

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 (hereinafter known as “SWORD” or the “Council”). SWORD is comprised of five counties in the State of Colorado, Montezuma, La Plata, Archuleta, San Juan, and Dolores, and several municipalities therein.

ARTICLE II – PURPOSE

The purpose of the creation, administration, and operation 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 Council while following the procedures established by the Colorado MOU and the IGA. The 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 Council's identified fiscal agent. This may also include settlement funds from individual communities that chose to designate to the regional pool. The Council will develop and submit an initial two-year plan and implement the plan.

ARTICLE III - MEMBERSHIP

The organization’s membership shall consist of at least seven (7) voting members made up of the following:

A. Voting Members

- One representative appointed by each county (can be a County Commissioner or employee and can also fill one of the positions below).
- One representative appointed from a rotating city/town within each county. The rotating municipality shall be selected by the municipalities in that county that currently do not have a voting member sitting on the Council.
- At least 1 representative from each public health department within the region.
- At least 1 representative from a county human services department.
- At least 1 representative appointed from law enforcement within the region (sheriff, municipal police, district attorney, etc).
- At least 1 representative from a municipal or county court system with the region.

B. Non-voting Members

Non-voting members shall be appointed by the Voting Members and serve in an advisory capacity. The advisory members may be comprised of, but not limited to the following:

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

C. Appointments to the SWORD

- 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 and possible approval. The number of nonvoting members is flexible but will not exceed the number of voting members. The nonvoting members will approved by the majority voting members and every effort will be made to have a geographic and organizational diversity.

D. Term. The term of a voting and non-voting member shall be two years as eligible per the IGA, at the first regular meeting of the Council within that calendar year. All voting and non-voting members may serve successive terms if eligible per the IGA. All Council 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 including proxies 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.

G. Proxies. Voting members may designate another voting member to serve as their proxy by sending an email to the SWORD Secretary prior to the start time of any scheduled meeting. Any proxy vote submitted before the start of a scheduled meeting will count towards a quorum.

H. Conflicts of Interest. The original signed IGA stated that Non-voting members shall not include providers who may be recipients of funds, however, Non-voting members are not subject to conflict-of-interest-rules applicable to local government officials under state law, and subjecting them to those requirements would dilute the pool of available non-

voting professionals. These Bylaws state that Non-voting members must avoid the appearance of impropriety.

ARTICLE IV – OFFICERS AND THEIR ELECTION

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:

- o Conflict of interest (where not fully disclosed and as identified in these Bylaws)
- o Misuse of confidential information
- o Missing three consecutive meetings
- o Upon removal from the Council by the appropriate appointing organization
- o 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.

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.

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. The Secretary will also determine the number of proxy votes at the beginning of each meeting in the determination of a quorum. The duties of Secretary may be delegated to a responsible staff member as agreed to by the SWORD voting members.

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. 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. The duties of Treasurer may be delegated to a responsible staff member of their organization or as agreed to by the SWORD voting members.

- A. Executive Committee. The four officers of the SWORD shall form an Executive Committee recognized by the Council to have the following function and duties as voted on by the Council including but not limited to developing meeting agendas, identifying policies or timelines needed for the Council to meet the requirements of the Colorado MOU and IGA.

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 each calendar year, review organization progress, and any policy matters. A quorum will be required to transact business. The annual meeting will be the first meeting of the calendar year. 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. Any meeting of the Council may be called at any time by the Chair, or by a majority of Council members with 14 days email notice to all members.

In the event that a matter is urgent or under a time constraint/deadline, the Board Chair shall call a special 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 3 days written notice.

For all meetings, Zoom, WebEx or a similar video conferencing platform may be utilized and 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, or such other confidential matters as authorized by law.

ARTICLE VIII – BUDGET

The Council will review and approve an annual budget regarding opioid settlement funds and submit it to the fiscal agent per their budget deadlines. Adoption of the Budget will be scheduled into a regular meeting as needed.

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 voting members 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 5 days before a scheduled meeting. Any approved amendments of the Bylaws will be provided to all participating local governments as the new Exhibit A for the SouthWEST Opioid Response District (SWORD) Intergovernmental agreement.

PASSED, APPROVED AND ADOPTED by a majority vote of the voting members of the SWORD and executed and acknowledged this 7th day of April, 2022 by:

Shalako L. Bowers

Chair