

**AMENDED AND RESTATED BYLAWS
OF
SCIENTIFIC AND CULTURAL FACILITIES DISTRICT**

The Scientific and Cultural Facilities District (the “District”) was created pursuant to Section 32-13-104, C.R.S. and is a governmental subdivision of the State of Colorado. Section 32-13-106, C.R.S. sets forth the powers and duties of the Board of Directors (the “Board”) of SCFD and includes the power to adopt and amend rules of procedure. The Board adopted Bylaws of Scientific and Cultural Facilities District in 1989, and subsequently repealed the same and replaced with Rules of Procedure in 2000. By signature below, the Board of the District hereby adopts the following Amended and Restated Bylaws, which shall repeal, replace, and supersede the 2000 Rules of Procedure in each and every respect.

**ARTICLE I
BOARD OF DIRECTORS**

SECTION 1. Governing Body. The District shall be governed by an appointed Board of Directors.

SECTION 2. Appointment of Directors. Directors of the Board shall be appointed as follows:

(a) One director each shall be appointed by the Boards of County Commissioners of each county in the District;

(b) One director shall be appointed by the City Council of the City and County of Denver;

(c) One director shall be appointed by the City Council of the City and County of Broomfield; and

(d) If an odd number of directors is appointed pursuant to Section 2(a)-(c) of these Bylaws, four directors shall be appointed by the Governor; and if an even number of directors is appointed pursuant to Section 2(a)-(c) of these Bylaws, three directors shall be appointed by the Governor; except that the total number of directors appointed pursuant to this Section 2 shall not exceed eleven. The directors appointed by the Governor shall be individuals who represent different segments of society, including, but not limited to, business, education, government, accounting, and foundation management.

Any director appointed hereunder that is employed by, affiliated with, or is a member of the board of directors of, any public or private organization, association, or entity, that is the recipient of funds from the District shall disclose such affiliation as a potential conflict of interest as set forth in Article VI of these Bylaws and said director shall not take any official action on any matter relating to that organization, association, or entity, unless the director’s participation

is necessary to obtain a quorum or otherwise enable the Board to act and if the director complies with the disclosure procedures set forth in Article VI of these Bylaws.

In the event that a new county or city and county elects a director pursuant to Section 2(a)-(c) of these Bylaws that would cause the number of directors to exceed eleven, the longest-serving director appointed by the Governor shall become an ex officio director of the board and shall no longer have the authority to vote in any Board action.

SECTION 3. Terms. A director appointed to the Board pursuant to Section 2, Article I of these Bylaws shall be appointed to serve for a term of three years, or until a successor has been appointed. In no event shall a director serve more than two succeeding terms. Any director may be removed at any time by the appointing entity.

SECTION 4. Director's Performance of Duties. A director of the District shall perform all duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner which the director reasonably believes to be in the best interests of the District, and with such care as an ordinary prudent person in a like position would use under similar circumstances. In performing the director's duties, the director shall be entitled to rely on information, opinion, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in this Section 4, Article I of these Bylaws. The director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who performs the director's duties shall not have any liability by reason of being or having been a director of the District. Those programs and groups upon whose information, opinion, reports, and statements a director is entitled to rely are:

- (a) One or more officers or employees of the District whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional knowledge or expertise; and
- (c) A committee of the Board upon which the director does not serve, duly designated in accordance with the provisions of the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

SECTION 5. Oath of Office. Each member of the Board, before assuming the responsibilities of his or her office, shall take and subscribe an oath of office in the form prescribed by law.

SECTION 6. Vacancies. Vacancies may occur on the Board due to the resignation, removal, term limit, or death of a director. In the event of a vacancy, the applicable governing

body listed in Section 2 whose director has created a vacancy shall appoint a new director, which director shall serve the remaining term of the director that created the vacancy. Directors may be removed from the Board only by the governing body or the Governor that appointed the director.

SECTION 7. Powers and Duties. All powers, privileges and duties vested in, or imposed upon, the District by law shall be exercised and performed by and through the Board, whether set forth specifically or impliedly in these Bylaws. The Board may delegate to officers, employees, and agents of the District any or all administrative and ministerial powers.

Without restricting the general powers conferred by these Bylaws, it is hereby expressly declared that the Board shall have the following powers and duties as set forth in Section 32-13-106(2), C.R.S., as may be amended from time to time:

- (a) To fix the time and place at which its regular meetings shall be held. Meetings shall be held within the District and shall be open to the public;
- (b) To adopt and amend rules of procedure;
- (c) To select a chairman;
- (d) To hire such staff as may be necessary to assist the Board in its duties;
- (e) To enter into contracts including but not limited to contracts for the provision of cultural services for the District;
- (f) To sue and be sued;
- (g) To decide at which election the question specified in Section 32-13-105, C.R.S., as may be amended from time to time, shall be submitted to the registered electors;
- (h) To submit any question specified in Section 32-13-105(4), (5), and (6), C.R.S., as may be amended from time to time, to the registered electors within the geographical boundaries of the District at the appropriate election upon the proper submittal of a valid initiative petition to or upon the proper submittal of a valid initiation petition to or upon the adoption of a resolution by the District;
- (i) To administer and use moneys collected pursuant to Section 32-13-107, C.R.S., as may be amended from time to time, in accordance with the guidelines specified in Section 32-13-107(3), C.R.S., as may be amended from time to time;
- (j) To develop reporting and review requirements governing receipt and expenditures of district funds;
- (k) To submit the question specified in Section 32-13-105(9), C.R.S., as may be amended from time to time, to the registered electors within the geographical

boundaries of the District at a general election or at an election held on the first Tuesday in November of an odd-numbered year, upon the adoption of a resolution by the District; and

(l) To determine the eligibility of organizations that apply to the District for the moneys that the Board distributes pursuant to Sections 32-13-107(3)(b) and (3)(c), as may be amended from time to time. In determining such eligibility, the Board may take into consideration the applicant's financial and organizational capacity to expend tax dollars to serve the public and achieve the mission of the organization.

SECTION 8. Board Member Compensation. Members of the Board shall receive no compensation for their services but may be reimbursed for their necessary expenses while serving as members of the Board.

ARTICLE II OFFICERS

SECTION 1: Election of Officers. At the regular meeting of the Board of Directors in December of each year, the Board shall elect from its membership a Chairman, a Vice Chairman (who also shall serve as Chairman Pro Tem), a Secretary and a Treasurer, who will assume their office at the January meeting of the next year. These officers shall serve until their successors have been elected. The officers shall be elected by an affirmative vote of at least five (5) members of the Board of Directors. If two or more candidates are nominated for the office, the vote shall be by secret ballot. In the case of a single nominee for an office, the vote may be by voice.

SECTION 2: Duties of Officers.

(a) Chairman. The Chairman shall preside at all meetings, and shall be the Chief Executive Officer of the District. Except as otherwise authorized by action of the Board, the Chairman shall sign all contracts, deeds, notes, debentures, warrants, and other instruments on behalf of the District.

(b) Vice Chairman (and Chairman Pro Tem): The Vice Chairman (and Chairman Pro Tem) shall preside at all meetings and act as the Chief Executive Officer of the District during the absence from the District of the Chairman; and in the case of a vacancy in the office of Chairman, shall serve as Chairman until such time as the Board shall elect a new Chairman.

(c) Secretary. The Secretary shall be responsible for the records of the District and may act as Secretary at meetings of the Board and record all votes; shall be responsible for composing a record of the proceedings of the Board in a minute book kept for that purpose, which shall be an official record of the Board; and shall perform all duties incident to that office. The Secretary shall have the authority to affix such seal to and attest all contracts and instruments authorized to be executed by the Board.

(d) Treasurer. The Treasurer shall supervise the financial records of the District and perform such other duties as are normally performed by treasurers and those specifically assigned or delegated by the Board of Directors. The Board may delegate such responsibilities and duties as deemed necessary or desirable to one or more Assistant Treasurers who need not be directors.

(e) Additional Duties. The officers of the Board shall perform such other duties and functions as may from time to time be required by the Board, by the Bylaws or rules and regulations of the District, by law, or by special exigencies, which shall later be ratified by the Board.

ARTICLE III MEETINGS

SECTION 1. Regular Meetings. Regular meetings of the Board shall be held on such days and at such times as shall be established by the Board. Such meetings shall be held at a place set by the Board. The Board shall, annually, designate the public place for posting of notice of its meetings, as required by the Colorado Open Meetings Law.

SECTION 2. Special Meetings. Special meetings may be called by the Chairman of the Board whenever, in his or her opinion, such a meeting is necessary or desirable, or whenever the same is requested in writing of the Chairman by three or more members of the Board.

SECTION 3. Public Meetings. All the meetings of the Board, other than executive sessions, shall be held within the District and open to the public. No vote or other formal action shall be taken in any session which is closed to the general public.

SECTION 4. Notice of Meetings.

(a) Notice of regular Board meetings shall be personally delivered or sent by first class mail, postage prepaid, facsimile, telephone, e-mail, or other electronic communication to each director as soon as reasonably practicable prior to each regular meeting.

(b) Notice of special Board meetings shall be given to each director at least twenty-four (24) hours before the meeting. Notice shall be either oral or written. Oral notice shall be given face-to-face or by telephone. Written notice may be given by mail, personal delivery, facsimile, e-mail, or other electronic communication.

(c) The notice shall contain the following information: (1) the date, time, and place of the meeting; and (2) the agenda for said regular meeting, or the purpose or purposes for which a special meeting is called. Special meetings of the full Board of Directors shall be limited to the purpose or purposes set forth in the notice of said meeting.

SECTION 5. Executive Sessions. All official business of the Board shall be conducted at regular or special meetings. Executive sessions shall be conducted according to the following guidelines:

(a) Calling the Executive Sessions. The topic for discussion in the executive session shall be announced in a motion, and the specific statute that authorizes the executive session shall be cited. The matter to be discussed shall be described in as much detail possible without compromising the purpose of being in executive session.

(b) Conducting the Executive Session. No adoption of any proposed policy, position, resolution, rule, regulation, or formal action shall take place in an executive session. The discussion in executive session shall be limited to the reasons for which the executive session was called. An electronic record (such as an audio tape) of the actual contents of the discussion in the executive session shall be kept. No electronic or other record is necessary to be kept for any portions of the discussion which the District's attorney reasonably believes constitute attorney-client privileged communication. The attorney shall state on the electronic record when any portion of the executive session is not recorded as attorney-client privileged communication or sign a statement to the same effect.

(c) Records of Executive Sessions. The electronic record of any executive session shall be retained by the District for ninety (90) days from the date of the executive session and then destroyed, unless otherwise provided by law. Electronic recordings of the executive session, or transcripts or other reproduction of the same, shall not be released to the general public for review under any circumstances, except as required by law.

SECTION 6. Adjournment and Continuance of Meetings. When a regular or special meeting is for any reason continued to another time and place, notice need not be given of the continued meeting if the time and place of such meeting are announced at the meeting at which the continuance is taken, except as required by law.

ARTICLE IV CONDUCT OF BUSINESS

SECTION 1. Quorum. No business of the Board of Directors shall be transacted except at the regular or special meeting at which a quorum consisting of a majority of the total membership of the Board is present in person or telephonically.

SECTION 2. Voting. Any Board action shall require the affirmative vote of a majority of the total membership of the Board.

SECTION 3. Electronic Signatures. In the event the signature(s) of one or more members of the Board or appointed signatories are required to execute a written document, contract, note, deed, and/or other official papers of the District, and the appropriate individual(s) is unable to be physically present to sign said documentation, such individual or individuals are authorized to execute the documentation electronically via facsimile or email signature, unless said documentation otherwise provides. Any electronic signature so affixed to a document shall carry the full legal force and effect of any original, handwritten signature. Except as approved

herein, this provision of these Bylaws shall not be interpreted as establishing the District's consent or authorization to bind the District to any transaction by the use of electronic records or electronic means. This provision is made pursuant to Article 71.3 of Title 24, C.R.S., also known as the Uniform Electronic Transactions Act.

SECTION 4 Order of Business. The business of all regular meetings of the Board shall be transacted, as far as practicable, in the following order, with the provision that the Chairman may, in his or her discretion, permit comments and questions from the public out of order at any time:

1. Roll call of members and determination of quorum;
2. Review and approval of agenda. An item not previously considered shall be added to the agenda by consent of the Board;
3. Reading and approval, or approval as submitted, of the minutes of the previous meeting;
4. Reports and recommendations of officers, committees, task forces, consultants, directors and staff. New business within the purview of such reports and recommendations shall be considered at the end of each such report and/or recommendation;
5. Unfinished business;
6. New business and special orders;
7. Public input;
8. Executive Session, as needed; and
9. Adjournment.

At any meeting where officers are to be elected such matters shall be considered immediately following the roll call and determination of a quorum.

SECTION 5. Motions and Resolutions. Each and every action of the Board necessary for the governance and management of the affairs of the District, for the execution of the powers vested in the District, and for carrying into effect the provisions of Article 13, Title 32, C.R.S., shall be taken by the passage of motions or resolutions.

SECTION 6. Records of Meeting. Within a reasonable time after passage, all resolutions, motions, and minutes of Board meetings shall be recorded in a book kept for that purpose and shall be attested by the Secretary. Minutes of regular sessions shall be available for public review as soon as practicable following acceptance of the minutes by adoption of a motion by the Board. Executive sessions shall be electronically recorded on audio tape or other

electronic media, and such electronic recording or reproduction of the same shall be kept separate from minutes of regular sessions as described in Section 5.(c), Article III of these Bylaws and shall not be open to the public except as otherwise prohibited by law.

SECTION 7. Records Management. The District shall comply with, and adopt and maintain policies as necessary for compliance with, applicable record retention, destruction, and disclosure requirements, including the Colorado Open Records Act, State Archives and Public Records law, and various consumer privacy laws.

ARTICLE V BUSINESS ADMINISTRATION

SECTION 1. Fiscal Year. The fiscal year of the District shall commence on January 1 and end on December 31 of each year.

SECTION 2. Adoption of Annual Budget. The Board of Directors shall adopt an annual budget for the next succeeding fiscal year. Copies of the annual budget shall be filed in the office of the District and with the designated State officials in compliance with State law, and furnished to any interested party upon request, or as may be required by contract, or as otherwise directed by the Board of Directors.

SECTION 3. Annual Audit. The Board of Directors shall cause to be made an annual audit of the financial statements of the District for each fiscal year in accordance with Section 29-1-601, *et seq.*, C.R.S. The audit shall be conducted in accordance with generally accepted auditing standards by an auditor, as defined in Section 29-1-602, C.R.S., but in no event shall any auditor audit the records, books, or accounts which has maintained. The audit shall be completed and audit report submitted by the auditor to the District within six months after the close of the fiscal year of the District. One copy of the audit report shall be maintained by the District as a public record. The District shall forward a copy of the audit report to the State auditor within thirty days after receipt of said audit.

SECTION 4. Legal Counsel. The Board of Directors shall have the authority to retain attorneys as legal counsel to the Board at its sole discretion under whatever arrangement it sees fit to negotiate. Such legal counsel may be called upon as needed by the Board to provide whatever counsel it deems necessary in order to properly perform its duties.

SECTION 5. Personnel Selection. The selection of employees, consultants, contractors, accountants, auditors, attorneys, and other agents of the District by the Board, or any committee or officer designated to select said persons, shall be based upon their respective qualifications and/or capabilities in accordance with all applicable statutes, rules, and regulations relating to equal opportunity in employment, and shall not be based on race, creed, color, religion, national origin, ancestry, gender, sexual preference, martial status, age, physical handicap, veteran status, or on political services or affiliations. Those selected shall hold their position at the pleasure of the Board. Contracts for such services may be entered into on such terms and conditions as the Board may seem reasonable and proper.

ARTICLE VI CONFLICT OF INTEREST

A potential conflict of interest of any director shall be disclosed in accordance with State law, particularly Article 18 of Title 24, C.R.S. and Section 18-8-308, C.R.S.

ARTICLE VII CODE OF ETHICS

All directors shall be bound by and shall comply with the provisions of the State Ethics Code, codified at Section 24-18-101, *et seq.*, C.R.S. In addition to the provisions of the State Ethics Code, the Board recognizes the need for the directors and the District's staff to be familiar with the cultural and scientific activities and events provided by entities, which are or may be recipients of District fund distributions. Unless there is a judicial determination that the provisions of Amendment 41 to the Colorado State Constitution apply to the directors and/or the District's staff, complimentary tickets to performances, exhibits, and other cultural or scientific events may be offered to directors and staff. The foregoing notwithstanding, directors or staff members may accept such complimentary tickets from entities which are or may qualify as recipients of District funds, so long as the total retail price of such tickets does not exceed \$200.00 per event. It is further the policy of the District that the acceptance of such tickets is to be at the discretion of each director or staff member and that each are encouraged to patronize the scientific and cultural facilities receiving District funds by purchasing tickets to such facilities and events where feasible.

ARTICLE VIII INDEMNIFICATION

The District shall defend, hold harmless and indemnify the District and its directors, officers, agents, or employees, whether elective or appointive, against any tort or liability, claim or demand, without limitation, arising out of any alleged act or omission occurring during the performance of his or her official duty, as more fully defined by law or by an indemnification resolution. The provisions of this Article VIII shall be supplemental and subject to, and to the extent of any inconsistency therewith, shall be modified by the provisions of the Colorado Governmental Immunity Act, Section 24-10-101, *et seq.*, C.R.S.

ARTICLE IX MODIFICATION OF BYLAWS

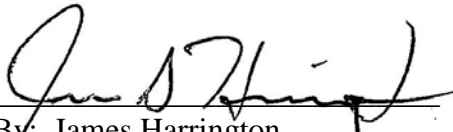
These Bylaws may be altered, amended or repealed at any regular or special meeting of the Board and such alteration, amendment or repeal shall become effective immediately or at a subsequent date.

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Adopted June 24, 2010

The foregoing are the official Bylaws of the Scientific and Cultural Facilities District on the date shown below.

Adopted and Approved on this 24th day of June, 2010.


By: James Harrington
Its: Chairman

ATTEST:


By: Marcia Johnson
Its: Secretary