



OFFICIAL BYLAWS OF
“MESA COUNTY OPIOID RESPONSE SETTLEMENT REGION.”

ARTICLE I - NAME AND STATUS

The name of this organization shall be the “Mesa County Opioid Response Settlement Region”, also referred to as MCOR. The region encompasses, in totality, Mesa County, as a division of “Local Government” in the State of Colorado.

ARTICLE II – PURPOSE

Each Region must create its own Regional Advisory Board while giving consideration to the regional governance models illustrated in the Intergovernmental Agreement. The Regional Advisory Board 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 Advisory Board's identified fiscal agent for the benefit of the entire Region.

The organization is constituted for the purpose to formulate and submit a two-year plan, implement plan as well as reporting and auditing at the end of each annual cycle for the MCOR funds for the region.

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

The Advisory Board of the Organization shall consist of 12 voting members appointed by the County Commissioners, from: Public Health Department, Human Services Department, Law Enforcement, Municipal or County Court System, Elected Officials from County or Municipalities or other member agreed upon by. There are 14 non-voting members representing regional health care systems, behavioral health providers, the school district, higher education, and human service agencies.

ARTICLE IV – OFFICERS AND THEIR ELECTION

The officers of the organization will consist of the Chair, Vice-Chair, and Secretary/Treasurer. No more than one officer will be elected from any one organization. The board as a whole will elect these officers.

- A. The Chair will be elected by a majority vote of the board as a whole.
- B. The Vice-Chair 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 board as a whole shall elect a new Vice-Chair at their next regular meeting.
- C. In the event that a vacancy occurs in both the positions of Chair and Vice-Chair, the Secretary/Treasurer shall assume the Chair, and elections shall be held at the next regular meeting of the board to replace the two vacant positions.

Elections for officers shall be held at the first regular meeting of the Advisory Board within that 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 Advisory Board may be removed from the board for cause. Cause is defined as follows:

- Conflict of interest (where not fully disclosed)
- Misuse of confidential information
- Missing three consecutive Board meetings
- Obstructive and other behavior not furthering Organization purpose
- Upon removal from the Board by the appropriate appointing organization

ARTICLE V – DUTIES OF OFFICERS

CHAIR: The Chair shall preside at all meetings of the Advisory Board. He/She shall perform other duties as may be prescribed in these bylaws as assigned to him/her by the Board or Committee and shall coordinate the work of the Board, Committee and any special or standing committees, contractors and staff as may be developed.

VICE-CHAIR: The Vice-Chair shall perform all duties of the Chair in the absence of the Chair, and other specialized duties as assigned by the Board or the Committee.

SECRETARY/TREASURER: The Secretary/Treasurer shall assure that minutes are kept of the meetings of the organization, see that timely notice of meetings is given, be custodian of organization records, ensure that full records of all financial transactions are maintained in an orderly manner for review by funding entities and the board, and ensure that maximum earnings and security are given all organization funds.

ARTICLE VI - SEPARATE LEGAL ENTITY

MCOR shall be a separate legal entity from its members. The individual members thereof and the cooperating governing bodies or officials shall not be liable on the undertakings of MCOR, contractual or otherwise, regardless of the procedure by which such undertakings, or any of them, may be entered into.

ARTICLE VII – MEETINGS

The Advisory Board, will meet monthly, on the third Thursday of the month, subject to change. The Advisory Board will meet every January for the purpose of an Annual Meeting to certify board 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 positions. At the annual meeting, the Advisory Board may set other regular meetings of the Board for that calendar year. A meeting of the Advisory Board may be called at any time by the Chair, or by a majority of Board members with three days written notice to all members.

In the event that a matter pertaining to the business of MCOR, that, under these Bylaws, constitutes a need for a meeting outside the regularly scheduled board of directors meeting, the Board shall authorize a means of review and vote via email, only if the Board is satisfied that such means includes functionality designed to prevent duplicate and unauthorized voting. The Chair of the Board, shall present the matter via email. A motion shall be made by a member to consider the action, followed by a second and then discussion should follow regarding the matter. To allow reasonable time for discussion, a minimum of five (5) calendar days will be granted. Members should by the fifth (5th) day, submit his/her vote on the matter. The Chair should make every effort to reach out to the member if any member has not cast his/her vote by the specified date, in order to ensure participation. Minutes will then be completed, summarizing the special email meeting, any discussion and the results of the vote and minutes will be presented for approval at the next regularly scheduled meeting. A hardcopy of the emailed discussions and votes will be printed out and kept with the record of the minutes, clearly demonstrating each member's comments and final vote. These hardcopies will serve as supporting documentation. And will be kept with the fiscal agent of the funds.

In the event that a matter is urgent or under a time constraint/deadline, and the five (5) day time frame is not feasible, the Board Chair will call each member directly and ask them to review,

comment and cast their vote prior to the deadline. The process of documenting the discussion and vote will proceed as outlined above.

In all cases regarding email meetings, all transactions via email will adhere to the quorum as defined above.

All meetings of the organization shall be open to the public and the media. The Chair may call an executive session for the purpose of discussing sensitive legal matters, personnel issues, contract negotiations, or the discussion of specific prospective businesses where confidentiality has been requested.

ARTICLE VIII – BUDGET, DUES, AND FISCAL CONTROLS

The Advisory Board prepares line-item budget by September of each year for adoption of the budget at the final scheduled meeting of the year.

Fiscal controls will be established by the Advisory Board, and will be voted on by those directors and the Chair and Vice-Chair will sign the requisition to be presented to Mesa County for payment.

ARTICLE IX – FISCAL YEAR

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

ARTICLE X – AMENDMENT OF BYLAWS AND ZONE BOUNDARIES

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

PASSED, APPROVED AND ADOPTED by a majority vote of the full Advisory Board, executed and acknowledged this 9th day of September, 2021 by:



Janet Rowland, Chair