



Colorado Springs El Paso County Manitou Springs Green Mountain Falls Ramah

MEMORANDUM

DATE: March 10, 2010
TO: Pikes Peak Rural Transportation Authority Board of Directors
FROM: Rick Sonnenburg, Program/Contracts Manager
THROUGH: Robert MacDonald, Secretary to the Board *RFM*
SUBJECT: Draft Revision to the Board Bylaws

ACTION REQUESTED: Approve

The Board-approved Citizen Advisory Committee Bylaws state that the CAC shall use Roberts Rules of Order for the conduct of its meetings, but the Board's own Bylaws do not contain the same statement. The Pikes Peak RTA staff interpreted from the Board at its January meeting that the Board would like this issue clarified in the Board's Bylaws by adding the statement that the Board will use Roberts Rules of Order. The identical sentence as is in the CAC's Bylaws has been added to Page 3 of the draft set of revised Board Bylaws (see two attachments).

Section VI of the Board's Bylaws require that any Bylaws amendment be "considered" at two Board meetings and that the approval on the second consideration be by "a majority of the members of the Board of Directors," which would be a minimum of five affirmative votes regardless of the number in attendance.

This item was postponed from the February 10, 2010 Board meeting due to the need for a special notice provision to the city/town/county clerks. That notice has now been made for the Board's first consideration of the Bylaws amendment pursuant to the amendment section of the Board's Bylaws and will be done again for the second consideration.

RECOMMENDATION TO THE BOARD:

The Pikes Peak RTA staff recommends that the Board approve, on first consideration, the attached revised set of Board Bylaws to add the statement that the Board shall use Roberts Rules of Order for conducting its meetings.

Attachments:

1. Draft Mark-up Set of Board Bylaws
2. Draft Set of Final Revised Board Bylaws

**BYLAWS
OF THE
BOARD OF DIRECTORS
OF THE
PIKES PEAK RURAL TRANSPORTATION AUTHORITY**

(Revision Review: February 11, 2009)

(Revision Review: February 10, 2010)

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ARTICLE I.

Offices

The principal office of the Pikes Peak Rural Transportation Authority ("Authority") shall be located within the boundaries of any party ("Party or Parties") to the intergovernmental agreement creating the Authority ("Intergovernmental Agreement"), as designated by the Board of Directors. The Authority may have other offices and places of business at such places within the State of Colorado as shall be determined by the Board of Directors.

ARTICLE II.

Board of Directors

A. **Number, Qualifications and Term of Office.** The business and affairs of the Authority shall be managed by a Board of Directors consisting of nine directors appointed annually by the Parties as provided in Section 6.1 of the Intergovernmental Agreement, unless expanded as expressly provided by Sections 6.2 and 6.3 of the Intergovernmental Agreement. Each Director shall be identified in writing annually by his/her appointing Party and shall hold such office from January 1 to December 31 of each appointment year or until removed by his/her appointing Party.

B. **Vacancies.** Any Director may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring on the Board of Directors may be filled only by the appointing Party, or as otherwise provided by law.

C. **Removal.** Directors may be removed from office by his/her appointing Party.

D. Compensation. By resolution of the Board of Directors, Directors may be reimbursed his/hcr expenses. if any. of attendance at meetings. No compensation shall be paid.

E. Directors and Staff. The Board of Directors and individual Directors shall deal with the administration of the Authority for which the Authority's executive director and any staff is responsible, including negotiation of contracts, purchases and procurements, solely through the executive director. No Director shall negotiate any contract, purchase or procurement independently of the executive director and/or staff. No Director shall approve any contract, purchase or procurement other than in a regular or special Meeting of the Board of Directors.

F. Alternate Directors. Each Party may, from time to time, designate in writing an Alternate Director who may act as its Director in the absence or unavailability of any or all of that Parties' Directors. Alternate Directors designated by El Paso County and the City of Colorado Springs may be designated as alternates for more than one Director from their respective Party. When acting as a Director, the Alternate Director shall be deemed to be a Director for all purposes except as follows:

1. If both a Director and an Alternate Director of the same Party are present at a meeting of the Board, the Director shall have the sole power to vote.
2. Only a Director may hold an office on the Board. Alternate Directors may not hold office, except as Secretary pursuant to Article IV. Section A.
3. An Alternate Director may not succeed to the position of Director or any Board office based solely on his/her status as an Alternate Director.

ARTICLE III.

Meetings of the Board

A. Place of Meetings. The regular or special meetings of the Board of Directors or any committee designated by the Board shall be held at the principal office of the Authority or at any other place within or without the boundaries of the Authority that a majority of the Board of Directors or any such committee, as the case may be, shall designate. The Board shall meet no less than twice a year.

B. Regular Meetings. The Board of Directors shall meet no less than twice a year and as otherwise determined by a majority of the Board of Directors, for the purpose of transacting such business as may come before the meeting.

C. Special (Emergency) Meetings. Special (including emergency)

meetings of the Board of Directors may be called, either by the Chairperson or by three Directors, and held at any time and in any place.

D. Notice of Meetings. Notice of the regular and special meetings of the Board of Directors or any committee designated by the Board shall be as follows:

(1) **Regular Meetings.** The time and place of regular meetings shall be set by the Board and written or electronic notice of the time and agenda shall be provided to the Parties and public at least seven business days prior to any regular meeting.

(2) **Special Meetings.** Written notice of each special meeting of the Board of Directors setting forth the time and the place of the meeting shall be given as follows:

(a) to each Director not less than 72 hours prior to the time fixed for the meeting.

(b) to each Party's clerk not less than 72 hours prior to the time fixed for the meeting.

(c) to the public by posting a notice of the meeting in a public place designated by the Board of Directors, including specific agenda information when possible, not less than 24 hours prior to the time fixed for the meeting. The public posting place is to be designated annually.

Notice of regular and special meetings may be given to Directors and Parties either by sending a copy of the notice through the United States mail, by fax, or by electronic mail. If mailed, such notice shall be deemed to be timely delivered when deposited in the United States mail properly addressed, with postage prepaid thereon, seventy-two (72) hours prior to the time of the meeting. If notice is given by fax or electronic mail, such notice shall be deemed to be delivered when the notice is delivered to the fax address or electronic mail address.

E. Waiver of Notice. A Director may in writing waive notice to him/her of any special meeting of the Board of Directors, either before, at, or after the meeting; and his waiver shall be deemed the equivalent of receiving timely notice. Attendance of a Director at a meeting shall constitute waiver of notice of that meeting unless he/she attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

F. Quorum. At meetings of the Board of Directors, a majority of the existing appointed Directors shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, action by a majority of voting Directors voting shall be the act of the board of directors, unless the act of a greater number is required by the Intergovernmental Agreement or by law.

G. **Robert's Rules.** The Board shall use Robert's Rules of Order as its basis for governing the conduct of its meetings.

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ARTICLE IV.

Officers of the Board

A. **General.** The officers of the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board held on or after January 1 of each year. Election shall be by voice vote or secret ballot, as determined by the Chairperson. The officers of the Authority shall consist of a Chairperson and a Vice Chairperson, in addition, such other officers, assistant officers, agents and employees as the Board may from time to time deem necessary may be elected by the Board of Directors or be appointed in a manner or manners prescribed by the Board. The Chairperson shall preside at meetings of the Board of Directors, may sign agreements and documents and may perform such other duties as are established by the Board of Directors. The Vice-Chairperson shall assist the Chairperson and shall, in the absence of the Chairperson, preside at meetings of the Board and shall perform such other duties as the Board may from time to time determine. Only Directors appointed by El Paso County and the City of Colorado Springs may serve as Chairperson or Vice Chairperson, who shall not be Directors appointed by the same Party at the same time. The Chairperson office shall annually rotate between El Paso County and the City of Colorado Springs. In no instance shall an alternate Director serve as an officer.

The Chairperson and Vice Chairperson shall hold office until he/she is no longer qualified to serve as a Director or until his/her successor is chosen, unless he/she is sooner removed from office as a Director by his/her appointing Party, or until his/her death, or until he/she shall resign..

The Board shall appoint a Secretary who shall maintain the records and files and minutes of the meetings of the Board of Directors, shall give all notices required by law, shall serve as the official custodian of Authority records, shall attest appropriate documents and shall perform such other duties as the Board may from time to time prescribe. The Board of Directors may designate that the Secretary serve as treasurer and keep and maintain financial records of the Authority.

B. **Vacancies.** When a vacancy in an office occurs it shall be filled by action of the Board of Directors.

C. **Removal.** Any officer of the Board may be removed by the Board of

Directors without cause.

D. **Delegation of Duties.** Whenever an officer is absent for any reason, the Board may delegate the powers and duties of the officer to any other officers or to any Director or Directors.

ARTICLE V.

Seal and Fiscal Year

A. **Seal.** The Authority shall adopt a seal. The seal shall include therein the name of the State of Colorado and of the Authority.

B. **Fiscal Year.** The fiscal year of the Authority shall be the calendar year.

ARTICLE VI.

Amendments

A. **General.** The Board of Directors may amend, supplement or repeal these Bylaws or adopt new Bylaws, and all such changes shall be binding upon the Directors. Any amendment, supplement or repeal of these Bylaws or adoption of new Bylaws shall require consideration at two meetings of the Board.

B. **Notice of Consideration.** Specific notice of each meeting at which consideration of proposed amendment to, supplementation of or repeal of these Bylaws or adoption of new Bylaws shall be given in the same manner as notice of special Meetings.

C. **Vote Necessary.** Amendment to, supplementation of or repeal of these Bylaws or adoption of new Bylaws shall require approval of a majority of the members of the Board of Directors at the second meeting at which the amendment, supplement, repeal or adoption is considered.

ARTICLE VII.

Miscellaneous

A. **Definitions.** Capitalized terms shall have the definitions ascribed to them in the Intergovernmental Agreement or herein.

B. Gender. Whenever required by the context, the singular shall include the plural, the plural the singular, and one gender shall include all genders.

C. Invalid Provision. The invalidity or non-enforceability of any particular provision of these Bylaws shall not affect the other provisions herein, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision is omitted.

D. Governing Law. These Bylaws shall be governed by and construed in accordance with the constitution and laws of the State of Colorado, the Rural Transportation Authority Act and the Intergovernmental Agreement, as all may be amended from time to time.

I, _____, hereby certify that the foregoing Bylaws were adopted as a resolution of the Board of Directors of the Authority by a vote of ____ to ____; effective this ____ day of _____, 200__.

Chairperson of the Board

ATTEST:

Secretary

APPROVED AS TO FORM:

ICENOGLE, NORTON, SMITH & BLIESZNER, P.C.

General Counsel

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