OFFICIAL BYLAWS OF
"SouthWEST Opioid Response District (SWORD)."

ARTICLE I - NAME AND STATUS

The name of this organization shall be the SouthWEST Opioid Response District (SWORD) (hereinafter known as the "Council") is comprised of five counties in the State of Colorado, Montezuma, La Plata, Archuleta, San Juan, and Dolores, two sovereign nations, and several municipalities therein.

ARTICLE II – PURPOSE

The purpose of this Regional Council is to receive, manage, and report on the use of Opioid Funds from the State of Colorado pursuant to the Colorado Opioids Settlement Memorandum of Understanding dated August 26, 2021 ("Colorado MOU") and the SouthWEST Opioid Response District Intergovernmental Agreement ("IGA"). The defined terms used in these Bylaws shall have the same meanings as in the Colorado MOU. Each Region must create its own Regional Council while following the procedures established by the Colorado MOU and the IGA. The Regional Council must be formed by the Participating Local Governments within the Region and designate a county fiscal agent for the Region. All funds from the Regional Share shall be distributed to the Regional Council's identified fiscal agent, for the benefit of the entire Region. This may also include settlement funds from individual communities that chose to designate to the regional pool.

The Council is constituted for the purpose to formulate and submit an initial 2-year plan, implement and track the plan as well as the opioid settlement funds by reporting the usage of funds to the Abatement Council, with management of funds by the identified fiscal agent.

The Council is not formed for any pecuniary or financial gain and no part of the assets, income, or profit of the Council shall be distributed to or for the benefit of the directors, officers, committee members or staff of the organization.

ARTICLE III - MEMBERSHIP

The organization's membership shall consist of at least seven members made up of the following:

A. Voting Members
   - One representative appointed by each county (can be a county commissioner or employee)
   - One representative appointed from a rotating city/town within each county. The counties with more than one city/town can choose a rotating member selected by

DRAFT 12.3.21

majority vote of the cities/towns that do not have a voting member sitting on the Council.

- One representative from each public health department within the region.
- One representative from a county human services department (can be included as county rep if a county employee).
- At least 1 representative from law enforcement and District Attorney office
- One representative from a municipal or county court system with the region

B. Non-voting Members

Non-voting members serve in an advisory capacity and may consist of the following:

- Representatives from behavioral health providers.
- Representatives from health care providers.
- Recovery/treatment experts.
- Representatives from each tribal nation.
- Other county, or city representatives.
- A representative from the Attorney General's Office.
- Community representative(s), preferably those with lived experience with the opioid crisis.

C. Appointments to the Board

- The Council will annually review the make-up of the members to assure the required positions above are met.
- The Council shall also formally recognize resignations and request new candidates for membership, as appropriate.
- Non-voting members, with the exception of tribal governments, must fill out an interest form and submit to the Council for review. The number of nonvoting members is flexible but will not exceed the number of voting members.

D. Term. The term of a voting and non-voting member shall be two years as of Feb.1st of each year. All voting and non-voting members may serve successive terms if eligible per the IGA. All officers are elected annually and may serve consecutive terms if eligible per the IGA.

E. Vote Required for Action. Any action of the Council may be taken by a simple majority vote of the voting members present if there is a quorum, except as provided elsewhere in the IGA.

F. Quorum. A majority of the voting members shall constitute a quorum for the transaction of business at any meeting. In the absence of a quorum, but when at least seventy-five (75%) percent of the quorum is present, action may be taken as a Council and later ratified by written signature of absent members affirming or denying action items.

ARTICLE IV – OFFICERS AND THEIR ELECTION

DRAFT 12.3.21

The officers of the Council will consist of the Chair, Vice-Chair, Secretary, and Treasurer. The Treasurer shall be a representative of the organization that has been designated as the fiscal agent. No more than two officers will be elected from any one county. All officers shall be Voting Members.

A. The Chair will be elected annually by a majority vote of the Council. The Chair will not be able to vote except in the case of a tie.

B. The Vice-Chair be elected annually and 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 Council 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 shall assume the Chair, and elections shall be held at the next regular meeting of the Council to replace the two vacant positions.

Elections for officers shall be held at the first regular meeting of the Council 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, voting, or non-voting member of the Council 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 meetings
- Upon removal from the Council by the appropriate appointing organization
- Unprofessional behavior that in no way forwards the Council's purpose. Such behavior shall only constitute cause in the event that at least 75 percent of the Council's members determine it to be such via a special vote.

DRAFT 12.3.21

ARTICLE V – DUTIES OF OFFICERS

Chair: The Chair shall preside at all meetings of the Council. The Chair shall perform other duties as may be prescribed in these Bylaws as assigned to him/her by the Council and shall coordinate the work of the Council and any special or standing committees, contractors, and staff as may be developed. The Chair shall also serve as the point of contact for disputes within the Region.

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 Council.

Secretary: The Secretary shall assure that minutes are kept of all Council meetings, see that timely notice of meetings is given, and serve as the custodian of Council records.

Treasurer: The Treasurer shall ensure that full records of all financial transactions are maintained in an orderly and appropriate manner for review by funding entities and the Board, ~~and ensure that maximum earnings and security are given all organization funds~~. The Treasurer shall be from the entity that serves as the Region's fiscal agent and shall be responsible for ensuring that the duties of the fiscal agent under the Colorado MOU and IGA are carried out.

ARTICLE VI – NO SEPARATE LEGAL ENTITY

The Council SHALL NOT be a separate legal entity from its members.

ARTICLE VII – MEETINGS

The Council will meet at least annually to certify 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 voting positions. The Council at the annual meeting may set other regular meetings for that calendar year. A meeting of the Council may be called at any time by the Chair, or by a majority of Council members with three days written notice to all members.

In the event that a matter is urgent or under a time constraint/deadline, the Board Chair shall call an emergency meeting that will take place via Zoom, WebEx, or a similar video conferencing platform. The Secretary shall provide email notice to all Council members at least 24 hours in advance of the emergency meeting.

In all cases regarding email meetings, all transactions will require the presence of a quorum as defined above.

All meetings of the Council shall be open to the public and the media as required by applicable open-records laws. The Chair may call an executive session for the purpose of discussing sensitive legal matters, personnel issues, contract negotiations, ~~the discussion of specific prospective businesses where confidentiality has been requested~~, or such other confidential matters as authorized by law.

ARTICLE VIII – BUDGETAND FISCAL CONTROLS

The Council will prepare an annual budget and submit it to the fiscal agent per their budget deadlines. Adoption of the Budget will be at the final scheduled meeting of the year.

DRAFT 12.3.21

Fiscal controls will be established and voted on by the Council. This will include invoice and payment procedures.

ARTICLE IX – FISCAL YEAR

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

ARTICLE X – AMENDMENT OF BYLAWS

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

PASSED, APPROVED AND ADOPTED by a majority vote of the full Council executed and acknowledged this ____ day of _____, 20__ by:

_____

- Chair

DRAFT 12.3.21