

CENTENNIAL WATER AND SANITATION DISTRICT

BYLAWS

Section 1. Authority

Centennial Water and Sanitation District (hereinafter referred to as “District”) is a quasi-municipal corporation and political subdivision of the State of Colorado and may exercise all of the rights, powers and authority expressly granted or implied by law for carrying out the objectives and purposes of the District, including, but not limited to Title 32, Article 1 of the Colorado Revised Statutes (“Special District Act”).

Section 2. Purpose

It is hereby declared that the Bylaws hereinafter set forth will serve a public purpose.

Section 3. Intent of the Board

It is the intent of the District Board of Directors, consistent with the availability of revenues, personnel and equipment, to use its best efforts to provide those services allowed by law. The Board of Directors has overall fiduciary responsibility for the operation of the District on behalf of the citizens of the District and its customers.

Section 4. Board of Directors

The Board of Directors of the District is composed of five members as authorized by statute, and all powers, privileges and duties vested in, or imposed upon, the District by law shall be exercised and performed by and through the Board of Directors (hereinafter referred to as the “Board”).

Section 5. Office

- a) Business Office. The principal business office of the District shall be at 62 Plaza Drive, Highlands Ranch, Colorado, unless otherwise designated by the Board.
- b) Establishing Other Offices and Relocation. The Board, by resolution, or other appropriate action, may from time to time, designate, locate and relocate its executive and business office and such other offices as, in the exercise of its discretion, are necessary or convenient to conduct the business of the District.
- c) Business Hours. The regular business hours of the District will be from 8:00 am to 5:00 pm, Monday through Friday.

Section 6. Board Meetings

- a) Regular Meetings. Regular meetings of the Board will normally be held at the business office on the last Monday of each month except for December, which will be determined on an annual basis by the Board. The meetings, including any variances to the above, will be approved by the Board and posted as required by law. Meetings commence at 6:30 pm, or as soon thereafter as possible. Changes to this schedule

will be posted in accordance with the provisions of C.R.S., Section 32-1-903 and on the District's website. There will be one opportunity for public comment during each regular Board meeting.

- b) Study Session. A regular study session of the Board will normally be held at the principal business office on the Tuesday before the regular Board meeting. These shall be considered open public meetings for the purposes of the Open Meeting Act C.R.S., Title 24, Article 6, Part 4, however no official action shall be taken at study sessions. The schedule for such meetings shall be adopted at the November or December meeting for the ensuing year. There will be one opportunity for public comment during each study session.
- c) Workshops. The Board may schedule workshops on specific topics at any time. Budget Workshops will be scheduled as needed in October or November of each year. Said workshops will be considered open public meetings for the purposes of the Open Meeting Act C.R.S. Title 24, Article 6, Part 4, however no official action shall be taken at a workshop. The public is usually not invited to speak at such workshops but may be allowed to at the discretion of the Chairperson.
- d) Retreats. The Board may, from time to time, conduct retreats. These meetings may be on-site or off-site and the length of the retreat may vary. Retreats will be conducted in accordance with all laws, including being open to the public, appropriately posted and have minutes taken. Retreats are envisioned to be conducted as follows:
 - 1) For emergency issues – as required
 - 2) For interim planning – on a periodic basis
 - 3) For long range planning and visioning – every other year. This retreat should be held at a location that allows the participants to devote adequate time to the retreat.
- e) Public Meetings. All meetings of the Board, other than executive sessions and social gatherings, shall be open to the public meetings. Meetings include any and all sessions of the Board, at which a quorum of the Board or three (3) or more Directors are expected to be in attendance for discussion of District business, either in person, telephonically, or electronically.
- f) Board Member Notice. Subsection (a) and (b) above shall constitute formal notice of regular meetings to Board members and no other notice shall be required to be given to the Board. Notice of special meetings shall be provided to Directors by email, telephone or Unites States Postal Service (USPS) not less than twenty-four (24) hours in advance. Notice delivered by USPS shall be deemed delivered at 5:00 p.m. on the third (3rd) day following the day on which it was deposited. Attendance by a Director at a regular or special meeting shall be deemed a waiver by the Director of the notice requirements of this subsection.
- g) Public Notice Public notice and an agenda for all meetings shall be posted not less than twenty-four (24) hours in advance as set forth in the Colorado Open Meetings Law. The District's webpage is designated for the posting of such notice pursuant to Section 24-6-401 C.R.S.

- h) Special Meetings. Special meetings of the Board may be called by any Board member or Officer of the District by informing the Directors of the date, time and place of the special meeting and the purpose for which it is called and by posting as required by law. Each Director shall be notified of said special meeting. The notice of the meeting shall include an agenda of the items to be discussed.
- i) Executive Sessions. All official business of the Board shall be conducted at regular or special meetings. Executive Sessions may be called at regular or special meetings, and conducted according to the following guidelines:
1. Calling the Executive Session. The topic for discussion in the Executive Session shall be announced in a motion, and the specific statute that authorizes the Executive Session shall be cited. An affirmative vote of two-thirds (2/3) of the quorum present shall be required to go into Executive Session.
 2. Conducting the Executive Session. No formal action shall take place in an Executive Session. The discussion in Executive Sessions shall be limited to the topics for which the Executive Session was called. The Executive Session shall be recorded electronically, and that record held in accordance with state statutes. No electronic or other record is necessary to be kept for any portion of the discussion in Executive Session which the District's attorney is of the opinion constitutes an attorney-client privileged communication and so states on the record or signs a written statement to that effect.
- j) Adjournment and Continuance of Meetings. When a regular or special meeting is for any reason continued to another time and place, notice need not be given of the continued meeting if the time and place thereof are announced at the meeting at which the continuance is taken, other than as required by law. At the continued meeting, any business may be transacted which could have been transacted at the original meeting.
- k) Emergency Meetings. Notwithstanding any other provisions in this Section 6, emergency meetings may be called, without notice if notice is not practicable, by the Chair, Vice Chair, or any two (2) Directors of the Board in the event of a declared emergency that requires the immediate action of the Board in order to protect the public health, safety, welfare and property of the residents and visitors of the District. If possible, notice of such emergency meeting may be given to the Board by telephone or whatever other means are reasonable to meet the circumstances of the emergency. At such emergency meeting, any action within the power of the Board that is necessary for the immediate protection of the public health, safety, welfare or property of the residents and visitors of the District may be taken; provided, however, that any action taken at an emergency meeting shall be effective only until the first to occur of: (a) the next regular meeting, or (b) the next special meeting of the Board at which the emergency issue is on the public notice of the meeting. At such subsequent meeting, the Board may ratify any emergency action taken. If any emergency action taken is not ratified, then it shall be deemed rescinded as of the date of such subsequent meeting, although the validity and effectiveness of the emergency action during its effective time shall not be invalidated. A declared emergency for purposes of this subsection (k) is an emergency within the District that has been so declared by county or municipal government, the State of Colorado, the United States government, of any department or agency thereof, or the Chair, Vice Chair, or any two (2) Directors of the Board.

- l) Email Meetings. Section 24-6-402, C.R.S., requires that certain e-mail correspondence between three (3) Directors (or, when two (2) Directors constitute a quorum, two (2) Directors), if said email correspondence discusses pending resolutions or other District business, shall be considered a public meeting subject to the requirements of the Colorado Open Meetings Law.
- m) Electronic Attendance at Meetings. Section 24-6-402(1)(b), C.R.S., defines a meeting as “Any kind of gathering to discuss public business, in person, by telephone, electronically, or by other means of communication.” Directors may attend meetings by telephone or other electronic means, so long as he or she is able to reasonably hear the comments from the audience and any comments and discussion among other Directors and staff and is able to participate in the discussion.

Section 7. Committees

- a) Centennial Water and Sanitation District Committees. The Board may from time to time appoint members to various committees which will review and recommend action on items related to the intent and charter of the committee.
- b) Approval by Committee. Except for specific approval rights delegated to the committees by the Board, the committees’ primary function will be to recommend to the Board the approval or denial of various matters and the recommendation of whether to place said matters on the Board agenda under either General Business or Consent.
- c) Committee Formation Criteria. There must be a need and a clear charter for the committee. The committee shall have clearly defined membership criteria. Temporary committees may be formed to address a specific issue and shall have a beginning and a termination date.
- d) Audit Committee. Unless otherwise created by the Board pursuant to the provisions above, the entire Board shall serve as the Audit committee of the District and perform said duties as prescribed by generally accepted accounting principles.
- e) Meeting Public. All meetings of committees, other than Executive Sessions authorized by law, shall be open to the public.
- f) Notice of Meetings. No other notice other than contained above shall be required to be given to the various committee members.

Section 8. Conduct of Business

- a) Quorum. All official business of the Board shall be transacted at a regular or special meeting at which a quorum of the Directors shall be present in person, by telephone or computer conference providing that each Director is able to communicate with each of the other Directors, except as provided in Section (b).
- b) Vote Requirements. Any action of the Board shall require the affirmative vote of a majority of the Directors present and voting at the meeting; provided, however, that subject to the provision of subparagraph C (below): i) when emergency circumstances affecting the affairs of the District and the health and safety of District residents so dictate, those Directors available at the time may, without the necessity of a formal meeting, undertake whatever action is considered necessary and may so instruct the

District's employees; and ii) a two thirds majority is required to meet in executive session.

- c) Action Following Emergency Poll. If time allows, emergency actions may be taken without an emergency meeting only following virtual, telephone or electronic polling of the Board members by the Secretary or other officer of the District provided further that:
- 1) The Secretary or other officer conducting the poll makes a reasonable attempt to contact all of the Board members; and
 - 2) At least three Board members approve the proposed action; and
 - 3) No Board member contacted objects to the proposed action; and
 - 4) Ratification of the action shall be placed on the agenda for the next regular or special meeting.
- d) Electronic Signatures. In the event the signature(s) of one (1) or more Directors of the Board or designated signatories are required to execute a written document, contract, note, bond, deed, and/or other official papers of the District, and the appropriate individual(s) is unable to be physically present to sign said documentation or deem it more convenient to sign electronically, such individual or individuals are authorized to execute the documentation electronically via facsimile or e-mail signature, unless said documentation provides otherwise. Any electronic signature so affixed to a document shall carry the full legal force and effect of any original, handwritten signature. This provision of these Bylaws shall be interpreted as establishing District's consent or authorization to bind the District to any transaction by the use of electronic records or electronic means provided said electronic signatures are made in accordance with Article 71.3 of Title 24, C.R.S., also known as the Uniform Electronic Transactions Act.
- e) Order of Business. The business of all regular meetings of the Board shall be include the following and be transacted, as far as practicable, in the following order:
- 1) Call to order
 - 2) Roll call of members
 - 3) Reaffirmation of Disclosure
 - 4) Public Comments
 - 5) Staff Presentations
 - 6) Discussion Items
 - 7) Approval of the minutes of the previous meeting(s)
 - 8) Receipt and file of Study Session / Committee meeting / Workshop
 - 9) Public Hearings
 - 10) Approval of Business Agenda
 - 11) Consent Business
 - 12) General Business
 - 13) Special Reports of Staff, Legal Counsel, Chairperson and/or Individual Directors
 - 14) Adjournment
- f) Resolutions and Motions. Each and every action of the Board necessary for the governing and management of the affairs of the District, for the execution of the powers vested in the District, and for carrying into effect the provisions of Article 1 of Title 32, C.R.S. as amended, shall be taken by the passage of motions or resolutions.

- g) Minutes. Within a reasonable time after passage, all votes, resolutions, motions, and minutes of Board meetings shall be recorded in a visual text format that may be transmitted electronically and kept for that purpose and shall be attested by the Recording Secretary. Such records shall be the official record of Board meetings. Minutes of regular meetings shall be available for public review as soon as practicable following acceptance of the minutes by adoption of a motion of the Board. Except as authorized by law, executive sessions shall be electronically recorded on audio tape or other electronic media, and such electronic recording or reproduction of the same shall be kept separate from minutes of regular sessions as described in Section 6.e. of these Bylaws and shall not be open to the public except as required by law. Draft minutes are considered work product under the Colorado Open Records Act and are not available to the public until discussed by the Board in a public meeting.
- h) Conduct at Public Meetings. Disorderly conduct, harassment, or obstruction of or interference with meetings by physical action, verbal utterance, nuisance or any other means are hereby prohibited and constitute a violation of District rules. Such conduct may result in removal of person(s) responsible for such behavior from the meeting and/or criminal charges filed against such person(s). To the extent such occurrences arise and the person(s) responsible refuses to leave the premises, law enforcement authorities may be summoned. Prosecution will be pursued under all applicable laws including, without limitation, Sections 18-9-108, C.R.S. (disrupting lawful assembly), 18-9-110, C.R.S. (public buildings - trespass, interference), and/or 18-9-117, C.R.S. (unlawful conduct on public property). Law enforcement may be requested to attend meetings at any time in which the Board believes their presence is desirable to the keeping of the peace and conducting public business.
- i) Public Comment at Board Meetings. Comments by members of the public shall be made only during the “Public Comment” portion of the meeting and shall be limited to three (3) minutes per individual and five (5) minutes per group spokesperson unless additional opportunity is given at the Board’s discretion. Each member of the public wishing to speak shall be asked to fill out a form stating name, address, and subject to be addressed. Board members will not answer questions or respond to comments during the public comment period. If a response to any comment is necessary, the board may direct the General Manager to provide a response from staff as appropriate. Those members of the public wishing to make comments to the Board shall be required to either state their first and last name and address audibly or, in the event the meeting is being conducted virtually, to enter their first and last name and address into the appropriate section of the virtual meeting platform. Notice of this requirement shall be posted on each meeting agenda so as to ensure uniform and consistent application.

Section 9. Directors, Officers and Personnel

- 1) Director Qualifications and Terms. Directors shall be electors of the District. The term of each Director shall be determined by relevant statutory provisions, with elections held and conducted in the manner prescribed by law.
- 2) Oath of Office. Each member of the Board, before assuming the responsibilities of his/her office, shall take and subscribe an oath of office and, at the expense of the District, furnish any bond required by law.

- 3) Faithful Performance Bonds. Each Director shall furnish, at the expense of the District, an individual, schedule or blanket surety bond or crime insurance in the sum of not less than one thousand dollars (\$1,000) each, conditioned on the faithful performance of the duties of his/her office. In addition, the Treasurer shall furnish, at the expense of the District, a corporate fidelity bond or crime insurance in a sum of not less than five thousand dollars (\$5,000), conditioned upon the faithful performance of the duties of his/her office.
- 4) Election of Officers. The Board of Directors shall elect from its membership a president/chairperson, vice president/vice chairperson and a treasurer and two assistant secretaries who shall be the officers of the Board of Directors and of the District. The General Manager shall be the Secretary unless the Board decides otherwise. The officers shall be elected by a majority vote of the Directors. The election of the officers shall be scheduled at the first regular meeting of the Board following the regular election of the Directors. Each officer, so elected, shall serve at the pleasure of the Board or until their successors are duly elected and qualified.
- 5) Vacancies. Any vacancy on the Board shall be filled by appointment by the remaining Directors as prescribed by statute. Any vacancy occurring in any office shall be filled for the unexpired term in the same manner as provided for the election of full-time officers.
- 6) Chairperson. The Chairperson shall preside at all meetings and shall perform all duties incident to that office including setting the agendas for meetings of the Board.
- 7) Vice Chairperson. The Vice Chairperson shall act as Chairperson of the Board in the absence of the Chairperson and shall perform all duties incident to that office as required by the Board.
- 8) Treasurer. The Treasurer shall keep, or cause to be kept, permanent, strict and accurate accounts of all money received and disbursed by the District. The Treasurer shall cause to be filed with the Clerk of the Douglas County District Court, at the expense of the District, a corporate fidelity bond or crime insurance in an amount determined by the Board of not less than \$5,000, conditioned on the faithful performance of the duties of the office.
- 9) Secretary. The Secretary shall be responsible for recording or causing to be recorded all votes and the composing of a record of the proceedings of the Board in a minutes file kept for that purpose, which shall be the official record of the Board. The Secretary shall be the custodian of and have the power to attest all contracts and instruments authorized to be executed by the Board. The Secretary shall not be required to take an oath of office, nor shall a performance bond be required.
- 10) Additional Duties. The officers of the Board shall perform such other duties and functions and may from time to time be required by the Board, by the Bylaws or rules and regulations of the District.

- 11) General Manager. The Board may appoint a General Manager to serve for such term and upon such conditions, including salary, as the Board may establish. The General Manager shall serve as Chief Executive Officer and have general supervision over the administration of the affairs, employees and business of the District and shall be charged with the hiring and discharging of employees, as set out in the Personnel Practices and Policy Manual, and the management of District's properties. The General Manager shall, according to established procedures cause to be approved all vouchers, orders and checks for payment. The General Manager shall serve as Secretary of the District. Additionally, the General Manager or another individual designated by the Board shall serve as the designated election official for all elections held by the District.
- 12) Director- Finance and Administration. The Board may authorize the appointment of a Director - Finance and Administration to serve as a regular District employee for such term and upon such conditions, including salary, as the Board may establish. The Director- Finance and Administration shall be the Chief Financial Officer ("CFO"), the designated Budget Officer. As such the CFO shall have general supervision over the financial administration of the District; managing compliance and relationships with rating agencies and other debt related requirements; and care and custody of all funds of the District in such banks and financial institutions as the Board may select. The Director- Finance and Administration shall keep regular books of account of all District transactions and shall obtain, at the District's expense, such bond or crime coverage insurance for the faithful performance of his duties as the Board may designate. The Director- Finance and Administration shall serve as an Assistant Secretary to the Board, and, in the absence of the General Manager, as acting General Manager. The Director - Finance and Administration reports to the General Manager.
- 13) Director of Public Works. The Board may authorize the appointment of a Director of Public Works to serve as a regular District employee for such term and upon such conditions, including salary, as the Board may establish. The Director of Public Works shall have general supervision over the planning, engineering, and construction of most projects of the District. He may also have responsibility for the maintenance of some facilities. The Director of Public Works reports to the General Manager.
- 14) Director of Operations. The Board may authorize the appointment of a Director of Operations to serve as a regular District employee for such term and upon such conditions, including salary, as the Board may establish. The Director of Operations shall have general supervision over the operations and maintenance of District facilities. The Director of Operations reports to the General Manager.
- 15) Personnel Selection and Tenure. The selection of agents, employees, engineers, accountants, special consultants and attorneys of the District will be based upon the relative qualifications and capabilities of the applicants and shall not be based on political services or affiliations. Contracts for professional services of engineers, accountants, special consultants and attorneys may be entered into on such terms and conditions as may seem reasonable and proper to the Board.
- 16) Board of Directors Compensation. Each Director may receive only the compensation prescribed by statute. Directors receiving compensation will be paid

the current statutory amount of \$100, which can only be increased for Directors elected to future terms by a vote of the Board of Directors, for every Study Session and every regular or special Board meeting attended. Such payment is subject to the following maximums.

- 1) The Board member has not waived payment in writing.
- 2) The maximum annual compensation (accrual basis) prescribed by statute.
- 3) Payment for no more than two meetings per month.

Section 10. Financial Administration

The procedure for approving annual budgets shall comply with C.R.S. Section 29-1-101 *et seq.*, which is generally as follows:

- a) Fiscal Year. The fiscal year of the District shall commence on January 1 of each year and end on December 31.
- b) Enterprise Financial Statement Accounting. As the result of a 1992 election, the District was exempted from the provisions of the Taxpayer Bill of Rights. As a result, the District has adopted an appropriate enterprise resolution and has determined that the District is an enterprise for the purpose of filing its annual financial statements and for purposes of complying with the Taxpayer Bill of Rights.
- c) Budget. By the statutory deadline, the General Manager and Budget Officer shall prepare and submit to the Board a proposed budget for the ensuing fiscal year. The budget shall be accompanied by a written budget message describing the important features of the budget and by a general summary which shall set forth the aggregate figures of the budget in such manner as to show the balanced relations between the total proposed expenditures and the total anticipated income or other means of financing the proposed budget for the ensuing fiscal year, as contrasted with the corresponding figures for the last completed fiscal year and the current fiscal year. It shall be supported by explanatory schedules or statements classifying the expenditures contained therein by services, subjects and funds. The anticipated income of the District shall be classified according to the nature of receipts. The budget, in order to provide more detailed information than would be otherwise required, shall be prepared as though the District is a general government unit rather than an enterprise.
- d) Notice of Budget. Upon receipt of such proposed budget, the Secretary or Budget Officer shall cause to be published a notice that the proposed budget is open for inspection by the public at the principal business office; except as otherwise provided by law, the Board will consider the adoption of the proposed budget at its regularly scheduled December meeting; and that any interested elector may inspect the proposed budget and file or register any objections thereto at any time prior to its final adoption. Notice shall be published in substantial compliance with C.R.S. § 29-1-108, as amended.
- e) Budget Hearing. The budget hearing will be conducted during the regular board meeting in November of the year preceding the budget fiscal year.
- f) Adoption of Budget. On the day set for consideration of such proposed budget, usually during the board meeting in December, the Board shall review the proposed budget and

revise, alter, increase or decrease the items as it deems necessary in view of the needs of the District and the probable income of the District. The Board shall adopt a budget setting forth the expenditures to be made in the ensuing fiscal year. The Board shall provide for sufficient revenues to finance the budgeted expenditures.

- g) Filing of Budget. The Secretary shall cause a certified copy of such budget to be filed with the Division of Local Government in the Department of Local Affairs as prescribed by law.
- h) Budget Resolutions.
 - 1) General – Unless otherwise provided by law, on or before December 15th, the Board shall enact the resolutions necessary to appropriate funds at the total expenditure level for all funds other than the Capital Projects Fund, the Water Acquisition Fund and portions of the Reserve Fund as more fully defined in the District’s purchasing policies. The appropriations made for all said funds shall not exceed the amounts fixed therefore in the budget and shall lapse at year end.
 - 2) Appropriations from the Capital Projects Fund, Water Acquisition Fund and certain projects as defined in the District’s purchasing policy for the Reserve Fund, shall be made throughout the fiscal year on a project-by-project basis. Any appropriation for any particular project shall continue until expended or until any unexpended appropriation for that project is rescinded by the Board.
- i) Contingencies.
 - 1) In cases of emergency caused by a natural disaster, public enemy, or some contingency which could not reasonably have been foreseen at the time of the adoption of the budget, the Board may authorize expenditure of funds in excess of the budget by a resolution amending the budget duly adopted by the Board. Such resolution shall set forth in full the facts concerning the emergency and shall be included in the minutes of that meeting.
 - 2) If so enacted, the Secretary shall cause a copy of the resolution to be filed with the Division of Local Government and shall publish the resolution as required by law.
- j) No Contract to Exceed Appropriation. No person including the Board shall have the authority to enter into any contract, or otherwise bind or obligate the District to any liability for payment of money for any purposes, for which provision is not made in an appropriation resolution, including any legally authorized amendment thereto, in excess of the amounts of such appropriation. Any contract, verbal or written, contrary to the terms of this sub-section, shall be void, and District funds shall not be expended in payment of such contracts.
- k) Annual Audit.
 - 1) The Treasurer shall cause, pursuant to statutory requirements, an annual audit to be made at the end of the fiscal year of all financial affairs of the District.
 - 2) The CFO is authorized to execute the engagement letter on behalf of the District consistent with the terms approved by the Board.

- 3) A copy of the audit report shall be maintained in the District office as a public record for public inspection at all reasonable times.
- 4) The CFO shall forward a copy of the audit report to the State Auditor or other official, pursuant to statutory requirements, within thirty days following receipt of the audit.

l) Bank / Investment Accounts.

1. No District accounts which are to be used as bank savings deposit accounts (including checking accounts which earn interest or money market deposit accounts) or bank demand (non-interest bearing) accounts may be opened with financial institutions without approval consistent with intentions of the Board through the adoption of an appropriate resolution.
2. Accounts may be established and maintained in order to facilitate the investment of District funds, which are in excess of immediate operating requirements, and which said investments and delivery thereof are consistent with the Investment Policy and Procedures adopted by resolution of the Board.

Section 11. Disclosure of Conflict of Interest

A potential conflict of interest of any Director shall be disclosed in accordance with State law, particularly Article 18 of Title 24 C.R.S. and Sections 32-1-902(3) and 18-8-308, C.R.S.

Section 12. Indemnification of Directors and Employees

The District shall defend, hold harmless and indemnify any Director or employee and shared employees against any claim or demand, whether groundless or otherwise, which lies in tort or could lie in tort as defined in the Colorado Governmental Immunity Act (Title 24, Article 10, C.R.S.) arising out of any alleged act of omission occurring during the performance of their duties and within the scope of their employment with the District. The District may compromise and settle any such claim or suit and/or pay the amount of any settlement or judgment rendered thereon.

Section 13. Public Records

All public records requests shall be directed to the Secretary of the District who shall respond to such requests after consultation with the attorneys for the District and in accordance with the Rules and Regulations of the District.

Section 14. Powers of the Board of Directors

Without restricting the general powers conferred by law, it is hereby expressly declared that the Board may:

- a) Determine and designate, except as otherwise provided by law, by the Rules and Regulations of the District or these Bylaws, who shall be authorized to make

- purchases, negotiate leases for office space, and sign receipts, endorsements, checks, releases and other documents within the limits established by the Board.
- b) Create standing or special committees and to delegate such power and authority thereto as the Board deems necessary and proper for the performance of its functions and obligations.
 - c) Prepare financial reports, other than the statutory audit, covering each year's fiscal activities; and said report, if requested, shall be submitted to the Board and made available for inspection by the public.

Section 15. Modification/Interpretation of Bylaws

The Board reserves the right to change or rescind these Bylaws at any time, as well as the right to determine the meaning, purpose and effect of the Bylaws. The Board also, to the extent permitted by law, reserves the right, in its sole discretion, to determine whether, and to what extent, these Bylaws should be applied in any given circumstance.