

FRONT RANGE PASSENGER RAIL DISTRICT AMENDED AND RESTATED BYLAWS

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BYLAWS OF THE FRONT RANGE PASSENGER RAIL DISTRICT

SECTION 1 – GENERAL BYLAWS

Section 1.1: Purpose

The purpose of these Bylaws is to provide the governing document for the Front Range Passenger Rail District (the “District”).

Section 1.2: Suspension of Bylaws

Any element of these bylaws that is not required by law may be temporarily suspended by a majority vote of the Board of Directors of the District (the “Board”).

Section 1.3: Alteration, Amendment or Repeal of Bylaws

These bylaws may be altered, amended, or repealed by a majority vote of the Board at a duly noticed meeting of the Board. Such notice must include for consideration by the Board the specific alteration, amendment, or repeal of the bylaws being proposed.

SECTION 2 – BASIS OF AUTHORITY

Section 2.1: Authority of the Board

The District is a body politic and corporate and a political subdivision of the State of Colorado, created by and governed pursuant to Section 32-22-101, *et seq.*, C.R.S. (the “Front Range Passenger Rail District Act”). The Board is the governing authority of the District. The powers and duties of the Board are more specifically set forth in Section 32-22-105, C.R.S., including specifically the power to adopt bylaws pursuant to Section 32-22-105(2)(b), C.R.S.

Apart from their normal function as a part of this unit, or as directed by the Board, no individual Board member may commit the District to any policy, act, or expenditure. All powers, privileges, and duties vested in or imposed upon the District shall be exercised and performed by and through the Board. The Board may, however, delegate to officers, employees, and agents of the District any or all administrative and ministerial powers to the extent permitted by law.

Section 2.2: Governing Laws

The Board shall comply with and be guided by all applicable state and federal laws and regulations, including but not limited to the Colorado Open Meetings Act, the Colorado Open Records Act, and the Front Range Passenger Rail District Act.

SECTION 3 – BOARD AND STAFF STRUCTURE

Section 3.1: Board Officers and Staff

The Board shall elect four governing officers from among its voting members annually, at the first regular Board meeting of the calendar year. These shall consist of a Chair, Vice Chair, Secretary, and Treasurer.

The term for each officer shall be for the entire calendar year and until a successor is duly elected or the officer is duly re-elected at the first regular Board meeting of the following calendar year.

A simple majority vote of the Board is required for election of officers, but an officer may only be removed by a two-thirds majority vote of Board members present.

Section 3.1.1: Board Chair

The Chair shall perform the duties of presiding officer at all meetings of the Board; execute or cause to be executed all actions designated for Board action through resolutions or orders of the Board; and perform such other duties as the Board prescribes. The Chair may delegate any of these duties to other Board members or to the General Manager.

The Chair shall serve as the Board's primary liaison to the General Manager and shall work with the General Manager to develop the Board agenda prior to each Board meeting. The Chair shall also lead the oversight and evaluation of the performance of the General Manager.

The Chair is authorized as signatory to any official documents of the District requiring Board signature and, together with the Treasurer and General Manager, as a signing authority and custodian on all District funds and accounts.

Section 3.1.2: Vice-Chair

When the Chair is absent or the position of Chair vacant, the Vice-Chair shall perform the Chair's duties. Should the Chair disqualify themselves from participating in an agenda item, the Vice-Chair shall perform the duties of the presiding officer. The Vice-Chair may delegate any of these duties to other Board members or to the General Manager.

Section 3.1.3: Secretary

The Secretary shall be responsible for seeing that accurate minutes of Board meetings are kept and preserved, and that motions, decisions, and resolutions are accurately and correctly memorialized. Any of these functions may be delegated by the Secretary to the General Manager and staff but the responsibility to ensure such functions are being carried out to the satisfaction of the Board remains that of the Secretary.

Section 3.1.4: Treasurer

The Treasurer shall be responsible for seeing that appropriate financial procedures are in place, and that accurate financial records are kept. The Treasurer shall be responsible for seeing that an annual budget is prepared and adopted and is consistent and in accord with applicable law. Any of these functions may be delegated by the Treasurer to the General Manager and staff but the responsibility to ensure such functions are being carried out to the satisfaction of the Board remains that of the Treasurer.

The Treasurer, together with the Chair and General Manager, shall have custody of and be authorized as a signing authority on all District funds and accounts.

Section 3.1.5: General Manager

The Board shall hire or contract for a General Manager to serve as the District's chief executive officer and administrator for such terms and upon such conditions, including compensation, as the Board may establish. The General Manager shall have general supervision over the administration of the affairs, employees, and all business of the District, and shall be charged with the hiring and discharging of any District employees and the management of any District properties or assets.

Together with the Chair and the Treasurer, the General Manager shall have the care and custody of the funds of the District, shall cause these to be deposited in the name of the District in such financial institutions as the Board may direct, and shall be authorized as a signing authority on all District funds and accounts.

Section 3.2: Board Committees

The Board delegates certain administrative and deliberative responsibilities to an Executive Committee and three additional standing committees, as enumerated below. At any time, the Board may choose to form a special committee for any purpose and to delegate to such committee whatever scope or responsibility it sees fit.

Following the first regular Board meeting of the calendar year and the election of the Board's officers, the Chair shall appoint the chair and members of each of the standing committees, with the exception of those appointments specified as *ex officio* in these Bylaws. These appointments shall be recorded and made public, and the chair and members of each committee shall serve for the remainder of the calendar year and until replacements are appointed or the chair and members are re-appointed at the beginning of the following calendar year.

Each chair has the discretion to set agendas, establish meeting times and cadences, and prescribe the procedural rules for the conduct of meetings for each of their respective committees. All members of the Board, however, enjoy the privilege of attending and participating in any committee meeting, and are precluded only from votes taken in a committee of which they are not a member.

It is generally expected that all business of the District shall first be heard, discussed, and a course of action recommended by the committee of competent jurisdiction, as determined by the Chair, before being brought to the full Board for consideration or action. Notwithstanding such delegation of responsibilities to Board committees, no action or decision taken in any committee is binding upon or shall constitute an action of the Board. Recommendations of committees require a formal vote of the Board to become actions.

Section 3.2.1: Executive Committee

The Executive Committee serves as the principal committee of governance for the Board. It shall be chaired by the Chair, and its members shall consist of the four Board officers and the chair of each of the three standing committees. The Chair may elect to include additional individual Board members in the Executive Committee membership as the Chair deems fit and appropriate.

The Executive Committee is tasked with providing help, guidance, and counsel to the Chair and the General Manager in the management and operation of the District; overseeing preparation of the Board agenda and of other Board events; and performing any other Board functions that may require a more frequent cadence or swifter action than can be accomplished through regular monthly Board meetings. The Chair and the Executive Committee shall also bear primary responsibility for oversight and evaluation of the performance of the General Manager.

Section 3.2.2: Standing Committees

The standing committees shall consist of the "Planning Committee," the "Finance Committee," and the "Government Affairs and Communications Committee".

Section 3.2.1.1: Planning Committee

The Planning Committee shall bear primary responsibility for the service development plan and for all other and subsequent planning, regulatory, and technical issues related to the development of a passenger rail line, rail stations, and the operation of passenger rail service. In consultation with the Finance Committee, the Planning Committee shall also bear primary responsibility for grant funding of the District's activities and programs.

Section 3.2.1.2: Finance Committee

The Finance Committee shall bear primary responsibility for fiscal oversight of the District, for financial planning, accounting matters, budgeting, expenditures, audits, and the financial strategies of the District. The Finance Committee shall also bear primary responsibility for plans of finance for the implementation and operation of passenger rail service and, insofar as such is in service to any ballot measure put to the District's voters, shall do so in coordination with the Government Affairs and

Communications Committee. Finally, the Finance Committee shall play a consulting role to the Planning Committee for grant funding of the District's activities and programs.

The Board Treasurer shall serve as chair of the Finance Committee.

Section 3.2.1.3: Government Affairs and Communications Committee

The Government Affairs and Communications Committee shall bear primary responsibility for strategies and plans for communicating the District's strategic vision and program to political leaders, stakeholders, and the public, and for legislative strategy and activities at the local, state, and federal levels. The Government Affairs and Communications Committee shall also bear primary responsibility, in coordination with the Finance Committee, for political and communication strategies and activities in service to any ballot measure put to the District's voters.

Section 3.3: Participation of Advisory Nonvoting Members of the Board

Advisory nonvoting members of the Board shall have the same rights, privileges, responsibilities, and opportunities as voting members of the Board. This includes membership in, full participation at, and chairing of standing committees. Advisory nonvoting members of the Board are precluded only from voting at regular meetings of the Board and from serving as an Officer of the Board.

Notwithstanding these rights of advisory nonvoting members of the Board, an advisory nonvoting member shall not participate in an executive session if the Board determines in its motion for executive session that a particular matter for discussion concerns the member's appointing authority such that it should not be discussed with the member present. In such cases, the individual advisory nonvoting member may also choose this exclusion on their own initiative and be excused from the executive session.

SECTION 4 – BOARD MEETINGS AND PROCEDURES

Section 4.1: General Requirements

All meetings of the Board and its committees may be held virtually, provided that the conduct of the meeting complies with all requirements of the Colorado Open Meetings Act and the Front Range Passenger Rail District Act, and the platform used allows all Board members to participate meaningfully.

Section 4.2: Regular Meetings

The Board shall hold monthly meetings on a regular cadence and schedule established by the Board at the first meeting of each calendar year.

The Executive Committee, standing committees, and any special committees shall meet on a cadence and in a manner as established by their respective chairs.

Section 4.3: Board Workshops

The Board may hold periodic workshops, retreats, or study sessions on dates that are established from time to time by the Chair, and at which a quorum of the Board may reasonably be expected to attend. Even if no official action will be taken by the Board, all such meetings shall be open to the public and comply with the Front Range Passenger Rail District Act, the Colorado Open Meetings Law, and these Bylaws.

Section 4.4: Special Meetings (Non-Emergency)

Non-emergency special meetings of the Board may be initiated by the Chair, requested of the Chair by any Board member, or be initiated by action of a majority of the Board at a regular Board meeting. The Chair, or by action of the Board, may elect to hold such a meeting by informing all Board members of the date, time, and place of such special meeting, and the purpose for which it is called, and by posting notice as required by these Bylaws.

Section 4.5: Emergency Meetings

In the event of an emergency involving matters upon which prompt official action by the whole Board is necessary, the Board may hold an emergency special meeting without complying with the 24-hour notice generally required by law. An emergency means a disaster which severely impairs public health, safety, or both, as determined by the General Manager in consultation with the Chair. All members of the Board shall receive notice of such a meeting as far in advance of the meeting as possible. Only items relevant and necessary to dealing with the emergency shall be considered at the emergency meeting.

Section 4.6: Agendas and Items for Action

An agenda shall be prepared for all Board and committee meetings and shall be included with the notice of the meeting. In no case shall such notice take place less than 24 hours prior to the meeting, as required by law, but it is the intent of the Board to post such notice 72 hours prior, to the degree practical.

The agenda shall include all items of business to be considered, and such items are generally expected to have been vetted and considered beforehand through the standing committees and/or the Executive Committee. Only those items of business listed in the notice and agenda for a Board meeting shall be eligible for action at the Board meeting.

Section 4.7: Quorum and Majority

Official business of the Board may only be conducted by a quorum of Board members at a duly noticed meeting. A quorum is defined as a majority of the voting members of the Board. In the absence of a quorum, consistent with the Front Range Passenger Rail District Act and the Colorado Open Meetings Act, members of the Board at a duly noticed meeting may nonetheless proceed to hear reports and engage in discussion, but no official action may be taken.

Unless otherwise specified, official action by the Board may only be taken by a majority vote of the Board. A majority vote is defined as a majority of the voting members of the Board present at a duly noticed meeting.

Because no binding or official action may be taken at meetings of the Executive Committee or standing committees, no quorum is required for the conduct of the meetings of these bodies.

Section 4.8: Public Input

All meetings of the Board shall be open to the public, and regular Board meetings shall include reasonable and equitable provisions for public comment prior to any actions or decisions being taken. The conditions for public comment may be established by the Chair or by Board policy, and may include time limits, restrictions regarding relevance, rules of conduct, and provisions for dealing with willful disruptions.

Meetings of the Executive Committee, standing committees, and Board workshops shall also be open to the public. No provision for public comment is required in the meetings of these subordinate bodies but may be included at the discretion of their respective chair.

Section 4.9: Resolutions, Motions, and the Conduct of Meetings

Meetings of the Board shall be conducted in a manner consistent with any explicit policies of the District and in general conformance with rules and procedures outlined in Robert's Rules of Order. Any and all actions of the Board, unless otherwise specified, must be taken through the adoption of a resolution or a motion duly made and passed by a majority of the Board and shall be recorded in the minutes.

As specified in the Front Range Passenger Rail District Act, an important exception to the majority rule for taking official Board action is the requirement for a two-thirds majority for approval and referral of a ballot measure. Other instances of a two-thirds majority approval requirement include the motion to move into executive session and the removal of an officer of the Board.

Section 4.10: Abstentions for Personal, Professional, and Business Conflicts

Board members present at a meeting shall not abstain from voting for any reason other than for personal and financial conflicts of interest; for professional conflicts stemming from a member's employment by a business or responsibilities to an organization; or for conflicts stemming from specific business interests of a member's appointing authority in contradiction with the interests of the District. In such cases, members shall explain the nature of their conflict and shall be recorded as abstaining from a vote or excused from an executive session. For such a vote from which a member abstains, the member's presence is not included in calculating the number of votes necessary for taking action.

SECTION 5 – REMUNERATION

Section 5.1: Board Meeting Compensation

Board members shall receive no regular compensation for their service to the District.

Section 5.2: Board Member Expenses

The Board may choose to establish a policy for *per diem* or reimbursement of certain expenses incurred by Board members in the conduct of their work on behalf of the District and at the request of the Board. The District will not, however, reimburse Board members for participation in ceremonial events where no District business is conducted.

SECTION 6 – CODE OF ETHICS AND EMPLOYEE HANDBOOK

Section 6.1: Code of Ethics and Conduct

The Board shall establish, adopt, and maintain a “Code of Ethics and Conduct” document that governs the comportment of members of the Board in their execution of the District’s business and establishes standards of interaction and deliberation between and among members of the Board. Willful and repeated violations of the Board’s Code of Ethics and Conduct may cause the Chair or the Board to take whatever disciplinary action it may be within their power to exercise.

Section 6.2: Employee Handbook

The Board shall establish, adopt, and maintain an “Employee Handbook” that provides a clear articulation of the terms, conditions, rights, benefits, and expectations associated with employment by the District.