



To: CML Member Municipalities
From: Seth Hoffman, CML President; Kevin Bommer, CML Executive Director
Date: June 9, 2026
Subject: Notice of and Agenda for the 2026 Annual Business Meeting

Attachments:

[Appendix A – Bylaw Provisions for Election of Executive Board Members](#)
[Appendix B – Voting Rules](#)
[Appendix C – Procedure for Election of Executive Board Members](#)
[Appendix D – Policy Statement](#)
[Appendix E – CML Bylaws](#)

The Annual Business Meeting of the Colorado Municipal League will be held in Westminster, Colorado during the Annual Conference at 2:15 p.m., Wednesday June 24, in the Standley 1 meeting room at the Westin Westminster. Voting cards and ballots may be picked up at the location of the Annual Business Meeting starting at 1:45 p.m. Attached as Appendices A and B, respectively, are some pertinent by-law provisions and the voting rules for business meetings of the League.

Among the subjects to be discussed or voted upon at the Business Meeting are the following, but not necessarily in this order:

- 1. Nominating Committee report and election of Executive Board members.** The election process is described in the attached Appendices A through C.
- 2. Policy Committee report and adoption of 2026-2027 Policy Statement.** The CML Policy Committee is recommending several changes to the 2026-2027 Policy Statement, as printed in Appendix D. The Policy Statement guides the CML Executive Board, committees, and advocacy team during legislative sessions and throughout the year. The recommended changes intend to modernize the Policy Statement based on new issues taken up by the legislature. These changes:
 - Emphasize the need to respect constitutional separation of powers and specifically home rule authority.
 - Emphasize the need to protect local funding and budgets and prevent unfunded mandates.
 - Update the Housing section to reflect recent issues (geographic differences in annual median income, state preemptions of land use for housing, preserving Proposition 123 dollars for their intended purpose, etc.).
 - Update the Marijuana, Hemp, and Natural Medicine section to cover all Regulated Substances.
 - Update the Municipal Court Operations section to reflect new challenges facing municipal court authority.

To facilitate deliberation about and understanding of any proposed amendments, Appendix B, paragraph 8 of the Voting Rules for CML Business Meetings encourages anyone proposing an amendment to the annual Policy Statement to provide written copies of the proposed amendment

for all participants at the business meeting. It is suggested that 100 copies be produced for distribution.

Approval by voting members is required.

3. **Changes to CML Bylaws.** The CML Executive Board is recommending member approval of amendments to the CML Bylaws. In addition to housekeeping amendments, the proposed amendments include provisions for adding one additional board seat for the Largest population category and allowing municipalities in the Largest category to directly appoint a representative to the CML Executive Board. The amendments contain additional related provisions.

Approval by voting members is required.

4. **President's report.** President Hoffman will present a report of League activities from July 2025 – June 2026, including milestones and achievements.
5. **Dues report.** At the April 24, 2026 meeting, the Executive Board approved the 2027 dues. The Board approved a change to the dues calculation which removes the caps on dues and brings all municipal members up to 100% of the calculated total dues before cap. Key elements of this change:
 - Elimination of annual dues caps.
 - Gradual increase for municipalities with dues repressed by annual caps.
 - Dues schedule factors frozen for four years.
 - Any increase greater than \$499 phased in over four years.
 - Starting in 2030, dues recalculated every two years to align with updated assessed valuation data.

Per CML's bylaws, this change will become effective once it is announced to the membership at the Annual Business Meeting.

The factors and data used for the 2027 dues are:

- **Base membership fee: \$185.00.**
- **Population:** \$0.22 per capita for the first 100,000, \$0.12 per capita for population from 100,001 to 200,000 and \$.055 for population in excess of 200,000. These figures are based on the July 2024 population estimates dated March 22, 2026 from the Department of Local Affairs State Demography Office.
- **Assessed valuation:** 11 thousandths of a mill for the first \$2.5 billion in assessed valuation, 4 thousandths of a mill for assessed valuation from \$2.5 billion and 1 to \$8 billion and 1 thousandths of a mill for assessed valuation in excess of \$ 8 billion. These figures are based on the Assessed valuation for 2025 from the Division of Property Taxation.
- **State sales tax collection:** \$0.62 per thousand for the first \$3 million of state sales tax collections within the municipality, \$0.30 per thousand for sales tax collections from \$3 million and 1 to \$100 million and \$.08 per thousand for sales tax collections in excess of \$100 million.

These figures are based on state sales tax collections for the 2025 calendar year from the Department of Revenue. The sales tax basis is “0” for municipalities for which the state does not disclose sale tax collection figures.

Beginning with the 2027 dues, there will no longer be caps applied to increases created by the dues factors. For any municipality experiencing an increase greater than \$499, the additional amount will be phased in over four years (2027–2030) in equal increments. Following this phase-in period, dues will be recalculated every two years to align with updated assessed valuations.

6. Other Business and Announcements.

This memo is being sent by first class mail to all clerks and electronically to elected officials, managers, and clerks in CML Member Municipalities. Please bring it to the attention of those who may be attending the Annual Business Meeting, especially to your municipality’s voting representative. All municipal officials from member cities and towns are encouraged to attend the Annual Business Meeting.

Every member municipality is entitled to a vote at the Annual Business Meeting. Members are strongly encouraged to discuss and agree ahead of time who will vote on behalf of your municipality. Please review Article II of the bylaws for voting privileges.

Appendix A

Excerpts from Pertinent CML Bylaw Provisions

ARTICLE II - MEMBERSHIP

Section 2. Votes of Participating Members. Each city or town holding participating membership in the League shall be equally privileged with all other participating members in its voice and vote in the election of Board members and upon any propositions presented for discussion or decision at any meeting of the League. The vote of each participating member shall be cast by its representative or by a majority of its representatives attending the meeting at which an election of Board members or a decision on any proposition shall take place. No voting by proxy shall be allowed, and no representative(s) may vote on behalf of more than one participating member. No person may cast a vote, or sign any nominating petition pursuant to Article IV, Section 4, as a representative of more than one participating city or town. Any meeting of the League may, at the discretion of the Executive Board, be conducted either in-person or remotely, through any electronic platform that allows attendees to hear and see the meeting, participate in discussion or debate, and cast votes electronically, or a hybrid form of both.

ARTICLE III - SERVICE PARTICIPATION FEE

Section 1. Fee Schedule. The annual service participation fee for each city or town shall be in such sum as shall be fixed by the fee schedule adopted from time to time by the Executive Board of the League, provided that no fees shall be prescribed for honorary members. No change in the service participation fee schedule shall be effective until it has been announced at an annual business meeting.

ARTICLE IV - EXECUTIVE BOARD

Section 1. Duties. The affairs of the League shall be under the direction of an Executive Board of twenty members (also referred to as the Board), plus the Immediate Past President when qualified, all of whom shall manage the lawful business of the League. In the event the Immediate Past President is not qualified under Section 3, the position shall be held by the immediate predecessor when qualified. In performance thereof, the Executive Board shall possess all the powers granted to Executive Boards and Directors of non-profit corporations by state law. In addition, the Executive Board shall have the authority to return to CML's participating city and town members only, annual service participation fees or other revenues collected in excess of the amounts which the Board reasonably determines necessary for the prudent operation of CML. Any such returned amounts shall be credited against future service participation fees of such members in the same proportions as the fees were paid. No credit shall be given to any such member which owes any amount to CML until the amount owing is paid, and any credit or payment to be made under this provision may be used to pay such amount. The Board shall have the sole authority and discretion to determine whether any funds are available for such return, and the amount and timing of any such return. If the Board reasonably determines that such return shall be made, any such member shall have an enforceable right to its proportionate share of such returns pursuant to the terms of this provision. In no event shall any such return be made to any associate member or any honorary member.

Section 2. Election. Members of the Executive Board shall be elected annually at the annual business meeting of the League, shall assume office immediately after the adjournment of the annual business meeting and shall hold office for a term of two years, or until their successors have been elected and have assumed office. The terms of the members of the Executive Board shall be staggered so that the terms of one-half of the members of the Executive Board from each population category shall expire each year. When

more than ten Executive Board members are to be elected at the annual business meeting, ten individuals shall be elected for two-year terms and any additional individuals elected to the Executive Board shall be elected for one-year terms.

Section 3. Qualifications of Executive Board Members. (a) Members of the Executive Board shall be elected or appointed officials of participating cities and towns. For purposes of these bylaws appointed officials shall include employees as well as non-elected officials. For purposes of qualification, the individual must be an elected or appointed official whose election or appointment is under the exclusive control of the governing body of the participating city or town.

(b) excluding the immediate Past President, six members of the Executive Board shall be officials of municipalities in the "small population" category, six members shall be officials of municipalities in the "medium population" category, six members shall be officials of municipalities in the "large population" category, and two members shall be officials of municipalities in the "largest population" category. The Executive Board may establish and from time to time revise the population levels that define the small, medium, large, and largest population categories of municipalities. For the purposes of this Article, "population" shall mean the municipal population figures used in determining service participation fees for League membership for the year in which the Individual is elected, appointed or a candidate for the Executive Board.

Section 4. Nominations of Executive Board Members. (a) Nominations of Board members shall be made at the annual business meeting of the League by a nominating committee of four municipal officials appointed by the President, one from each category established in Section 3(b) of this Article IV. At least 24 hours prior to the annual business meeting, the nominating committee shall recommend for election to the Executive Board a slate of municipal officials numbering at least as many officials in each population category as the number of vacancies to be filled for each category, and, in so doing, shall ensure that the nominations comply with the categories established in Section 3(b) of this Article IV and with the requirement in Section 2 of this Article IV for overlapping terms of office. Each nominee, except any official requested by the nominating committee to become a nominee in order to meet the minimum slate requirement of this section and except any nominee petitioned for pursuant to this section, shall have received the written endorsement of the nominee's city council or board of trustees. A city council or board of trustees may endorse the nomination of only one official from the city or town for election at any one annual business meeting. Each official who files an application for nomination with the nominating committee shall be included among the nominating committee's slate of nominees if the official meets the qualifications established in section 3(a) of this article, and if the official's application is received in writing in the League office at least 21 days prior to the annual business meeting and is accompanied by the required endorsement in writing from the official's city council or board of trustees. The nominating committee may request that one or more additional officials become nominees only if and to the extent that the total number of officials who are qualified by the proper filing of an application for nomination at least 21 days prior to the annual business meeting are insufficient to meet the minimum slate requirement of this section. Not later than 48 hours prior to the annual business meeting, other nominations for Board members may be made to the nominating committee by petition, such petition to be signed by at least ten municipal officials representing at least ten participating members, but the nominating committee shall not accept a petition for the nomination of any official of a city or town whose governing body has already endorsed the nomination of another official from that city or town. The nominating committee shall be the sole judge of the validity of any such petitions submitted, and if it deems the petitions valid shall submit the names of municipal officials so nominated to the annual business meeting for consideration along with the nominating committee's slate of officials.

(b) The vote shall be by written or electronic ballot. Within each category of Board members, as set forth in Section 3(b) of this Article IV, those officials receiving the largest number of votes shall be elected to two-year terms and those receiving the next largest number of votes, in descending order, shall be elected to one-year terms, if any exist. Where a tie would affect the outcome of any election, a run-off election shall be held among those officials receiving the same number of votes. At the annual business meeting, each city and town holding participating membership in the League shall be entitled to vote, subject to Article II, Section 2 and Section 7 of this Article IV, to fill all vacancies on the Executive Board regardless of the categories established in Section 3(b) of this Article IV.

ARTICLE IX - AMENDMENTS

Section 1. Procedure. These bylaws or the Articles of Incorporation may be amended at any annual business meeting or special conference by a two-thirds vote of all participating members voting, providing the proposed amendment(s) shall have first been prepared in writing and submitted to the Executive Board on or before the date preceding by two weeks the first day of the conference and written copies of such amendment(s) are distributed to conference delegates. Such amendment(s) shall go into effect immediately or at such other time as may be specified in the proposal submitting the amendment to a vote of the members. If, within sixty days after the adoption of any amendment, one-third or more of participating members protest against such amendment, it shall automatically be suspended until the next annual or special conference, when it may be taken up again for reconsideration and vote as in the first instance.

Appendix B

Voting Rules for Business Meetings of the Colorado Municipal League

1. Section 1 of Article II of the Bylaws of the League provides: "Any incorporated city or town in the state of Colorado desiring to become a participating member of this League may do so upon signifying a desire to do so and the payment of the current annual service participation fee."
2. Section 2 of Article II of the Bylaws of the League provides: "Each city or town holding participating membership in the League shall be equally privileged with all other participating members in its voice and vote in the election of Executive Board members and upon any propositions presented for discussion or decision at any meeting of the League. The vote of each participating member shall be cast by its representative or by a majority of its representatives attending the meeting at which an election of Executive Board members or a decision on any proposition shall take place. No voting by proxy shall be allowed, and no representative(s) may vote on behalf of more than one participating member. No person may cast a vote, or sign any nominating petition pursuant to Article IV, Section 4, as a representative of more than one participating city or town."
3. Business meetings of the League shall be presided over by the President. In the absence of the President, the Vice President, Secretary-Treasurer, Immediate Past President, or an individual designated by the Executive Board shall preside, in that order of availability.
4. Only incorporated cities and towns whose annual service participation fees are not delinquent shall be eligible to vote.
5. A voting card and, when an election is to be held for members of the Executive Board, an official ballot or ballots shall be distributed at the location of the business meeting, commencing not more than 30 minutes prior to the announced time for commencement of the business meeting, to a representative from each eligible municipality. Each such representative shall sign a receipt indicating his or her name, title and municipality represented. Following commencement of the business meeting any representative of an eligible municipality which has not previously received a voting card and an official ballot or ballots shall be eligible to receive said voting card and ballot or ballots, provided said representative signs a receipt indicating his or her name, title and municipality represented. No voting card or ballot or ballots shall be distributed after the presiding officer announces that the time period for such distribution has expired. No voting card may be counted, nor ballots collected for counting after the presiding officer announces that the time period for such voting or collection of ballots has expired.
6. The vote of each participating municipality shall be cast by its representative or by a majority of its representatives attending the meeting. Proxy voting is not allowed. Voting for members of the Executive Board shall be by written ballot. All other votes shall, at the option of the presiding officer, be by voice vote or by a showing of voting cards, except that any representative present at the meeting may demand a vote by a showing of voting cards if demanded prior to announcement by the presiding officer of the outcome of the vote. If a run-off election for members of the Executive Board is required, the presiding officer shall again call for a ballot to be distributed to a representative from each eligible municipality represented at the meeting who presents a voting card. Ballots cast for Executive Board members shall be tabulated by an election committee of municipal officials appointed by the presiding officer.
7. The eligibility of a municipality or representative of a municipality to cast a vote may be challenged prior to announcement of the outcome of any vote. The presiding officer shall be the sole judge of such eligibility,

basing the determination on the League Bylaws, these rules, and any other information, including any League records, deemed relevant by the presiding officer.

8. Any representative proposing an amendment to the annual Policy Statement is encouraged to provide written copies of the proposed amendment for all participating representatives.

9. For the purpose of these meeting rules, the terms "meeting," "business meeting," and "conference" shall be considered interchangeable and shall refer only to meetings held pursuant to Article VII of the Bylaws.

Appendix C

Procedure for Election of Executive Board Members

Pertinent Bylaw provisions relating to election of Executive Board members are reproduced in Appendix A. Following is a summary of the election procedures and positions to be filled at the 2026 Annual Business Meeting.

The 11 vacancies to be filled at the election are: one position for a two-year term from municipalities with a population of 250,000 or more; three positions for two-year terms from municipalities with a population of at least 50,000 but less than 250,000; three positions for two-year terms from municipalities with a population of at least 8,000 but less than 50,000; and three positions for two-year terms and one position for a one-year term from municipalities with a population of less than 8,000.

This year's holdovers will consist of one municipal official from the largest population category, three municipal officials from the large population category, two municipal officials from the medium category, and two municipal officials from the small category. These holdovers will all be serving the second year of a two-year term. In addition, Seth Hoffman, current President of CML, will remain on the Executive Board as Immediate Past President. He will not be considered as holding one of the positions from a population category.

Under the CML Bylaws, population figures for the June 2026 election will be the July 2023 population estimates dated March 20, 2025 from the Department of Local Affairs.

Executive Board members must be elected or appointed officials of participating cities and towns. Any official who desires to be nominated for a position on the Executive Board can ensure nomination by:

1. Filing an application (in letter or other appropriate written form) for nomination with the Nominating Committee, with the application received in writing in the League office at least 21 days prior to the Annual Business Meeting; and
2. Including with the application an endorsement in writing from the applicant's city council or board of trustees. This endorsement must be received at the League office at least 21 days prior to the Annual Business Meeting. A city council or board of trustees may endorse the nomination of only one official from the city or town for election at any one annual business meeting.

Municipal officials who meet the above qualifications will automatically be placed on the Nominating Committee's slate for consideration at the election held at the Annual Business Meeting.

In addition, the Nominating Committee may request that one or more additional officials become nominees only if and to the extent that the total number of officials who are qualified by the proper filing of an application and endorsement for nomination at least 21 days prior to the Annual Business Meeting are insufficient to meet the minimum slate requirements. The minimum slate requirements under the Bylaws are at least as many officials in each population category as the number of vacancies to be filled for each category. The officials added by the Nominating Committee to meet the minimum number of candidates need not have received the endorsement from the official's city council or board of trustees and need not have filed an application with the Nominating Committee.

Finally, not later than 48 hours prior to the Annual Business Meeting other nominations for Executive Board members may be secured by petition made to the Nominating Committee, such petition to be signed by at least ten municipal officials representing at least ten municipalities in attendance at the conference. Officials placed on the ballot by petition need not have received the endorsement of their city council or board of trustees.

CML 2026 Nominating Committee:

Largest Population Category: Sarah Johnson, City Clerk, City of Colorado Springs

Large Population Category: Guyleen Castriotta, Mayor, City & County of Broomfield (Committee Chair)

Medium Population Category: Patti Garcia, Town Administrator, Town of Wellington

Small Population Category: Josh Hardy, Mayor, Town of Granby

The slate of candidates for the Executive Board as determined by the Nominating Committee pursuant to the above procedures will be printed on paper ballots that will be distributed to a representative of each municipality in attendance at the Annual Business Meeting. Sample ballots will be available at the registration desk several hours in advance of the Annual Business Meeting. A representative of each member municipality may sign for and pick up a voting card and ballots for the municipality at the location of the Annual Business Meeting in Standley 1 Meeting Room between 1:45 p.m. and commencement of the Annual Business Meeting at 2:15 p.m.

After the commencement of the Annual Business Meeting there will be an opportunity for distribution of a voting card and ballots to a representative of each eligible municipality present that did not receive a voting card and ballots earlier. No voting card or ballot or ballots shall be distributed after the presiding officer announces that the time period for such distribution has expired. No voting card may be counted, nor ballots collected for counting after the presiding officer announces that the time period for such voting or collection of ballots has expired. Although candidates run for office based upon the population category of their municipalities, each municipality is entitled to vote for candidates in all four population categories.



Appendix D CML 2026-2027 POLICY STATEMENT

Local Control and Municipal Home Rule

In order to consider local conditions and address local requirements, community issues and needs should be addressed locally. State and federal government interference can undermine home rule and local control. As the government most accountable to the people, municipal governments serve the people best by identifying local needs and desires and designing the best solutions for local needs. State and federal interference can undermine the ability of municipalities to recognize problems and innovate solutions that best meet their needs. At worst, state interference can violate the constitutional mandate of home rule. Therefore, the League:

- Urges state and federal officials to respect Colorado's tradition of local control and allow municipal officials to address local problems without interference from the state and federal government.
- Urges Congress and the executive branch to respect the roles and responsibilities of states and local governments and similarly urges state officials to avoid preempting local authority.
- Supports state enabling legislation that provides municipalities with authority and flexibility to address local needs.
- Recognizes the desire of the citizens statewide and in many local communities – with adoption of a constitutional amendment in 1902 and expanded amendments approved in 1912 and 1970 – to establish municipal home rule and opposes state action that attempts to weaken home rule authority and flexibility.

Intergovernmental Cooperation

Citizens are best served when officials of federal, state, and local government (including municipalities, counties, special districts, and school districts) respect the roles of each entity and work toward common solutions. Therefore, the League:

- Supports increased dialogue and cooperation among federal, state, and local officials and the development of cooperative intergovernmental solutions to common problems.
- Opposes the imposition of conditions on federal or state funding that are coercive, violate the constitutional separation of powers, interfere with local decision-making and constitutional home rule authority, or are not directly related to the purposes of the funding.

State and Federal Mandates

Programs and regulations mandated by the state or federal government stretch the financial resources of municipalities. These costs, if not paid by the state or federal government, prevent municipalities from fulfilling local needs and priorities. Therefore, the League:

- Opposes state and federal mandates that impose financial or operational burdens on municipalities and their citizens.

- Supports the statutory requirement for the General Assembly and Congress to reimburse municipalities for the cost of state mandates and to make clearer this requirement in state fiscal notes prepared for the General Assembly and Congress.

State Fiscal Fair Play

Municipal finances are closely interrelated with state finances and policies, ~~especially those that impose fiscal burdens on municipalities. Much state revenue is collected from activities and individuals residing in municipalities who expect to receive a fair share of the benefit of their payments.~~ State adherence to fiscal fair play policies will greatly help municipalities and their citizens. Therefore, the League:

- ~~Supports appropriate action to address the state and local financial crises caused by the interaction of various constitutional amendments and the economy. Supports appropriate action to resolve state and local financial limitations caused by the interaction of various constitutional and statutory provisions and economic fluctuations.~~
- Supports continued state sharing with municipalities of equitable portions of existing and future revenues derived ~~from funds that have traditionally been intended to be shared with municipalities, despite being collected by the state. from traditional state-collected, municipally shared sources.~~
- Urges the state to avoid or exercise restraint in relying on fees, charges, and other cash funding of programs that affect municipalities, especially in the areas of technical assistance, in programs where municipal participation is mandated by state law, and in regulatory programs that affect municipalities.
- Opposes state granted exemptions or other state actions that erode municipal sales, use, and property tax revenue, as well as other revenues unless the state provides adequate replacement revenues.
- Opposes disproportionate cuts in state programs that benefit municipalities.
- Opposes the state ~~utilizing forcing the expenditure of~~ local funds or requiring local governments to collect state revenues to fund state programs.

Sales and Use Taxes

The primary revenue sources for municipalities are local sales and use taxes. ~~Statewide, municipalities generate more than \$5 in these taxes to every \$1 of property taxes.~~ Sales and use taxes have enabled municipalities to fund public services and improvements and keep municipal property taxes relatively low. Appropriate actions at federal, state, and local levels should preserve or enhance these local revenues. Therefore, the League:

- Supports retention of authority for all municipalities to set local tax rates and for home rule municipalities to collect their own taxes and determine their own tax bases.
- Supports broadening the state and local sales and use tax base.
- Supports appropriate legislation or court action allowing state and local governments to require businesses to collect state and local sales and use taxes on remote sales.
- Supports cooperative efforts among municipalities to standardize municipal sales and use tax practices and utilization of technology for the convenience of taxpayers, businesses, and municipalities.
- Supports a level playing field between local brick-and-mortar businesses and remote sellers through the requirement for remote sellers to collect and remit municipal sales taxes based on the point of delivery.

- Supports programs that allow businesses to remit state and local sales taxes to a single point while preserving home rule authority over tax rates, base, and audit authority.
- Opposes ~~further~~ reductions in the state and local sales and use tax base.
- Opposes legislation that would preempt the authority of state and local governments to apply their sales and use taxes to remote sales.
- Opposes legislation authorizing public entities that are not cities or towns to impose sales and use taxes that would increase competition for sales and use tax revenue and make voter approval for new or modified taxes without local government approval.
- Supports statewide policy allowing local decision making for K-12 education mill levy matters. Local school districts should not have limits to their mill levy that force them to use sales tax to maintain services.

Municipal Finance

Capital Financing

The League:

- Supports enhancement of municipalities' flexibility to finance public projects economically and efficiently.
- Opposes any efforts to abolish or impair the effectiveness of the municipal bond interest exemption.

Census

The League:

- Supports sufficient federal funding support of the decennial census to assure a complete and accurate count that reflects population, municipal borders, regional equity, and hard to count populations.

Double Taxation

The League:

- Supports state legislation and local practices that eliminate the financial inequities created by the imposition of taxes on municipal residents for county services that are provided primarily or solely to residents in unincorporated areas.

Federal Policies

The League:

- Supports distribution of federal funds to municipal governments with a minimum of red tape and without excessive diversion at the federal and state levels.
- Supports establishment of advisory committees comprised of local government officials to ensure ongoing local input on state assumption and administration of federal programs that affect local governments.
- Supports continued funding of the Community Development Block Grant program.
- Supports continued direct funding of federal housing programs.
- Supports funding the Energy Block Grant program.
- Supports repeal of the Davis-Bacon Act or revisions thereto, including raising the project exemption amount, to eliminate wasteful red tape and enable state and local governments to stretch tax dollars for public works projects.

- Supports repeal or revisions in the application of the Fair Labor Standards Act to local governments to avoid the Act's costly and burdensome impacts on local government operations.
- Encourages recognition of Colorado's unique economic, social, and physical characteristics when federal action affects programs or projects of local concern.
- Opposes the direct or indirect taxation of the activities and operations of municipal government.
- Opposes tax reform proposals that would exacerbate the federal deficit, increase the cost of municipal capital investment, interfere with traditional state and local tax systems or preempt the deductibility of state and local taxes.
- Opposes the elimination of the tax-exempt status of municipal bonds.
- Opposes the denial of funds based upon a state's or municipality's failure to meet requirements of an unrelated program or because of factors beyond the control of the state or municipality.
- Opposes cuts in federal programs that disproportionately affect municipalities.
- Opposes imposition of federal standards upon local government operations and employees that do not apply equally to federal and state government operations and employees.
- Opposes the sale of federal lands to finance federal programs without local input.
- Supports the efficient and effective use of federal passthrough funding administered by the state with special attention to lowering project overhead costs and increasing local flexibility within federally mandated and reviewed companion regulations. The suitability of administrative requirements should be proportionate to project complexity, such as the difference between an Environmental Assessment and a more complex and expensive Environmental Impact Statement.

Beer and Liquor

The League:

- Supports the greatest amount of local control possible for liquor licensing and permitting.
- Supports coordination with the Colorado Liquor Enforcement Division.

Consolidation of Governments

The League:

- Supports voluntary consolidation of local government entities and services by mutual agreement.

Criminal Justice

The League:

- Supports state- and community-based intervention, prevention, and rehabilitation programs and state initiatives that respect the key role of communities and local government officials.
- Supports ensuring that municipal governments retain flexibility in implementing ~~federal, and state~~federal, state, and local criminal justice programs.
- Supports state funding for regional and local public safety programs that rely on the co-responder model which partners mental and behavioral health professionals with law enforcement for contacts with individuals with mental and behavioral health issues.

- Opposes state preemption of municipal authority to regulate firearms within municipalities.
- Opposes criminal justice initiatives that impose costs on municipalities without adequate state funding.

Economic Development

The League:

- Urges the state to allocate sufficient funding and staff to support robust, multifaceted programs that strengthen Colorado’s economic vitality by:
 - Supporting local economic diversification, business retention, job creation, regional collaboration, and tourism.
 - Coordinating closely with local governments.
 - ~~Respecting the wishes of directly affected communities by not promoting unwanted economic development projects. Encourages the state to provide adequate funds and staff for strong, multifaceted programs to promote the economic vitality of Colorado that:~~
 - ~~Encourage the diversification and expansion of local economies, including support for existing business, creation of new jobs, regional partnerships, and promotion of tourism.~~
 - ~~Are closely coordinated with local governments.~~
 - ~~Ensure the state will not promote a specific economic development project against the wishes of the community or communities most directly affected by the project.~~
- Encourages the federal government to support state and local government activities promoting economic development.
- Supports incentives to promote and encourage the rehabilitation and revitalization of local economies and downtowns.

Elections

The League:

- Supports the right of all municipalities under the Colorado state statutes to conduct free and fair nonpartisan elections at the municipal level that are unencumbered by state and federal overreach.
- Supports the continued retention of authority for home rule municipalities to administer the election process as a matter of local concern.
- Supports municipal control over alternative voting methods in local elections, and options for alternative voting methods and election schedules in coordinated local elections.
- Supports the continuation of mail-in ballots.

Electric and Natural Gas Services

The League:

- Supports the preservation of local control regarding the siting and permitting of utility facilities and energy projects.
- Opposes federal or state restrictions that limit the ability of municipalities to create new municipally-owned utilities.

- Opposes federal restrictions that would dictate territorial service areas or restrict the ability of municipally owned utilities to service customers within their municipalities, including newly annexed areas.
- Opposes federal legislation requiring states to implement retail competition.
- Opposes federal or state restructuring of the electric or natural gas industry if such restructuring:
 - restricts municipal authority to regulate the use of rights-of-way and to franchise and tax utilities and services;
 - interferes with services provided by municipally owned utilities;
 - fails to protect interests of all consumer classes; or
 - sacrifices environmental and social objectives protected under existing regulatory policies.
- Opposes efforts to prevent municipalities from extending utility services to newly annexed areas or providing utility services to customers in unincorporated county properties adjacent to the municipality.

Education:

The League:

- Supports education as a community-wide value, and believes effective early childhood and pre-kindergarten through adult education systems supply our municipalities with an educated community.
- The most effective education programs involving are those partnerships among our educational institutions, local stakeholders, and local governments.

Emergency Services

The League:

- Supports local control of emergency services, with the state serving as a resource for information, coordination, and training.
- Supports adequate state funding for agencies that assist local emergency services.
- Supports a voluntary, uniform statewide fire incident reporting system.
- Encourages strong intergovernmental coordination and increased federal funding to support local homeland security and first responder efforts.
- Supports expanded funding and fee authority for emergency communications, addressing declining landline use and growing mobile demand.

• Energy

The League:

- Supports the development of a balanced, long-term statewide energy plan with an overall goal of reducing greenhouse gas emissions, through a mix of non-renewable fossil fuels, renewable energy sources, and energy efficiency and conservation programs.
- Supports the creation and expansion of statewide goals that provide targets and incentives for the implementation of renewable energy strategies and that also recognize the unique concerns of municipal electric and gas systems.
- Supports empowering municipalities to implement sustainable, reliable, and resilient long-term municipal energy needs.

- Supports municipal efforts to assess energy efficiency opportunities in their own operations and in their communities, setting energy efficiency targets, and creating local action plans.
- Supports retrofitting municipal facilities with energy efficient technologies, policies that enhance municipal energy conservation, and programs that promote the generation of alternative energy sources.
- Supports working with appropriate state and local agencies to educate municipalities on the use of energy efficient building codes.
- Opposes state preemption of municipalities in setting and implementing long-term renewable energy goals.
- Opposes state preemption of municipalities in the siting and permitting of energy projects.

Natural Resource Production

The League:

- Supports enhanced local input and mitigation powers of municipalities in addressing the environmental, health, safety, and economic impacts of energy extraction.
- Supports meaningful involvement of affected local governments by the Colorado Energy and Carbon Management Commission and the Colorado Department of Public Health and Environment in energy extraction decisions, with recognition of local health, safety, and environmental impacts.

Severance Tax and Federal Mineral Lease Revenue

The League:

- Supports a continued dialogue with local governments regarding the collection and distribution of severance tax and federal mineral lease revenues.
- Supports raising the severance tax rate and removing severance tax exemptions to generate additional revenue for impacted local governments and natural resource programs.
- Supports the development of a permanent trust fund using a portion of existing and new revenue from severance taxes and federal mineral leases, so long as such revenues in a trust fund can be made available to municipalities and counties impacted by energy extraction local governments.
- Opposes any reduction in the existing revenue streams of severance tax and federal mineral lease revenue to counties and municipalities local governments.
- Supports financial and technical assistance to local governments affected by the development of coal, oil shale, and other natural resources natural resource extraction to permit planning for and provision of municipal services and facilities.
- Opposes the appropriation of energy impact and mineral lease funds, historically set aside for local governments, to finance state programs and administrative costs of state government.
- Opposes off-the-top diversion of severance tax and federal mineral lease revenue.
- Supports the full restoration of energy impact and mineral lease funds used to finance state programs and costs of state government.

Environment

The League:

- Supports federal and state programs that encourage cleanup and reuse of “brownfield” property.

- Supports full federal funding for cleanup and ongoing maintenance and monitoring of contaminated federally owned or managed sites.
- Supports reasonable, practical enforcement of air and water pollution control laws.
- ~~Supports regulation that takes into account municipalities available funding (economic realities?) to meet regulatory goals. Supports reasonable and practical application of air and water pollution control laws by federal and state administrative officials and encourages restraint in modifying legislation and regulations that have a fiscal impact on municipalities. Particularly in the area of water quality, enforcement should be correlated with the availability of funds necessary to achieve stated goals.~~
- ~~Supports reasonable, practical enforcement of air and water pollution control laws.~~
- Supports regulation to meet regulatory goals that accounts for the fiscal conditions of municipalities² ~~economic realities to meet regulatory goals.~~
- Supports adequate state regulation and enforcement of drilling and mining sites, production facilities and waste product storage and disposal facilities.
- Supports practices to assure public health, safety, environmental protection and the protection of domestic water sources.
- Opposes state preemption of local land use and watershed regulations.
- Supports the local control of the regulation of plastics and single-use containers.
- Opposes unfair shifts of funding responsibility to municipalities for state environmental and hazardous waste programs.
- Opposes state preemption of local government authority to adopt environmental ordinances.
- Opposes ~~additional~~ state mandates or regulations on locally owned or operated landfills that do not provide the subsequent funding necessary to comply with the new requirements.

Equity

The League:

- Supports efforts to end inequity based on race, gender, gender identity, religion, nationality, sexual orientation, age, or disability.
- Supports the protection of the rights and dignity of individuals and encourages programs and policies that address equity in areas such as criminal justice, employment, environment, housing, homelessness, health care, education, substance abuse treatment, and mental health.

Housing

The League:

- Supports an adequate supply of diverse housing options, regardless of income level, and continued public- and private-sector support for such an effort.
- Supports clarifying state statute to reflect that local governments have the authority to require affordable housing in new developments.
- Supports increased financial assistance from the federal government for housing needs of low- and moderate-income families.
- Supports state financial support for the Division of Housing's loan and grant program for low- and moderate-income housing.
- Supports preservation of Proposition 123 funding for the advancement of municipal efforts to increase affordable housing.

- Supports the continued efforts of the Colorado Housing Finance Authority to work with municipalities on the Authority's various housing loan programs.
- Supports efforts to upgrade substandard housing.
- Supports the preservation, revitalization and redevelopment of existing neighborhoods.
- Supports public and private financial assistance programs and state funding to address the needs of the persons experiencing homelessness.
- Supports the establishment of mechanisms to impose alternative funding sources for housing.
- Supports municipal authority to determine affordability based on Area Median Income and other relevant factors.
- Supports programs that involve municipalities in addressing foreclosures.
- Supports preservation of the State Affordable Housing Fund for the voter-approved purpose of funding affordable housing through local governments
- Opposes state preemptions of municipal authority to regulate land for residential uses, especially when not connected to any requirements of affordability.
- Opposes state preemption of local authority to adopt and enforce ordinances that regulate use of public spaces.

Initiative Reform

The League:

- Supports efforts to maintain the state constitution as a basic framework for government rather than as an embodiment of statutory law, while maintaining the citizen lawmaking process, by supporting additional protections for statutory law made by citizen initiative.
- Supports the creation of mechanisms for judicial review of initiated local legislation before elections to avoid unnecessary expenditures of public funds.

Limited Gaming

The League:

- Supports Colorado's limited gaming framework as written in the Colorado Constitution.
- Supports preservation and restoration of the limited gaming fund which distributes portions of the proceeds of tax collected to the state historical fund and gaming cities and towns.
- Supports preservation of the local government limited gaming impact fund which provides grants to local communities for gaming impacts.

Lottery

The League:

- Supports preserving all lottery proceeds for park, recreation, open space, and wildlife purposes pursuant to the Great Outdoors Colorado program adopted by Colorado voters.

Marijuana, and Hemp, Hemp, Natural Medicine & Other Regulated Substances

Per the language of Amendment 64, tThe League:

- Supports maximum local control for municipal regulation and licensing of cultivation facilities, product manufacturing facilities, testing facilities, and retail stores.

- Supports a local option to prohibit cultivation facilities, product manufacturing facilities, testing facilities, and retail stores.
- Supports maximum local control for municipal regulation and licensing of hemp cultivation, both indoor and outdoor; manufacturing; testing; extraction; and retail stores.
- Supports maximum local control to enforce local ordinances on both marijuana and hemp for regulated substances.

Municipal Court Operations

The League:

- Supports the authority of home rule municipalities to provide, regulate, conduct, and control municipal courts as stated in Art. XX of the Colorado Constitution.
- Supports state funding for municipal specialty courts and restorative justice programs to deliver necessary resources and reduce recidivism.
- Supports the authority of home rule municipalities to establish ordinances for the protection of the public health, safety, and welfare, and to impose locally-determined penalties for violations.
- Supports opportunities for municipalities to create innovative alternatives to criminal penalties.
- Supports cooperation between state, county, and local law enforcement and criminal justice agencies.
- Support funding, infrastructure, and other resources to increase court data sharing, both between municipal courts and between municipal and state courts.
- Supports modifications to state law that increase the ability of municipal courts to require defendants to appear in court or to penalize defendants for failing to appear.
- Opposes imposition of state surcharges on municipal court fines for the purpose of funding state programs.
- Opposes mandatory administrative and operational requirements that increase fiscal burdens on municipal courts.
- Opposes limitations on the authority of municipalities to enforce their own ordinances in municipal courts. Opposes limitations on the authority of municipalities to adjudicate violations of local ordinances, including those involving juvenile offenders.

Municipal Land Use Authority

The League supports local control and determination of local land use issues. In general, the League supports state laws and policies that encourage new residential, commercial, and industrial development to occur within existing municipalities and that discourage the sprawl of urban, suburban, or exurban development into rural and unincorporated areas of the state. In addition, the League specifically:

- Supports prohibition of the incorporation of new cities and towns adjacent to, or within the service areas of, existing municipalities.
- Supports increased municipal and, within unincorporated areas, county controls over the formation of special districts, placing additional limitations on the powers exercised by such districts and, where practicable, providing for the dissolution or phasing out of special districts.
- Supports appropriate efforts to permit application and enforcement of municipal ordinances, such as building codes, fire codes, subdivision regulations, and zoning

ordinances, to buildings and improvements proposed to be constructed by government entities.

- Supports municipal discretion concerning the imposition of development fees and requirements.
- Supports municipal discretion to adopt, update, and enforce local building codes, including those that meet or exceed state standards.
- Supports the clear authority of municipalities to collect an impact fee for schools.
- Supports financial and technical assistance to municipal governments in the areas of planning and land use.
- Supports municipalities, when appropriate, in utilizing sub-local governments (neighborhood, nonprofit, and civic organizations and homeowners' associations) in developing and implementing solutions to specific localized issues.
- Encourages measures that promote intergovernmental cooperation on land use issues.
- Encourages coordination of land use, [transportation, and infrastructure](#) planning.
- Encourages municipalities when using tax increment financing to promote communication and intergovernmental cooperation with affected local governments.
- Opposes efforts to restrict municipal annexation authority.
- Opposes delegation of municipal land use authority to state agencies or preemption of municipal land use controls.
- Opposes federal or state restrictions, beyond those constitutional restrictions that have been defined by recent Supreme Court decisions, on the ability of federal, state, or local governments to regulate private property or to exercise the power of condemnation for the benefit of public health, safety, and welfare.
- Opposes unreasonable restrictions on urban renewal authorities and downtown development authorities.
- [Opposes federal or state preemption of municipal land use with the wildland urban interface.](#)
- [Opposes the imposition of arbitrary timelines on municipal permitting.](#)

Natural Disasters

The League:

- Supports specific modifications to the Taxpayer's Bill of Rights (TABOR) to better define an "emergency," specify the amount of time for repayment of any TABOR reserve dollars spent, and to create clarity to ensure state financial assistance can be used specifically for recovery without violating TABOR revenue and spending limitations.
- Supports state financial support to assist local governments with disaster mitigation, response, and recovery in their communities.
- Supports legislation that reduces systemwide underinsurance and improves the transparency of the coverage gap that a private property owner has with their existing policy.
- Supports eliminating the practice of insurance companies requiring contents itemization in total losses to receive the contents coverage stated in a policy.
- Supports regulating the loss ratio for property and casualty insurance so that premiums paid go to cover losses and do not become excessive.
- Supports exploration of reinsurance for disaster impacts and supports legislation to address insurance availability to ensure community members have access to insurance.
- Supports exploration of public insurance to address availability.

- [FEMA?Supports targeted reforms to the Federal Emergency Management Agency \(FEMA\) designed to provide faster access to funding, reduced administrative burdens, predictable procurement standards, expanded housing and sheltering options aimed at easing displacement challenges, new funding and financing opportunities for resilience projects, and greater transparency of FEMA's decision-making.](#)

Regulation of Nicotine Products

The League:

- [Supports the greatest amount of local control possible for the regulation of nicotine products.](#)

Police, Fire, and Other Pension and Employee Benefits

The League:

- Supports equitable levels of state funding for volunteer firefighters' pensions.
- Opposes mandates that increase the cost of or create inequities among municipal employee pensions, workers' compensation, or other employee benefits.
- Opposes [mandated Social Security or Medicare coverage unfunded mandates](#) for public employee, [mandated benefit levels or funding standards for municipal employee pension plans, benefits](#) or other unreasonable burdens or restrictions in connection with the administration of municipal employee benefit plans.
- Opposes mandated "Police Officers Bill of Rights" interfering with the management and budget prerogatives of local governments.

Postal Service

The League supports legislation and administrative action by the United States Postal Service requiring use of mailing addresses and ZIP codes that reflect the corporate boundaries of cities and towns to eliminate confusion among citizens and businesses and to reinforce community identities.

Privatization

The League supports the use of private-sector businesses to provide public services when determined by municipal officials to be in the public interest.

Public Employment

The League opposes efforts to interfere with a municipality's ability to determine the terms and conditions of municipal employment.

- [Supports local decision-making regarding employee organization, collective bargaining, and career service protections.](#)
- [Supports the ability of municipalities to regulate public employee conduct and the pursuit of appropriate employee discipline in the public interest.](#)

Public Liability

The League:

- Supports the availability of public liability insurance at reasonable costs and the ability of municipalities to reduce such costs through self-insurance or other reasonable means.
- Supports reasonable federal limitations on and reduction in the liability for monetary damages payable by public entities, public employees, and elected officials in suits brought under federal laws.
- Supports limitations on the liability of municipalities and their officers and employees.
- Opposes efforts to expand the liability of public entities and public employees, including unlimited or expanded liability, indemnification requirements, excessive mandatory minimum penalties, and inequitable attorney fee shifting provisions.

Purchasing

The League supports the authority of municipal officials to determine local purchasing and contracting procedures.

Records

The League:

- Supports transparent record-keeping practices and the right of municipal governments to keep and maintain their own records.
- Opposes undue burdens placed upon municipalities to report or provide municipal records to the public, state, or federal government.
- Supports the authority of municipalities to charge research and retrieval fees for open records requests.
- Supports the authority of municipalities to establish reasonable regulations for open records requests.

Substance Use Disorder

The League:

- Supports state funding for local treatment, prevention, diversion, and recovery programs to address impacts of the substance use disorder, mental health, behavioral health, and opioid epidemic in Colorado.
- Supports the attorney general's authority for opioid settlement funding distribution.

Sustainability

The League:

- Supports the concept of sustainability and sustainable solutions that meet the needs of the present population without compromising the ability of future generations to meet their needs.
- Supports state and local partnerships and resources to improve waste diversion and recycling programs across the state in a manner that respects local control.
- Opposes state preemption of local government authority to adopt environmental ordinances that are more protective than state standards.

- [Opposes state sustainability mandates that impose costs on or shift costs to municipalities.](#)

Telecommunications

The League:

- Supports the retention of municipal regulatory authority over cable television systems.
- Supports affordable access by all municipalities to redundant high-speed broadband, telecommunication, and information services.
- Supports options to level the playing field for smaller broadband and telecommunications providers to compete throughout Colorado.
- Supports federal and state resources for the development of broadband infrastructure in unserved and underserved areas and enhanced service in all service areas.
- Opposes federal or state restrictions on local control of municipal rights-of-way.
- Opposes federal or state restrictions on the authority of local governments to develop or acquire their own broadband or telecommunications infrastructure.
- [Opposes federal or state restrictions on municipal franchising, regulatory, and taxing authority over telecommunications systems.](#)
- [Opposes federal or state restrictions or mandates on local permitting of telecommunications facilities.](#)

Transportation & Transit

The League:

- Supports a comprehensive statewide solution that solves Colorado's long-term transportation challenges at every level of government and provides a sustainable revenue source that meets the needs of Colorado citizens today as well as future generations, including funding to assist local governments to improve air quality.
- [Supports increased funds to finance pressing surface transportation needs with an equitable portion of new revenues returned to cities and towns.](#)
- [Supports funding for vulnerable road user projects to support walkable and bikeable neighborhoods.](#)
- Supports the Colorado Department of Transportation (CDOT) assumption of street lighting and general maintenance costs on state highways within municipalities.
- Supports clarification that federal railroad laws do not preempt local governmental authority to protect the safety and environment of citizens.
- Supports preservation of the federal funding guarantees for transportation and proportional allocation of all federal transportation taxes and funds for their intended transportation purposes.
- Supports efforts to improve commercial and general aviation throughout Colorado.
- Supports legislation that enables and encourages autonomous vehicles that are clean-fueled and safe, while preserving local control over regulation and local implementation.
- Encourages a balanced state transportation policy that addresses the need to maintain and expand alternative transportation modes and public infrastructure adjoining roadways and rights-of-way, and demand management options to improve Colorado's transportation system by supporting:
 - Close cooperation among CDOT, counties, municipalities, and interested stakeholders in improving Colorado's multi-modal transportation system.

- Preservation of the constitutional requirement that highway user revenues be used for the construction, maintenance and supervision of the public highways of the state, comprising all modes including, but not limited to, facilities for air, transit, bicycle, and pedestrian travel.
- Greater flexibility and increased revenues for multi-modal transportation systems.
- Fair and equitable funding for the development and implementation of electric vehicle infrastructure across the state.
- Opposes additional “off-the-top” diversions from the Highway Users Tax Fund.

Water

The League:

- Supports water policies that protect Colorado water resources.
- Supports the constitutional doctrine of prior appropriation and the constitutional priority given to domestic water use.
- Supports the inventorying and protection by municipalities of their water rights.
- Supports appropriate water conservation efforts and sustainable water resource management practices by all users.
- Supports efforts to increase knowledge of water-related issues of concern around the state to municipalities.
- Supports participation in statewide discussions of water use and distribution.
- Supports appropriate coordination of municipal water use with other uses including agriculture, mineral resource development, energy development, recreation, and open space.
- Supports federal and state financial aid programs assisting municipalities, including recognition of the special needs of smaller municipalities, with the construction and improvement of water systems to protect water quality and to comply with federal and state mandates.
- Supports continued federal and state funding for wastewater treatment and drinking water facilities to reduce local costs and expedite construction of necessary treatment and collection facilities.
- Supports stakeholder input and involvement in developing laws and regulations related to water and wastewater issues.
- Encourages on-going communication by federal land managers with affected municipalities regarding the leasing of federal lands that might impact local land use and environmental policies including, but not limited to, local watershed ordinances.
- Supports continued and additional funding for the Colorado Water Plan and programs to implement its goals.

Youth

The League:

- Supports municipal and other efforts to address youth issues and needs.
- Recognizes the influence that parents in partnership with nonprofit and religious organizations, local businesses, and other governmental jurisdictions have on the development of youth.
- Encourages utilization by public schools in cooperation with local governments of League-published or other civics curriculum to educate students in state and local government.

BYLAWS OF THE COLORADO MUNICIPAL LEAGUE
JUNE 2026

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AMENDMENTS FOR CONSIDERATION - 2026 ANNUAL BUSINESS MEETING

ARTICLE I - NAME AND OBJECT

Section 1. Corporate Name. The name of this Corporation shall be the Colorado Municipal League.

Section 2. Purposes of Corporation. The Corporation is an instrumentality of Colorado cities and towns acting through their elected and appointed officials. The object of this Corporation shall be that stated in the Certificate of Incorporation as follows:

To cooperate with Colorado cities and towns in the development and improvement of municipal government;

To study the needs and render such services as may be proper to increase the efficiency of Colorado cities and towns;

To assist in the securing of legislative enactments beneficial to municipalities and to oppose all legislation deemed injurious thereto;

To sue or defend in the name of this Corporation any actions or proceedings in law or in equity when deemed advisable;

To hold conferences, conventions, or assemblages at such times and places as may be determined for the discussion of mutual affairs of Colorado cities and towns and to adopt measures for the betterment thereof;

In general, to do all acts and things necessary, proper and expedient for the welfare and benefit of Colorado municipalities and the citizens thereof.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility. Any incorporated city or town in the state of Colorado desiring to become a participating member of this League may do so upon signifying a desire to do so and the payment of the current annual service participation fee. As used in these bylaws, the phrase "participating member," "participating municipality," or "participating city or town" or similar phrase means a Colorado city and county, city, or town that holds a participating membership in the League.

Section 2. Votes of Participating Members. Each city or town holding participating membership in the League shall be equally privileged with all other participating members in its voice and vote in the election of Board members and upon any propositions presented for discussion or decision at any meeting of the League. The vote of each participating member shall be cast by its representative or by a majority of its representatives attending the meeting at which an election of Board members or a decision on any proposition shall take place. No voting by proxy shall be allowed, and no representative(s) may vote on behalf of more than one participating member. No person may cast a vote, or sign any nominating petition pursuant to Article IV, Section 4, as a representative of more than one participating city or town. Any meeting of the League may, at the discretion of the Executive Board, be conducted either in-person or remotely, through any electronic platform that allows attendees to hear and see the meeting, participate in discussion or debate, and cast votes electronically, or a hybrid form of both.

Section 3. Associate Members. Any individual, association, business entity, corporation, or organization, including any governmental entity or political subdivision other than a city or town, may become an associate member of the League on application and payment of a sum equal to

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or in excess of the annual service fee prescribed by the Executive Board. Privileges accorded and services rendered to such associate members shall be prescribed by the Executive Board. Such membership shall carry no voting privileges. The membership of any associate member may be revoked by action of the Executive Board or as provided in Article III, Section 2, without any requirement for notice or an opportunity to be heard. Any notice of termination may be given in person, by mail, or by e-mail.

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Section 4. Honorary Life Members. All Past Presidents of the Colorado Municipal League shall be honorary life members of the League regardless of their official position, and such honorary life membership may be conferred upon others by appropriate action of the Executive Board. Honorary life members shall be entitled to participate in the discussion of any question at any annual business meeting, special meeting, or district meeting, but such members shall not be entitled to vote.

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Section 5. Renewal of Participating Membership. Any city or town in the State of Colorado which has withdrawn or has been dropped from League participating membership may reaffiliate with the organization in the manner established in section 1 of this Article II.

Section 6. Income and Assets. All income and assets of CML shall at all times be dedicated to the exclusive benefit of its participating members only. No such income or assets shall ever accrue to the benefit of any person, firm, corporation, or other entity except such participating members.

ARTICLE III - SERVICE PARTICIPATION FEE

Section 1. Fee Schedule. The annual service participation fee for each city or town shall be in such sum as shall be fixed by the fee schedule adopted from time to time by the Executive Board of the League, provided that no fees shall be prescribed for honorary members. No change in the service participation fee schedule shall be effective until it has been announced at an annual business meeting.

Section 2. Payment of Fees - Date Due. (a) All service participation fees shall be payable annually in advance of the League's calendar year and shall become due on January 1. Failure on the part of any municipality to tender payment prior to March 1 shall constitute grounds for termination of membership in the League. Not less than fifteen days prior to any termination of a municipality's membership, the League shall provide written notice of the termination and the reasons therefore to the municipality and shall afford the municipality an opportunity to be heard, orally or in writing, before the Board, which hearing shall occur not less than five days before the effective date of any termination. Any notice required under this section may be given in person, by mail, or by e-mail to the mayor or clerk or, if none, to the last known elected official of the participating member. The foregoing notice and hearing procedures shall not apply to associate members, and the failure on the part of any associate member to tender payment prior to March 1 shall constitute automatic termination of the associate membership. The Executive Board may establish reasonable provisions for the extension of membership status pending the receipt of service participation fees.

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(b) A municipality may withdraw from membership upon written notice to the Executive Director but may not receive a refund of any portion of its paid participation fee upon such notice of withdrawal.

ARTICLE IV - EXECUTIVE BOARD

Section 1. Duties. (a) The affairs of the League shall be under the direction of an Executive Board of ~~eighteen elected and at least three appointed~~ members (also referred to as the Board), plus the Immediate Past President, when qualified, all of whom shall manage the lawful business of the League. In the event the Immediate Past President is not qualified under Section 3, the position shall be held by the immediate predecessor, when qualified. In performance thereof, the Executive Board shall possess all the powers granted to Executive Boards and Directors of non-profit corporations by state law.

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(b) The Executive Board shall have the authority to return to CML's participating city and town members only, annual service participation fees or other revenues collected in excess of the amounts which the Executive Board reasonably determines necessary for the prudent operation of CML. Any such returned amounts shall be credited against future service participation fees of such members in the same proportions as the fees were paid. No credit shall be given to any such member which owes any amount to CML until the amount owing is paid, and any credit or payment to be made under this provision may be used to pay such amount. The Executive Board shall have the sole authority and discretion to determine whether any funds are available for such return, and the amount and timing of any such return. If the Executive Board reasonably determines that such return shall be made, any such member shall have an enforceable right to its proportionate share of such returns pursuant to the terms of this provision. In no event shall any such return be made to any associate member or any honorary member.

Section 2. Election. ~~At the annual business meeting of the League, members~~ of the Executive Board ~~as described in section 3(b)~~ shall be elected annually ~~and members of the Executive Board as described in section 3(c) shall be appointed annually.~~ Members shall assume office immediately after the adjournment of the annual business meeting and shall hold office for a term of two years, or until their successors have been elected and have assumed office. The terms of the members of the Executive Board shall be staggered so that the terms of one-half of the members of the Executive Board from each population category shall expire each year. When more than ~~nine~~ Executive Board members are to be elected at the annual business meeting, ~~nine~~ individuals shall be elected for two-year terms and any additional individuals elected to the Executive Board shall be elected for one-year terms.

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Section 3. Qualifications of Executive Board Members. (a) Members of the Executive Board shall be elected or appointed officials of participating cities and towns. ~~Appointed officials shall include employees as well as non-elected officials, provided their appointment is in the control of the governing body or, in cities in which the mayor is the chief executive, the mayor. There shall be no more than one elected or appointed member of the Executive Board from any one municipality.~~

(b) ~~Excluding the Immediate~~ Past President, six members of the Executive Board shall be officials of municipalities in the "small population" category, six members shall be officials of municipalities in the "medium population" category, ~~and~~ six members shall be officials of municipalities in the "large population" category.

(c) ~~Each municipality in the "largest population" category, shall be entitled to appoint an, elected or appointed official to the Executive Board in the manner provided in Section 4(c). The Board shall establish and maintain a process to stagger terms of these members.~~

(d) The Executive Board may establish and from time to time revise the population levels that define the small, medium, ~~and~~ large population categories of municipalities. ~~The largest population shall include members with populations over 249,999.~~ For the purposes of this Article, "population" shall mean the municipal population figures used in determining service participation

fees for League membership for the year in which the Individual is elected, appointed or a candidate for the Executive Board.

(e) There shall be no limit on the number of terms of office which may be served by a member.

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Section 4. Nominations and Elections of Executive Board Members. (a) Nominations of Board members shall be made at the annual business meeting of the League by a nominating committee of four municipal officials appointed by the President, one from each category established in Section 3(b) of this Article IV. At least 24 hours prior to the annual business meeting, the nominating committee shall recommend for election to the Executive Board a slate of municipal officials numbering at least as many officials in each population category as the number of vacancies to be filled for each category, and, in so doing, shall ensure that the nominations comply with the categories established in Section 3(b) of this Article IV and with the requirement in Section 2 of this Article IV for overlapping terms of office. Each nominee, except any official requested by the nominating committee to become a nominee in order to meet the minimum slate requirement of this section and except any nominee petitioned for pursuant to this section, shall have received the written endorsement of the nominee's city council or board of trustees and, in municipalities in which the mayor is the chief executive, the mayor in consultation with the legislative body. A municipality may endorse the nomination of only one official from the municipality for election at any one annual business meeting. Each official who files an application for nomination with the nominating committee shall be included among the nominating committee's slate of nominees if the official meets the qualifications established in section 3(a) of this article, and if the official's application is received in writing in the League office at least 21 days prior to the annual business meeting and is accompanied by the required endorsement in writing from the official's city council or board of trustees. The nominating committee may request that one or more additional officials become nominees only if and to the extent that the total number of officials who are qualified by the proper filing of an application for nomination at least 21 days prior to the annual business meeting are insufficient to meet the minimum slate requirement of this section. Not later than 48 hours prior to the annual business meeting, other nominations for Board members may be made to the nominating committee by petition, such petition to be signed by at least ten municipal officials representing at least ten participating members, but the nominating committee shall not accept a petition for the nomination of any official of a city or town whose governing body has already endorsed the nomination of another official from that city or town. The nominating committee shall be the sole judge of the validity of any such petitions submitted, and if it deems the petitions valid shall submit the names of municipal officials so nominated to the annual business meeting for consideration along with the nominating committee's slate of officials.

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(b) The vote shall be by written or electronic ballot. Within each category of Board members, as set forth in Section 3(b) of this Article IV, those officials receiving the largest number of votes shall be elected to two-year terms and those receiving the next largest number of votes, in descending order, shall be elected to one-year terms, if any exist. Where a tie would affect the outcome of any election, a run-off election shall be held among those officials receiving the same number of votes. At the annual business meeting, each city and town holding participating membership in the League shall be entitled to vote, subject to Article II, Section 2 and Section 7 of this Article IV, to fill all vacancies on the Executive Board regardless of the categories established in Section 3(b) of this Article IV.

(c) Members appointed pursuant to Section 3(c) must be appointed by the written endorsement of the governing body or, in the case of a municipality in which the mayor is the chief executive, the endorsement of the mayor in consultation with the legislative body.

Section 5. Board Meetings. The Executive Board shall meet at the call of the President at least four times during each fiscal year, one of which meetings shall be held within 45 days of the beginning of the next succeeding fiscal year for the principal purpose of approving the budget for the ensuing year and one of which shall be held within 24 hours after the adjournment of the annual business meeting. Notice of any regular meeting of the Executive Board shall be provided to each member of the Executive Board at least five days in advance of the meeting. Additional meetings as necessary may be called by the president or by any two members of the Executive Board. Notice of any such additional meeting shall be provided at least twelve hours in advance of the meeting. Any notice required under this section may be given in person, by mail, or by e-mail, or by any other means of wire or wireless communication. Any meeting of the Executive Board may, at the discretion of the President, be conducted either in-person or remotely through any electronic platform that allows Board members to hear and see the meeting, participate in discussion or debate, and cast votes electronically, or a hybrid form both.

Section 6. Quorum and voting. The presence of eight members shall constitute a quorum at any meeting of the Executive Board. No voting by proxy shall be allowed.

Section 7. Vacancies. (a) A vacancy shall occur on the Executive Board if a Board member resigns, misses three consecutive meetings of the Executive Board held during a period exceeding sixty days, ceases to be an elected or appointed official of a participating city or town, or ceases to be an official of some participating city or town in the same population category from which elected to the Executive Board. A qualified Immediate Past President, or the predecessor in office pursuant to Section 8 of this Article, shall not be subject to the three consecutive meeting provision of this paragraph. Any Board member who, without a break in service, becomes an elected or appointed official of a participating city or town different from but in the same population category as that from which the member was elected to the Executive Board shall continue to serve on the Executive Board until commencement of the next annual business meeting, provided that the League receives in its office within 45 days after the official takes office or commences service a written endorsement from the succeeding municipality stating that the governing body of said municipality desires that the member continue to serve on the Executive Board. If no such endorsement is received within said 45 days, a vacancy shall occur. A change within the same municipality in a Board member's elected or appointed position, from an appointed to an elected position, or from an elected to an appointed position, shall not create a vacancy unless a break in service exists between the positions. A "break in service" occurs when more than 72 hours has elapsed between service. Any Board member otherwise eligible to continue to serve on the Executive Board shall satisfy the qualifications set forth in section 3 of this Article.

(b) Whenever a vacancy occurs on the Executive Board for a member described in Section 3(b), the remaining members of the Executive Board may fill the vacancy by appointment of an eligible municipal official to serve until the adjournment of the next annual business meeting and, in so doing, shall ensure compliance with Section 3(b). At that time, or in the event that the Executive Board has not filled the vacancy, the unexpired term shall be filled according to the provisions of Section 4 above.

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(c) Whenever a vacancy occurs on the Executive Board for a member described in section 3(c), the municipality that appointed the member shall name a qualified successor to fill the remainder of the unexpired term.

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Section 8. Immediate Past President. The Immediate Past President, when qualified as an elected or appointed official of a participating city or town, shall be an ex officio voting member of the Executive Board for one year after the expiration of the term of office as President. In the event the Immediate Past President is not qualified, the position shall be held by the immediate predecessor, when qualified.

Section 9. Delegation of Authority to Act on Behalf of Board Without a Meeting.

The Executive Board may establish policies to delegate certain actions to be made on behalf of the Executive Board by the officers established in Article V, Section 1 and the Immediate Past President established by Section 8 of this Article IV. Such action shall be effective if there are writings that describe the action and the responses from the officers, if the other Board members are promptly notified of the action, and if the action is filed with the minutes of the next meeting of the Executive Board. Any such writings may be received electronically. The action does not prevent two or more Board members from calling for a special meeting on the action as provided in Article IV, Section 5.

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Section 9. Review of Categories. Unless previously amended or repealed, the categories of Board members established by Section 3(b) of this Article IV shall be reviewed by the Executive Board at least every five years. ¶

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ARTICLE V - OFFICERS

Section 1. Qualifications. The officers of the League shall be a President, a Vice President, a Secretary-Treasurer, and the Immediate Past President. Each officer shall be a duly qualified member of the League's Executive Board. The member selected as President at the Board meeting held within 24 hours after adjournment of the annual business meeting shall have served on the Executive Board at some time prior to such business meeting.

Section 2. Selection of Officers. Within 24 hours after the adjournment of the annual business meeting, the Executive Board shall meet for the purpose of organizing and selecting the President, Vice President, and Secretary-Treasurer for the ensuing year from among its own membership. Officers of the League shall hold their positions for a period of one year, except that when a vacancy occurs in any of these three offices during the year, the Executive Board shall appoint a successor from among its own membership to fill the position until the next annual conference.

Moved up [1]: There shall be no limit on the number of terms of office which may be served by a member.

Section 3. Duties of President. The President shall preside at all meetings of the League and at all meetings of the Executive Board. The President shall have the duties and powers customarily incident to such office.

Section 4. Duties of Vice President. In the absence of the League President, the Vice President shall assume the duties and exercise the powers of the President. The Vice President shall have such other duties and powers customarily incident to the office of Vice President.

Section 5. Duties of Secretary-Treasurer. The Secretary-Treasurer shall be responsible for the accurate record of proceedings of Executive Board meetings, shall be responsible for submission of an annual financial report which shall be published promptly in an edition of Colorado Municipalities or the CML Newsletter and shall have such other duties and powers customarily incident to the office of Secretary-Treasurer.

Section 6. Duties of Executive Director. (a) The Executive Director, who shall be appointed by the Executive Board, shall be responsible for the proper and efficient management of the affairs of the League, under the general direction of the Executive Board. Except as otherwise specifically delegated to the secretary-treasurer by these bylaws, the Executive Director shall be responsible for preparing and maintaining any records and information required to be kept by the League at the direction of the Executive Board or pursuant to any law, and for authenticating the records of the League.

(b) The Executive Director shall prepare an annual budget covering the estimated receipts and disbursements of the League, and this budget shall be submitted to the Executive Board for

its approval. The Executive Director shall perform such other duties as may be assigned by the Executive Board. The Executive Director shall exercise the usual functions of manager of League affairs and services.

(c) The Executive Director shall furnish a satisfactory surety bond or insurance in an amount and form determined by the Executive Board. The League shall pay the premium for said bond or insurance.

ARTICLE VI - COMMITTEES AND SECTIONS

Section 1. Committees. The President shall appoint such special or standing committees from time to time as may be determined by the Executive Board.

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Section 2. Policy Committee. The Executive Board shall from time to time receive and act upon recommendations from a policy committee, whose membership may include one representative of each participating member, except that members with population over 100,000 may appoint a second member, together with such other members as may be designated by the Executive Board. The policy committee may also recommend changes to the CML policy statement, which shall be presented for consideration at the annual business meeting and approved by a simple majority of all participating members voting. The Executive Board may comment on the policy committee's recommended changes.

Section 3. League Sections. Sections previously designated as League sections shall continue as such until otherwise provided by action of the Executive Board. Organizations, groups or associations having substantial numbers of municipal officials and having objectives and purposes compatible with those of the League, may be established as sections of the League by the Executive Board, provided any such organization, group, or association complies with any conditions imposed by the Executive Board. Such sections shall continue in existence until discontinued by action of the Executive Board. No action taken or opinion expressed by a League section shall be considered an action or opinion of the League, and the League shall not be responsible for any action taken or opinion expressed by a League section or by an officer or employee of a League section, unless the action or opinion is previously approved by the Executive Board or by League participating members at the annual or a special meeting.

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Only a municipal official shall represent a section. Sections are entitled to appoint a section member to serve on the policy committee but without a vote. Sections may offer sessions at the annual conference, as may be determined by the League.

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Section 4. Meetings of Sections and Committees. Any meeting of a committee or section may, at the discretion of the chair, be conducted either in-person or remotely through any electronic platform that allows attendees to hear and see the meeting, participate in discussion or debate, and cast votes electronically, or a hybrid form of both.

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ARTICLE VII - MEETINGS

Section 1. Annual Conference. A regular annual conference for all participating member cities and towns of the League shall be held at such time and place as may be determined by the Executive Board.

Section 2. Special Conferences. Special conferences for all participating member cities and towns of the League may be called when authorized by the Executive Board and shall be called by the Executive Board upon receipt of written requests from municipal officials of not less than

15 participating members. A written notice of the time and place of each such special conference shall be provided to each participating member at least fifteen days in advance of the time set for the meeting, or by providing a notice thereof at least two weeks prior to said meeting in the CML Newsletter; provided, however, that failure to receive such notice shall not invalidate proceedings at such meeting. Such notice shall state the purpose or purposes for which the meeting is called, and no other business shall be transacted at such meeting.

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Section 3. Annual Business Meeting. A regular annual business meeting for all participating members cities and towns shall be held at the annual conference, unless a different time and place for the annual business meeting is determined by the Executive Board. The quorum for the conduct of business at the annual business meeting shall be 50 participating members. Nomination and election of Board members at the annual business meeting shall be governed by Article IV. Consideration of any amendment to the bylaws or articles of incorporation at the annual business meeting shall be governed by Article IX. No other new matter shall be considered or acted upon at the annual business meeting unless submitted in writing at or before the meeting with copies available for distribution to all participating members in attendance at the meeting.

ARTICLE VIII - LEAGUE DISTRICTS

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Section 1. District Organization. There shall be formed within the League regional districts carrying such distinctive numerical designations and having such boundaries as approved by the Executive Board and recorded on an official map.

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Section 2. Purposes and Functions of Districts. The purposes and functions of the regional districts of the League shall be as follows:

(a) To promote interest and cooperation in the problems of municipal government and administration among the officers and employees of the cities and towns within such districts.

(b) To assist the officials of the League in formulating policies and rendering service by expressing to the League the recommendations of the districts as expressed by attendees of district meetings.

Section 3. Membership of Districts. All cities and towns within the boundaries of the district that are participating members of the League are members of and may participate in the activities of the district. There is no prohibition on member cities and towns attending meetings in other districts.

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Section 4. District Chair. There shall be selected by the membership of each district meeting locations for future district meetings. The municipality hosting a district meeting shall select an elected official or staff member to act as a District Chair to preside over the meeting.

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Section 5. District Meetings. Meetings of the participating cities and towns in each district shall be held at least annually at such time and place as may be determined by the District Chair and the Executive Director.

ARTICLE IX - AMENDMENTS

Section 1. Procedure. These bylaws or the Articles of Incorporation may be amended at any annual business meeting or special conference by a two-thirds vote of all participating members voting, providing the proposed amendment(s) shall have first been prepared in writing and submitted to the Executive Board on or before the date preceding by two weeks the first day of

the conference and written copies of such amendment(s) are distributed to conference delegates. Such amendment(s) shall go into effect immediately or at such other time as may be specified in the proposal submitting the amendment to a vote of the members. If, within sixty days after the adoption of any amendment, one-third or more of participating members protest against such amendment, it shall automatically be suspended until the next annual or special conference, when it may be taken up again for reconsideration and vote as in the first instance.

ARTICLE X - DISSOLUTION

Section 1. Procedure. If, at any annual business meeting, three-fourths of the participating members vote to dissolve the League, the League shall be dissolved as provided in Article 134, title 7, C.R.S.

Section 2. Financial Settlement. Any assets remaining upon dissolution of the League shall be transferred to the participating member at the time of dissolution according to the provisions of Article 134, title 7, C.R.S. and to a formula established by the Executive Board which bears a direct relationship to the amount contributed to the support of the League by the said participating municipalities.

ARTICLE XI - CONFLICTING INTEREST TRANSACTIONS

Section 1. General Statement. This Article XI is intended to foster public confidence in the integrity of the League and to protect the League's interests when it is contemplating entering a transaction that might benefit the private interest of a Board member of the League. This Article XI is intended to incorporate the requirements of C.R.S. § 7-128-501 of the Colorado Revised Nonprofit Corporation Act with respect to conflicting interest transactions.

Section 2. Procedures--Conflicting Interest Transactions. The League, and its Executive Board, shall follow the procedures in this Section 2 with respect to any potential "conflicting interest transaction". For the purposes of this Article XI, "conflicting interest transaction" means any proposed contract, transaction, or other financial relationship between the League and (i) a Board member, (ii) a party related to a Board member, including a spouse, descendent, ancestor, sibling, or the spouse of a descendent or a sibling, or (iii) an entity in which a Board member has an interest, including an estate or trust in which the Board member or a party related to the Board member has a beneficial interest, or an entity in which the Board member or a party related to the Board member has a financial interest.

(a) **Duty to Disclose.** Each Board member shall, as soon as possible, disclose to the Executive Board all material facts regarding his or her financial or other interest in a proposed conflicting interest transaction.

(b) **Determining Whether a Conflict of Interest Exists.** The Executive Board shall determine if the proposed transaction is in fact a conflicting interest transaction. The Board member(s) with a potential conflict shall not be present during the Executive Board's discussion or determination of whether a conflicting interest transaction exists, except as provided below.

(c) **Procedures for Addressing a Conflicting Interest Transaction.** If the Executive Board determines that a proposed transaction is a conflicting interest transaction, the Executive Board shall follow the procedures set forth in Section 3 in order to decide what measures are needed to protect the Organization's interests in light of the nature and seriousness of the conflict, to decide

whether to enter into the transaction and, if so, to ensure that the terms of the transaction are appropriate.

(d) Records of Proceedings. The minutes of any meeting of the Executive Board pursuant to this Article XI shall contain the name of each Board member who disclosed or was otherwise determined to have an interest in a transaction; the nature of the interest and whether it was determined to constitute a conflict of interest; any alternative transactions considered; the Board members of the Executive Board who were present during the deliberations on the transaction, those who voted on it, and to what extent interested persons were excluded from the deliberations; any comparability data or other information obtained and relied upon by the Executive Board and how the information was obtained; and the result of the vote, including, if applicable, the terms of the transaction that was approved and the date it was approved.

Section 3. Executive Board Action with Respect to Conflicting Interest Transactions. The Executive Board shall comply with the provisions of C.R.S. § 7-128-501 in acting with respect to any conflicting interest transaction. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a Board member or by or in the right of the League, provided that:

(a) The material facts as to the Board member's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Executive Board or the committee, and the Executive Board or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Board members, even though the disinterested Board members are less than a quorum; or

(b) The material facts as to the Board member's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the Board members entitled to vote thereon; or

(c) The conflicting interest transaction is, given all the facts and circumstances, fair as to the League.

For the purposes of this Section 3, common or interested Board members may be counted in determining the presence of a quorum at meetings of the Executive Board or of a committee that authorizes, approves, or ratifies the Conflicting Interest Transaction.

ARTICLE XII - INDEMNIFICATION

Section 1. Indemnification. The League, acting by and through the Executive Board, shall have the power to indemnify its Board members, Officers, employees and agents to the maximum extent permitted by C.R.S. § 7-129-101 et. seq of the Colorado Revised Nonprofit Corporation Act.

Section 2. General Provisions. The League may indemnify any person who is or was a party or is threatened to be made a party to any legal or regulatory proceeding by reason of the fact that such person is or was a Board member or Officer of the League, against expenses (including attorneys' fees), liabilities, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding. However, the League will only indemnify a Board member or Officer who: (i) acted in good faith, (ii) reasonably believed,

in the case of conduct in an official capacity with the League, that the conduct was in the best interests of the League; and, in all other cases, that the conduct was at least not opposed to the best interests of the League, and (iii) with respect to any criminal proceeding, had no reasonable cause to believe the conduct was unlawful.

No person shall be entitled to indemnification under this Section 2: (i) in connection with a proceeding by or in the right of the League in which the Board member or Officer was adjudged liable to the League; or (ii) in connection with any other proceeding charging improper personal benefit to the Board member or Officer, whether or not involving action in that person's official capacity, in which the Officer or Board member is ultimately adjudged liable on the basis that the Board member or Officer improperly received personal benefit.

Indemnification under this Section 2 in connection with a proceeding brought by or in the right of the League shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this Section 2.

Section 3. Determination of Right to Indemnification. Any indemnification under this Article (unless ordered by a court) shall be made by the League only as authorized in each specific case upon a determination that indemnification of the Board member or Officer is permissible under the standard of conduct set forth in Section 2. Such determination shall be made: (i) by the Executive Board by a majority vote of a quorum of disinterested Board members who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding; or (ii) if such a quorum cannot be obtained, by the vote of a majority of the members of a committee of the Executive Board designated by the Board, which committee shall consist of two or more Board members who are not parties to the proceeding; or (iii) if such a quorum of the Executive Board cannot be obtained or such a committee is so designated but such quorum or committee so directs, then by independent legal counsel selected by the Executive Board in accordance with the preceding procedures. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Section 4. Advances Payment of Expenses; Undertaking to Repay. The League may pay for or reimburse the reasonable expenses (including attorneys' fees) incurred by a Board member or Officer who is a party to a proceeding in advance of the final disposition of the proceeding if: (i) the Board member or Officer furnishes the League a written affirmation of the Board member's or Officer's good faith belief that the person has met the standard of conduct set forth in Section 2; (ii) the Board member or Officer furnishes the League with a written undertaking, executed personally or on the Board member's or Officer's behalf, to repay the advance if it is determined that the person did not meet the standard of conduct set forth in Section 2, which undertaking shall be an unlimited general obligation of the Board member or Officer but which need not be secured; and (iii) a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Section 5. Other Employees and Agents. The League may indemnify such other employees and agents of the League to the same extent and in the same manner as is provided above in Section 2 with respect to Board members and Officers, by adopting a resolution by a majority of

the members of the Executive Board specifically identifying by name or by position the employees or agents entitled to indemnification.

Section 6. Insurance. The Executive Board may exercise the League's power to purchase and maintain insurance on behalf of any person who is or was a Board member, Officer, employee, or agent against liability asserted against or incurred by the person in any such capacity or arising out of the person's status as such, whether or not the League would have the power to indemnify that person against such liability under the provisions of this Article.