

# **COLORADO BOULEVARD HEALTHCARE DISTRICT (CBHD) BYLAWS**

## **ARTICLE ONE**

### **ESTABLISHMENT OF COLORADO BOULEVARD HEALTHCARE DISTRICT**

Section 1. The Colorado Boulevard Healthcare District (hereinafter “CBHD”) was established in 1991 by the City and County of Denver. The CBHD was created in response to the growing need for a coordinated strategy to address growth and potential conflicts among healthcare institutions, residents, and businesses in the area. The CBHD members have met on a regular basis since 1991, serving as a clearinghouse for new development proposals and/or issues presented by representatives of the neighborhood or the healthcare facilities.

Section 2. A CBHD Planning Committee submitted a formal District Plan (hereinafter “CBHD Plan”) to the City and County of Denver in 1997. The CBHD Plan was presented to the Denver Planning Board and City Council and adopted as an amendment to the Denver Comprehensive Plan in March of 1998. For further information, see a copy of the Denver Comprehensive Plan and other guiding documents at [www.denvergov.org](http://www.denvergov.org) or [www.sheaneighbors.com](http://www.sheaneighbors.com).

Section 3. These Bylaws are enacted pursuant to the authority granted in the CBHD Plan, adopted as an amendment to the Denver Comprehensive Plan. The CBHD Plan authorized the creation of a Committee to represent the different interests in the neighborhood and to oversee the planning, zoning and development processes. This Committee shall henceforth be recognized as the Colorado Boulevard Healthcare District Board of Directors (hereinafter “Board”). In the event of any conflict between these Bylaws and the CBHD Plan, the Board shall determine the most appropriate resolution. If and when any redevelopment occurs or other plans are developed with respect to the CBHD, the Board shall also determine whether the CBHD Plan should be amended.

Section 4. The boundaries of the CBHD are depicted on Appendix A and more specifically described in the CBHD Plan.

## **ARTICLE TWO PURPOSE**

The purpose of the Board is to monitor the expansion or redevelopment of the CBHD in a manner which enhances the institutions, businesses, and residences within the District and its’ adjoining areas. Any redevelopment shall maintain and enhance the quality of the surrounding area. The purpose is described with more particularity in the CBHD Plan.

## ARTICLE THREE BOARD OF DIRECTORS

Section 1. General Powers. The governing body of the CBHD shall be the Board of Directors.

Section 2. Number and Tenure. The number of directors of the Board shall be one per existing Member Organization, as well as an alternate. Member organizations shall be defined as organizations currently represented on the Board, or any members added prior to passage of these Bylaws ("Member Organization" - see Appendix B). Upon approval of the Board, a business organization or coalition will also receive one director and one alternate. Each Member Organization shall appoint a director and an alternate. Alternates shall attend on behalf of the director in the event a director is unable to attend a meeting. Alternates may attend with a director, and voice opinions, and otherwise participate; however, only one vote per Member Organization may be cast.

Section 3. Ex-Officio Board Members. Denver City Councilpersons, University of Colorado Regents, State Representatives and State Senators that represent any portion of the CBHD shall be ex-officio members of the Board. In addition, the Board may appoint other ex-officio members to the Board as deemed necessary and appropriate. Ex-Officio Board members shall not have voting rights and shall not be counted to constitute a quorum.

Section 4. Officers of the Board. The Board shall elect a Chairperson from its membership. Additionally, the Board shall elect a Vice Chair to serve in the absence of the Chairperson. The Chairperson shall perform the duties normal for their office. The Chairperson and Vice Chairperson shall be elected for a two year term, with said terms beginning in January of the calendar year. The Board may elect additional officers as is merited or determined by a majority vote. Any officer of the Board may seek successive terms for their respective office. Additionally, the appropriate City and County of Denver representative shall serve as liaison to the Board and shall provide staff support and perform such functions as directed by the Chairperson after consultation with the Department of Community Planning and Development Manager.

Section 5. Regular Meetings. The Board shall conduct a regular meeting on a monthly basis or at least once each calendar quarter (at such place as may be designated by the Board). Any regular meeting may be canceled by the Chairperson for good cause. Ample notice of any meeting or cancellation will be provided to each Director.

Section 6. Special Meetings. The Board may conduct special meetings as deemed necessary and appropriate upon the call of the Chairperson or any three (3) Directors by giving verbal, telephonic, faxed, electronic or written notice of time and place of such meeting to each Board Member at least 72 hours prior thereto. Special Meetings shall be conducted at such place as designated by those calling the meeting.

Section 7. Special Votes. The Board may also conduct special votes by verbal, telephonic, faxed, electronic or written communication as deemed appropriate by the Chairperson.

Section 8. Minutes. The Board shall approve minutes of its proceedings showing the presence or absence of each Board member and the vote of each member upon every motion. Failure to vote and any abstentions shall be noted in the minutes.

Section 9. Quorum. A quorum of the Board shall consist of fifty percent (50%) plus one of the total number of Directors. No official action may be taken by the Board on any matter unless a quorum is present. Any member present, who shall abstain from any vote or discussion for any reason, including such member's conflict of interest on any matter, shall be counted in determining the presence of a quorum.

Section 10. Board. Each member of the Board shall have one (1) vote. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except, that a vote of not less than two-thirds of the Directors shall be required for the adoption of or amendment of these Bylaws and any regulations necessary for the conduct of the CBHD.

Section 11. Attendance. The Board shall adopt a formal Attendance Policy that will apply to all Directors.

Section 12. Vacancies. Any vacancy occurring in the Board shall be forwarded by the Board to the sponsoring Member Organization as appropriate. The Membership Organization will have sixty (60) days to appoint a new Director to fill the vacancy.

Section 13. Compensation and Reimbursement. Directors shall serve without compensation or reimbursement.

Section 14. Open Meetings. All Board meetings shall be open to the public. The Board will accommodate public input in accordance with the CBHD Board Meeting Procedures (attached hereto as Appendix C).

#### ARTICLE FOUR AUTHORITY OF THE CBHD BOARD OF DIRECTORS

Section 1. Function. The Board will evaluate planning, zoning and development proposals, and other appropriate issues, for the redevelopment of the CBHD and make recommendations to the applicant, member organization, the City of Denver, Denver City Council and other relevant government agencies.

Section 2. Authority. The Board evaluations, recommendations and voting matters are advisory in nature and authority.

## ARTICLE FIVE COMMITTEES

Special Committees of the Board may be formed or existing groups may be consulted at the discretion of the Board in order to review planning, zoning and development proposals and to gather a wide opinion on certain issues. The results of any committee meetings or conclusions may be considered but shall not be determinative or bind the Directors. The data gathered from said Special Committees will be for informational purposes.

## ARTICLE SIX AMENDMENT OF BYLAWS AND ADOPTION OF REGULATIONS

Section 1. Amendment of Bylaws. By a vote of two-thirds of the Board, the Board may amend these Bylaws so long that at least ten (10) days written notice is given to Board members.

Section 2. Adoption of Regulations. The Board may adopt such other Regulations as necessary for the conduct of the Board or function of the CBHD.

## ARTICLE SEVEN CONFLICT OF INTEREST

No member of the Board or any Committee shall vote on matters in which such person has a financial interest, whether personally or through a third party. A majority vote of Directors shall conclude whether a conflict of interest applies if an individual Director is challenged.

ADOPTED by a unanimous vote of the Board of Directors of the Colorado Boulevard Healthcare District this \_\_\_\_ day of \_\_\_\_\_, 200 \_\_.