the District. The Chair is the first point of contact to the General Manager on matters related to the District's business, personnel matters or in the execution of their duties. The Chair will facilitate ongoing meetings with the General Manager to ensure the Board is kept informed about important issues in a timely manner. The Chair will work with the Performance Committee to provide performance evaluation on an annual basis for the General Manager. The Chair, or the Chair's designee, is responsible for reviewing and approving the General Manager and CEO's expenses and time records.

The Chair is the direct supervisor of the Executive Manager to the Board and is authorized to give day-to-day direction to the Executive Manager to the Board as needed. For purposes of the Executive Manager's annual performance evaluation, the Chair, following consultation with the Executive Committee and the General Manager, shall designate an Assistant General Manager or higher level employee to be responsible for the evaluation, including soliciting input from all Directors.

Section 6. FIRST VICE CHAIR (CHAIR PRO TEM) AND THE SECOND VICE CHAIR

The First Vice Chair (Chair Pro Tem) shall preside at all meetings and perform all other functions of the Chair, during the absence from the District of the Chair; and in the case of a vacancy in the office of Chair, shall serve as Chair until such time as the Board shall elect a new Chair. The Second Vice Chair (acting as Chair Pro Tem) shall preside at all meetings and perform all other functions of the Chair, during the absence from the District of both the Chair and the First Vice Chair (Chair Pro Tem); and in the case of a vacancy in the offices of both the Chair and the First Vice Chair (Chair Pro Tem), shall serve as Chair until such time as the Board shall elect a new Chair.



Section 7. THE SECRETARY

The Secretary shall be responsible for keeping the records of the District and for the recording of all votes; shall see that the proceedings of the Board are recorded in a minute book kept for that purpose, which shall be an official record of the Board; and shall perform all other duties incident to that office and as required by the RTD Act. The Secretary shall be custodian of the seal for the District and shall have power to affix such seal to contracts and instruments authorized to be executed by the District as may be required. The seal and official records shall be maintained in the office of the District. Whenever the Secretary is absent from any meeting, the Chair may appoint a Secretary Pro Tem for the meeting. The Board may delegate such responsibilities and duties as deemed necessary or desirable to one or more Board Office or other RTD Staff who need not be Directors.

Section 8. THE TREASURER

The Treasurer shall supervise the financial records of the District and perform such other duties as are normally performed by treasurers and those specifically assigned or delegated by the Board of Directors. The Board may delegate such responsibilities and duties as deemed necessary or desirable to one or more RTD staff who need not be Directors.

Section 9. VACANCIES

Any vacancy occurring in a Board-elected office shall be filled for the un-expired term in the same manner as is provided for the selection of full term officers.

Section 10. REMOVAL OF OFFICERS

Any Officer may be removed from office by the Board upon the affirmative vote of ten (10) Directors. Such action shall be initiated by a motion made at a regular meeting, but the vote shall not be called for until the next regular Board meeting or at a special Board meeting called for the purpose of considering such motion. The Secretary shall cause to be delivered or shall mail a copy of the resolution to the affected Director at least seven (7) days prior to the meeting at which the motion is to be voted upon.

Section 11. ADDITIONAL DUTIES

The Officers of the Board shall perform such other duties and functions as may from time to time be required by the Board, or by the Bylaws and rules and regulations of the District.

Section 12. THE GENERAL MANAGER

The Board shall appoint a General Manager who shall serve for such term and upon such conditions, including salary, as the Board of Directors, from time to time, may establish. The Board shall enter into a written employment contract with such General Manager which shall specify the terms and conditions of the General Manager's employment. The General Manager shall have the following powers, duties and responsibilities:

- a. The active, general management of the business of the District serving as the District's Chief Executive Officer, consistent with the purposes and the general policies of the District as expressed in the resolutions and actions of the Board of Directors, and the law under which the District is organized;



- b. Maintenance of financial records and books of account, and preparation of a monthly financial statement;
- c. The hiring, discharge, supervision, and general superintendence and direction of all employees of the District, consistent with the purposes and the general policies of the District as expressed in the resolutions and actions of the Board of Directors to the end that qualified individuals are employed when and as needed and that their respective duties are properly performed; provided, however, that the hiring and discharge of employees by the General Manager shall not be based on race, creed, color, national origin, ancestry, religion, marital status, sexual orientation, gender identity and genetic information, being a disadvantaged person, or eligibility for veteran's preference under federal civil service laws or regulations, sex, age, or on political services or affiliations, but shall be based upon their respective qualifications and capabilities in accordance with affirmative action policies adopted by the District and all applicable statutes, rules, and regulations relating to equal opportunity in employment.
- d. Reporting to the monthly meeting on the operations and progress of the projects of the District and upon all other matters within the General Manager's knowledge which may be of concern to the Board of Directors of the District;
- e. Directing the work and reviewing all monthly progress estimates of all consultants, contractors, and others doing business with the District; and taking such action as is indicated, including approval for payment.

Section 13. OATH OF OFFICE

Each Director, before assuming the responsibilities of the Director's office, shall take and subscribe an oath of office administered by such person or persons designated by the Board of Directors in substantially the following form located in attachment A.

Section 14. INDEMNIFICATION

Each Director of the District, while serving in the Director's official capacity as a Director or Officer, or after expiration of the Director's official capacity, shall be indemnified by the District through insurance against all costs and expenses actually and necessarily incurred by the Director in connection with the defense of any action, suit, or proceeding in which the Director may be involved or to which the Director may be made a party by reason of the Director's being or having been such Director or Officer, except in relation to matters as to which the Director shall be finally adjudged in such action, suit, or proceeding to be liable for willful or wanton negligence or intentional misconduct in the performance of the Director's or Officer's duty. A Director of the District, while serving in the Director's official capacity as a Director or Officer or after expiration of the Director's official term, may be indemnified for all costs of defense and payments of settlements or judgments for claims of willful and wanton conduct including punitive damage claims if the Board, by resolution adopted at an open public meeting and as permitted by the Colorado Governmental Immunity Act, C.R.S. § 24-10-101 et seq., determines it is in the public interest and permitted by law to do so. The foregoing right of indemnification shall not be exclusive of other rights to which the Director or Officer may be entitled as a matter of law or agreement.

**Section 15. FIDELITY BOND**

Each Director shall have a fidelity bond purchased for the Director by the District in accordance with C.R.S. § 32-9-113.

Section 16. COMPENSATION OF DIRECTORS

Each Director shall receive monthly, as compensation for the Director's services, a monthly Director fee of one-twelfth of the annual amount authorized by law.

ARTICLE VIII – DIRECTOR ACCOUNTABILITY**Section 1. EXPECTATIONS**

Directors are expected to adhere to local, state and federal law as well as the Board-adopted RTD Code of Ethics and Board Bylaws. Directors are bound by their fiduciary obligations to the taxpayer to act in the best interest of the agency. Each Director has sworn an oath of office (Attachment A) to uphold the Constitutions of the United States and the State of Colorado.

In addition to the above expectations, the Board of Directors maintains Board Operating Guidelines, which set forth expectations on how Directors approach their work, prepare for and participate in Board and committee meetings, engage with fellow directors, engage with the community, and work with staff. All Directors are expected to commit to the Guidelines.

Section 2. GROUNDS FOR DISCIPLINE

Directors may be subject to discipline for egregious and/or repeated violations during their term as a Director of any of the expectations outlined in Article VIII, Section 1.

Section 3. DISCIPLINARY PROCESS

The Chair of the Board will issue a written notice of violation, including documentation of each instance in which, in the Chair's judgement, the Director is subject to discipline as outlined in Article VIII, Section 2, to any Board member whose conduct meets the grounds for discipline. Any Director who receives written notice of violation(s) will be afforded seven (7) days to provide a written response to the notice. Written notice is considered provided on the date stamped on the email which transmits written notice of the violation(s) made to the subject Director. After receiving and considering the response, if one is provided within the stated timeline, the Chair may act to discipline the Director in accordance with Article VIII, Section 4, with such discipline taking effect at the discretion of the of the Chair.

All written notices provided to Directors and responses from Directors will be kept on file with the Board Office and shared with the full Board.

Any action taken by the Chair may be undone by a two-thirds vote of Board at the next regularly scheduled meeting of the Board or for a special meeting called for the purpose of reviewing the Chair's imposed discipline.



Section 4. DISCIPLINARY ACTIONS

Any or all of the following disciplinary actions may be taken by the Chair, subject to the disciplinary process as outlined in Article VIII, Section 3: recommendation to the full board for removal of a Board Officer, removal of a Director from their chair or vice chair position on a standing or ad hoc committee, removal of a member from a standing or ad hoc committee, reduction or elimination of expense allocations for local, travel, and conference expenses.

Section 5. PROVISIONS FOR DISCIPLINE OF THE CHAIR

The Chair can be subject to the same disciplinary process as outlined in Article VIII, Section 3 so long as any three Directors provide written notice to the Chair and First Vice Chair. The First Vice Chair will then recommend disciplinary actions provided for in Article VIII, Section 4 to be taken and present the proposed measures to the Executive Committee for a vote. The First Vice Chair will chair the portion of the meeting for disciplinary measures against the Chair. The Chair will be subject to disciplinary measures via a majority vote of the Executive Committee.

ARTICLE IX – BUSINESS ADMINISTRATION

Section 1. FISCAL YEAR

The fiscal year of the District shall commence on January 1 and end on December 31 of each year.

Section 2. BUDGET PROCESS

A committee shall be responsible for development and recommendation to the Board of the annual budget of the District and such other matters as may be assigned to it by the Chair or by the Board of Directors.

Section 3. PRELIMINARY BUDGET

The General Manager, with the advice and counsel of the appropriate Committee, shall prepare annually a preliminary budget, including therein operation and maintenance expenses, debt service, and any provision for capital expenditures for the ensuing fiscal year. In the preparation of each such preliminary budget and every annual budget the classifications and divisions into which such budget shall be divided shall comply with the requirements of any relevant contract or as otherwise provided by law. Any preliminary budget and any annual budget may set forth such additional material as the Board of Directors may determine. Every preliminary budget and every annual budget shall also set forth a statement of the sources of funds to be available to defray such expenditures and such other matters as required by the Local Government Budget Law of Colorado, C.R.S. § 29-1-101 et seq., as amended.

Section 4. PUBLIC HEARING ON BUDGET

The Board of Directors shall hold a public hearing, at such time as shall be determined by contract or by resolution, in accordance with the Colorado Local Government Budget Law. The holder of any security issued by the District or an elector of the District may appear in person or by agent or attorney and may present any objections the holder or elector may have to the final adoption of the budget for such fiscal year. Notice of the time and place of such hearing shall be published at least once in the official newspapers of the District at least ten (10) days before such hearing in accordance with law, and copies thereof shall be served upon other interested parties as shall be provided by law, contract, or any other action of the



Board of Directors.

Section 5. ADOPTION OF ANNUAL BUDGET

On or before the first day of December preceding each fiscal year, the Board of Directors shall finally adopt the annual budget for such next succeeding fiscal year. Copies of the annual budget shall be filed in the office of the District and with the designated State officials in accordance with law, and shall be furnished to any interested party upon request, as may be required by contract, or as otherwise directed by the Board of Directors.

Section 6. QUASI-ANNUAL BUDGET

If for any reason the Board of Directors shall not have adopted the annual budget on or before the first day of December preceding any fiscal year, the preliminary budget for such year (if approved in conformance with law and with any contract or formal action of the Board or otherwise) or, in the absence of an approved preliminary budget the budget for the preceding fiscal year, shall be deemed to be in effect for such fiscal year until the annual budget for such fiscal year is adopted.

Section 7. AMENDMENT OF ANNUAL BUDGET

The District may adopt an amended annual budget when reasonable and necessary, subject to any contractual conditions or requirements existing at the time the need for such amendment arises.

Section 8. APPROPRIATING RESOLUTION

- a. At a regular meeting held on or before December 31, the Board of Directors shall enact a resolution making appropriations for the fiscal year beginning January 1, next. The amounts appropriated for the several offices, departments, and other spending agencies shall not exceed the amounts fixed in the adopted/amended budget.
- b. The income of the District, as estimated in the budget and as provided for in the tax levy resolution and other revenue and borrowing resolutions, shall be allocated in the amounts and according to the funds specified in the budget for the purpose of meeting the expenditures authorized by the appropriation resolution.
- c. The Board of Directors may make an appropriation to and for a contingent fund or funds to be used only in cases of emergency or other unforeseen contingencies.

Section 9. FAILURE TO MAKE APPROPRIATION

If at the termination of any fiscal year, the appropriations necessary for the support of the District for the ensuing fiscal year shall not have been made, then ninety percent of the several amounts appropriated in the last appropriation resolution for the objects and purposes therein specified, so far as the same shall relate to the operation and maintenance expenses, shall be deemed to be appropriated for the several objects and purposes specified in the last appropriation resolution, in accordance with the Colorado Local Government Budget Law.



Section 10. NO CONTRACT TO EXCEED APPROPRIATION

Neither the Board of Directors nor any officer or employee shall have authority to make any contract, or otherwise bind or obligate the District to any liability to pay any money for any of the purposes for which provision is made in the appropriation resolution in excess of the amounts of such appropriations for any such fiscal year. Any contract, verbal or written, contrary to the terms of this section shall be void ab initio, and no District funds shall be expended in payments of such contracts.

Section 11. CONTINGENCIES

In cases of emergency caused by an act of God or the public enemy or some contingency which could not reasonably have been foreseen at the time of the adoption of the budget, the Board of Directors may authorize the expenditure of funds in excess of the budget, by resolution duly adopted by a two-thirds vote of the entire membership of the Board of Directors. Such resolution shall set forth in full the facts concerning the emergency. In any year which the budget has been filed with designated State officials in compliance with Colorado law, a certified copy of the emergency resolution shall be filed with the designated officials by the General Manager.

Section 12. AUDITS

- a. **Annual Audit.** The Board of Directors shall cause an annual audit of the District's financial statements to be made in accordance with generally accepted auditing standards (GAAS) following the end of each fiscal year. One certified copy of the annual audit shall be filed with the office of the State Auditor. The annual audit shall be performed by an independent Certified Public Accountant retained by the Board of Directors at its sole discretion for this or any other purpose it deems necessary. The auditor shall provide a signed auditor's opinion as to the fair presentation of the financial position of the District, the results of the District's operations, and changes in the District's financial position for the fiscal year ended.
- b. **Other Audits.** The Board of Directors may cause such other audits to be made as it deems necessary, utilizing the Internal Audit staff or an independent auditor as it alone shall determine.

Section 13. LEGAL COUNSEL

The Board of Directors shall have the authority to retain attorneys as legal counsel to the Board at its sole discretion under whatever arrangement it sees fit to negotiate. Such legal counsel may be called upon as needed by the Board to provide whatever counsel it deems necessary in order to properly perform its duties.

Section 14. CONSULTANT/CONTACTOR SELECTION AND TENURE

- a. The selection of those consultants, contractors, accountants, attorneys and professional agents of the District who are not employees of the District by the Board, or any committee or officer designated so to do, shall not be based on race, creed, color, national origin, ancestry, religion, marital status, sexual orientation, gender identity and genetic information, being a disadvantaged person, or eligibility for veteran's preference under federal civil service laws or regulations, sex, age, or on political services or affiliations, but shall be based upon their respective qualifications and capabilities with policies adopted by the District, such as but not limited to Affirmative Action Policies and DBE/SBE Policies and all applicable statutes, rules, and regulations relating to equal opportunity



in employment.

- b. Those selected shall hold their offices during the pleasure of the Board, but termination of investment bankers for convenience and not for default shall occur only on the affirmative vote of at least 10 Board members. Contracts for such services may be entered into on such terms and conditions as to the Board may seem reasonable and proper.

ARTICLE X – OFFICIAL NEWSPAPERS

Section 1. OFFICIAL NEWSPAPERS

The Board shall periodically select at least one (1) official newspaper of the District within each of the respective Counties and Cities and Counties within which the District is situated, and said newspapers shall be used for the official publications of the District.

Section 2. ADDITIONAL NEWSPAPERS

The Board may, if it deems it to be in the public interest, direct the use of additional newspapers for official publications, provided that such newspapers are published and circulated within the District.

ARTICLE XI – CORPORATE SEAL

The seal of the District shall be a circle containing the name of the District, which shall be used in such manner as seals generally are used by public and private corporations. The Secretary, through the Board Office shall have official custody of the seal and shall be responsible for its safekeeping and use.

ARTICLE XII – POTENTIAL CONFLICT OF INTEREST

Section 1. REFRAIN FROM PARTICIPATION

Any Director who is present at a meeting at which any matter is discussed in which the Director has, directly or indirectly, a private pecuniary or property interest shall declare that he or she has a potential conflict and shall refrain from advocating for or against the matter, and shall not vote in respect to such matter. If a Director is aware of a conflict of interest as to a matter as it is defined by these Bylaws, the RTD Code of Ethics, or State law, the Director shall recuse himself or herself from all debate and voting concerning the matter, and shall be asked to exclude himself or herself from any executive session in which the matter is discussed.

Section 2. OFFICIAL INTEREST ONLY

- a. No Director, nor any employee or agent of the District, shall be interested in any contract or transaction with the District except in his or her official representative capacity, or as provided in his or her contract of employment with the District.
- b. Neither the holding of any office of employment in the government of any municipality or other public body or the Federal Government, nor the owning of any property within the State of Colorado, shall be deemed a disqualification for Directorship or employment by the District, nor a disqualification for compensation for services as a Director, or as an employee or agent for the District.



ARTICLE XIII – POWERS OF THE DISTRICT

Without prejudice to the general powers conferred by law and by Article II of these Bylaws, it is hereby expressly declared that the Directors shall have the following powers and duties:

- a. From time to time to make and change rules and regulations, not inconsistent with law or these Bylaws, for the management of the business and affairs of the District and the conduct of Board, Committee, and other District meetings.
- b. To determine and designate, except as otherwise provided by law or these Bylaws, who shall be authorized to make purchases, negotiate leases and contracts, and sign receipts, endorsements, checks, releases, and other documents.
- c. To create standing or special committees and delegate such power and authority thereto as the Board deems necessary and proper to the performance of its functions and obligations.
- d. To create advisory committees made up of Directors, non-members of the Board of Directors, or both; and specifically to create an advisory committee made up of former Directors who shall meet not less than once a year.
- e. To prepare a certified annual financial report covering each year's activities. The report shall be submitted to the Board and made available to the public on or before July 31 of the ensuing year.

ARTICLE XIV – PARLAMENTARY AUTHORITY

The current edition of Robert's Rules of Order, newly revised, shall govern parliamentary procedure for the Board and its Committees except as herein provided or as otherwise provided by law.

ARTICLE XV – PRIVITIZATION AND EMPLOYEE LAYOFFS

The Board of Directors shall not recommend what is commonly known as privatization except with the proviso that no individual employee shall be deprived of employment at RTD as a consequence of such privatization.

ARTICLE XVI – MODIFICATION OF BYLAWS

These Bylaws may be amended by at least ten Directors present and voting affirmative at any regular meeting of the Board of Directors or at any special meeting of the Board called for that purpose, provided that in either instance notice of proposed revisions or amendments has been delivered, faxed or mailed to each Director not less than ten (10) days prior to the meeting at which such revisions or amendments are considered.

The foregoing are the official Bylaws of the Regional Transportation District as of April 29, 2025.


Chair of the Board of Directors


Secretary



ATTACHMENT A

OATH OF OFFICE

OF

DIRECTOR

I, _____, do solemnly affirm/(optional)swear, that
I am an elector who resides at _____,
which is within the Regional Transportation District and within Director District ____,
_____ County, from which I was elected/appointed;
that I will support the Constitutions of the United States and of the State of
Colorado; and that I will faithfully perform the duties of the office of Director of the
Regional Transportation District to which I have been elected/appointed.

STATE OF COLORADO)
) ss.
_____ AND COUNTY OF _____)

Subscribed and sworn to before me this
day of _____

_____, _____

My commission expires: _____

ATTACHMENT B

Bylaw Revision History

ADOPTED JANUARY 15, 1970
AMENDED THROUGH JULY, 2004
AMENDED THROUGH FEBRUARY, 2005
AMENDED THROUGH FEBRUARY, 2007
AMENDED THROUGH FEBRUARY, 2008
AMENDED THROUGH FEBRUARY, 2010
AMENDED THROUGH AUGUST, 2012
AMENDED THROUGH NOVEMBER 29, 2016
AMENDED THROUGH FEBRUARY 26, 2019
AMENDED THROUGH MARCH 26, 2019
AMENDED THROUGH DECEMBER 7, 2021
AMENDED THROUGH JANUARY 30, 2024
AMENDED THROUGH APRIL 30, 2024
AMENDED THROUGH JULY 30, 2024
AMENDED THROUGH DECEMBER 3, 2024
AMENDED THROUGH APRIL 29, 2025