

THE BYLAWS OF THE

PIKES PEAK AREA COUNCIL OF GOVERNMENTS

BOARD OF DIRECTORS

As Amended:
April 10, 1974
March 24, 1976
August 14, 1985
November 20, 1985
October 12, 1988
April 14, 1993
October 11, 2000
December 13, 2000
April 9, 2003
October 8, 2003
November 12, 2003
December 14, 2005
March 11, 2009
October 9, 2013

ARTICLE I OFFICES

The principal office of the Corporation shall be located at 15 South 7th Street, Colorado Springs, State of Colorado.

ARTICLE II MEETINGS

Section 1. Meeting Participation. Board members may participate remotely in PPACG Board meetings in unusual circumstances. The Board members present at the meeting will determine by majority vote of those present to allow remote voting by the requesting Board member.

Section 2. Annual Meetings. An annual meeting of the Council for election of officers to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, shall be held on the 2nd Wednesday of January of each year.

Section 3. Regular Meetings. There shall be a regular monthly meeting of the Council for any purposes on the 2nd Wednesday of each month.

Section 4. Special Meetings. Special meetings of the Council for any purpose or purposes, may be called upon written application to the Executive Director of the Council, by the Chairperson of the Council, or in his absence by any other officer. Upon receipt of such application, the Executive Director shall forthwith notify the Council of the time, place and purpose of such meeting.

Business transacted at all special meetings shall be confined to the purposes stated in the notice of such meeting.

Section 5. Place of Meeting. The Council may designate any place, either within or without the State of Colorado, as the place for any annual, regular or special meeting called by the Council. Unless so designated, the Council shall meet at the offices of The Pikes Peak Area Council of Governments, 15 South 7th Street, Colorado Springs, Colorado.

Section 6. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) days before the date of the meeting, either personally or by mail, to each member of the Council entitled to vote at such a meeting. If mailed Chairperson, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Council member at his address as it appears on the roster of the Council. Notice shall be placed in the front foyer bulletin board of the PPACG office building and additionally on the official PPACG internet web site.

Section 7. Quorum. Thirty-three percent of the current voting Board membership (rounded up to the nearest whole number) shall constitute a quorum. A quorum shall be necessary for the transaction of any official business at any meeting of the Board.

Section 8. Conduct of Meetings. Robert's Rules of Order, as revised, shall govern the conduct of the meetings of all committees of the Council, except when other rules are set forth in these By-laws or have been adopted.

Section 9. Committees. The Council may, from time to time, by appropriate Resolution, appoint and dissolve such committees as it deems expedient to further the principles and purposes of the Pikes Peak Area Council of Governments. The Council shall approve the membership (primary and alternate representatives) for all PPACG Committees, and it reserves the right to review and remove representatives at any time. The Council shall not appoint Council members to PPACG standing committees.

Section 10. Executive Committee. The Executive Committee is comprised of all officers of the PPACG Board of Directors, and the PPACG Executive Director (non-voting). The Executive Committee shall have general responsibility for the affairs of the Council of Governments between its regular meetings, make recommendations to the Board of Directors, and shall perform other duties as are authorized by the Board of Directors. The Executive Committee shall be subject to the direction of the Board of Directors and none of its decisions shall conflict with actions taken by the Board of Directors. Meetings may be called by the chairman of the PPACG Board or by the request of three members of the Executive Committee. Notification of the meeting to Executive Committee members and the public shall be made not less than twenty-four (24) hours before the date of the meeting. A quorum composed of a majority of the voting members of the Executive Committee must be present in order to conduct business.

Section 11. Legislative Committee. The Legislative Committee is comprised of the PPACG Executive Committee and is open to all members of the PPACG Board of Directors who have an interest in helping to develop and communicate legislative positions. The purpose of the Legislative Committee is to draft the annual *Policy Statement on Legislative Issues* for Board approval, help develop legislative bills, develop position statements either supporting or not supporting proposed bills, laws, regulatory actions and other initiatives, meet with elected representatives and lobbyists in order to communicate PPACG's position, to testify before legislative bodies, boards and commissions, and work with other similar agencies and groups in formulating legislative positions. The Committee's legislative positions shall be subject to the direction of the Board of Directors and none of its actions shall conflict with decisions taken by the Board of Directors.

ARTICLE III MEMBERSHIP

Membership in the Pikes Peak Area Council of Governments shall be divided into two categories: A. Voting Members and B. Nonvoting Members. Only participating members or their alternates may vote.

A. VOTING MEMBERSHIPS

Section A1. Participating Members. Participating Membership in the Council shall be composed of, and limited to, elected representatives of and designation by, each of the governing boards of cooperating units of general municipal and county governments. Each participating county or municipality shall be entitled to at least one voting representative or an alternate, which alternate shall meet all requirements of the voting representative. Participating members shall have full privileges and voting rights as specified in the Articles of Association governing the Pikes Peak Area Council of Governments.

B. NONVOTING MEMBERSHIPS

Section B1. Associate Members.

- a. Eligibility. Associate membership in the Council shall be composed of, and limited to, representatives designated by governmental taxing bodies, other than municipalities and counties, within the region. The region being that geographic area designated by the participating members.
- b. Representation. Each organization choosing to join as an Associate Member of the Council shall be entitled to one representative and shall designate said representative upon acceptance into the Council and payment of the annual associate membership fee.
- c. Annual Associate Membership Fee. The annual Associate Membership fee shall be established by the participating members of the Council at the time they approved the annual operating budget of the council.
- d. Privileges. Associate Members may:
 1. Designate a representative to periodically meet with the officers of the Council.
 2. Suggest to the Participating Members individuals who might serve on the Advisory Committees or Technical Committees.
 3. Receive PPACG Technical and Policy documents.

Section B2. Supporting Members.

- a. Eligibility. Supporting membership in the Council shall be composed of, and limited to, representatives designated by organizations whose principal purpose shall be devoted

to matters of regional interest and concern. The Participating Members of the Council shall determine eligibility of specific organizations.

b. Representation. Each organization choosing to serve as a Supporting Member of the Council shall designate one representative upon acceptance as a supporting organization and payment of the annual supporting membership fee.

c. Annual Supporting Membership Fee. The annual supporting membership fee shall be established by the participating members of the Council at the time they approve the annual operating budget of the Council.

d. Privileges. Supporting members may:

1. Designate a representative to serve on the Community Advisory Committee.
2. Suggest to the participating members individuals who might serve on various committees.
3. Receive all general information publications of the Council.

Section B3. Honorary Membership. The Federal and State Representatives and Senators who represent the region and any member of the elected governing body of any general purpose local government in the Region who is not otherwise a member, shall be honorary Members of the Council. The Participating Members may elect to Honorary membership any other individual who, in their judgment, should be involved in the affairs of the Council.

Honorary Members shall be informed of all regular meetings of the Council and the agenda thereof; have the right of the floor at any regular, special or annual meeting; and may, at their request, receive all general publications of the Council.

Section B4. Special Membership.

Special Memberships for the Colorado Transportation Commission and the Colorado Air Quality Control Commission. Pursuant to the agreement of PPACG with the State of Colorado as part of its designation as the MPO for transportation planning in the Colorado Springs metropolitan area, one member of the Colorado Transportation Commission and one member of the Colorado Air Quality Control Commission, or their designated alternates, shall be non-voting members of the board and authorized to participate in the discussions related to the MPO. Said state representatives are appointed by the governor to the Colorado Transportation Commission and the Colorado Air Quality Control Commission. . Said members shall be designated as special members and shall not have any voting rights.

Special Membership for the Colorado Water Quality Control Commission. Pursuant to the agreement of PPACG with the State of Colorado as part of its designation as the Lead Water Quality Planning Agency for the Colorado Springs metropolitan area, one member of the Colorado Water Quality Control Commission, or their designated alternate, shall be a non-voting member of the board and authorized to participate in the discussions. Said state representative is

appointed by the governor to the Colorado Water Quality Control Commission. Said member shall be designated as a special member and shall not have any voting rights.

Special Membership for Public Transportation Representative. One citizen who is not an elected official in the urbanized region served by the Pikes Peak Area Council of Governments shall be appointed to promote policies and practices in order to strengthen funding and service for public transportation in our region. Said individual shall be selected by the Executive Committee and approved by the Board of Directors of PPACG. Said member shall be designated as a special member and shall not have any voting rights and shall not have a designated alternate.

Special Membership for Military Community Representative. One citizen and an alternate who is not an elected official in the urbanized region served by the Pikes Peak Area Council of Governments shall be appointed to give and receive information related to the military influence in the Pikes Peak region. Said individual shall be approved by the Board of Directors of PPACG. Said member shall be designated as a special member and shall not have any voting rights.

Special Membership for Regional Military Bases. The Military Base/Garrison/Wing Commander or his designated alternative, preferably the vice-commander, from each of the areas military bases in the Pikes Peak Region shall be self-named and receive information related to the influence on military bases from activities of the Pikes Peak Area Council of Governments. Said individuals shall be approved by the Board of Directors of PPACG. Said members shall be designated as special members and shall not have any voting rights.

C. TERM

The term of office for memberships in the Council shall be for a one (1) year period.

D. VACANCIES

In the event of a vacancy in the membership of the council, whether caused by death, resignation, expiration of term of office within the cooperating unit of the government, or otherwise, a qualified successor shall be designated by the governing board of the unit of government affected to complete the unexpired term of the predecessor in office. This provision shall apply to all forms of membership of the Council.

ARTICLE IV OFFICERS

Section 1. Officers. The officers of the Council shall consist of a Chairperson, 1st Vice Chairperson, 2nd Vice-Chairperson, a Treasurer and a Secretary who shall be elected from and by the Participating Members of the Council and who shall perform the duties, discharge the obligations, and exercise the rights and privileges usually pertaining to said offices.

Section 2. Duties. The general duties of officers are as follows. The Chairperson shall preside over all of the meetings of the Council, sign appropriate legal documents and resolutions approved by the Board of Directors and represent the PPACG at meetings involving the affairs of the Council. Select the Board Officer Nominating Committee. The 1st Vice Chairperson shall fulfill the duties of the Chairperson when the Chairperson is unavailable to perform the required

duties. The 2nd Vice Chairperson shall perform the duties of the Chairperson when the chairperson and 1st Vice Chairperson are unavailable to perform the duties of Chairperson. The Treasurer shall review the financial documentation and co-sign the checks of the PPACG twice per month and be consulted by PPACG staff on various financial matters that may periodically arise. The Secretary shall co-sign the appropriate legal documents and resolutions of the PPACG approved by Board of Directors. All officers are signatories on the PPACG banking documents to ensure transactions can occur in the absence of the Board Treasurer.

Section 3. Term. The term of the Board Chairperson and Board Treasurer shall be limited to two consecutive terms. The remaining officers of the Council shall serve for a period of one (1) year or until such time as their successors are duly elected and qualified.

Section 4. Vacancies. Any vacancy arising in any of said offices shall be filled from and by the participating membership of the Council to complete the unexpired term of the predecessor in office.

Section 5. Election of Officers. The regular annual election of the officers of the Council shall be held at the regular annual meeting of the Council. The process for electing Board officers is outlined in a separate documented adopted as the "Policy for Selecting Board Officers".

Section 6. Delegation of Authority. In case of the absence of any officer of the Council, or for any other reason that it may deem sufficient, the Council may delegate the powers or duties of such officer to any other officer provided that a majority of the entire Council concurs therein.

ARTICLE V METROPOLITAN PLANNING ORGANIZATION

Section 1. Designation of Responsibilities . The Pikes Peak Area Council of Governments has been designated by the State as the Metropolitan Planning Organization for the Colorado Springs Urbanized Area in the State of Colorado. As the MPO, the PPACG is responsible, together with the State, for urban transportation planning in the Colorado Springs metropolitan area. The participating members of the Board of Directors of PPACG, along with the special members who do not have voting authority, shall be charged with the responsibility of all matters related to the MPO.

Section 2. Voting. On all matters related to the MPO, the voting privileges and rights of the participating members shall be as set out in these bylaws; provided, however, upon the request of any participating member entity within the Colorado Springs metropolitan area, voting on the long-range plan or transportation improvement plan of the MPO shall be limited to participating members of entities within the Colorado Springs metropolitan area.

ARTICLE VI WAIVER OF NOTICE

Whenever any notice is required to be given to any Council member, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before, at or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE VII AMENDMENTS

These By-Laws may be amended, altered, revised, or repealed, or new By-Laws may be adopted, by the affirmative majority vote of the authorized participating members of the council at any regular, special or annual meeting provided that written notice of such proposal(s) shall be mailed or otherwise given to said membership at least ten (10) days prior to the regular or annual meeting.

KNOW ALL PERSONS BY THESE PRESENTS, that the foregoing By-Laws were amended and adopted as the By-Laws of The Pikes Peak Area Council of Governments by resolution of the Council members on this 11th day of March 2009.