

**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
September 13, 2017
September 11, 2019

ARTICLE I: OFFICES

The name of the organization shall be the PIKES PEAK AREA COUNCIL OF GOVERNMENTS. The principle office of the Corporation shall be located at 15 South 7th Street, Colorado Springs, State of Colorado.

ARTICLE II: PURPOSE

The purpose and responsibilities of the Board of Directors shall include, but not be limited to:

- 1) Adopting the bylaws and any changes thereto
- 2) Establishing the overall objectives and policies of the PPACG
- 3) Adopting an annual financing plan for the council
- 4) Reviewing, on its own motion or at the request of any committee, any action of the requesting committee, and
- 5) May employ an executive director who is employed at the pleasure of the Board of Directors.

ARTICLE III: MEETINGS

Section 1: MEETING PARTICIPATION

Board members may participate remotely in PPACG Board meetings in unusual circumstances when necessary.

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 Committee may be called at the discretion of the PPACG staff in consultation with the Chairperson or by written petition by any three (3) committee members mailed or delivered personally to the Chairperson with a copy to the PPACG staff liaison. The PPACG shall fix the time, date and location for holding any special meeting. Public notice shall specify the nature of any and all business to be conducted at such meetings. 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 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.

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 for which the meeting is called, shall be delivered not less than 24 hours before the date of the meeting, either personally, by electronic notification or by mail, to each member of the Council entitled to vote at such a meeting. Notice shall be placed in the front foyer bulletin board of the PPACG office building at 15 S 7th St, 80905.

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 bylaws or have been adopted.

Section 9: COMMITTEES

The Board may, from time to time, by appropriate action, appoint and dissolve such committees as it deems expedient to further the principles and purposes of the Pikes Peak Area Council of Governments. The Board shall approve the membership (primary and alternate representatives) for all PPACG Committees, as recommended by member governments, and it reserves the right to review and remove representatives at any time. The Board shall not appoint Board members to PPACG standing committees. The Chair of the Board shall serve as an ex-officio member of all ad-hoc Board 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.

Section 11: LEGISLATIVE COMMITTEE

The Legislative Committee is open to all members of the PPACG Board of Directors who have an interest in helping to develop and communicate legislative positions. The PPACG Chair shall appoint a chair to the Legislative Committee. 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 IV: MEMBERSHIP

Section 1: MEMBERSHIP TYPES

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

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 and an alternate, which alternate shall meet all requirements of the voting representative in the primary representative's absence. Participating members shall have full privileges and voting rights as specified in the Articles of Association governing the Pikes Peak Area Council of Governments.

A2: Transit Representative

PPACG shall have, as federal requirements direct, a voting member representing the interests of transit. The nominating committee will nominate a transit representative and alternate annually or as needed from existing voting members who provide transit services in the MPO region, who shall be selected by the Board.

B. NONVOTING MEMBERSHIPS

B1: Appointed Administrative Representative

A Member Jurisdiction outside of the MPO may, by resolution of its governing body and subject to the approval of the Executive Committee, appoint a senior administrative official in addition to an elected official to be the designated representative to the Council.

B2: Ex Officio members

Types of organizations such as CDOT, Transportation Commission and other partners.

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 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.

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 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.

Section 2: 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 V: OFFICERS

Section 1: OFFICERS

The officers of the Council shall consist of a Chair, 1st Vice Chair, 2nd Vice-Chair, 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 Chair shall preside over all of the meetings of the Council, sign appropriate legal documents and resolutions approved by the Board and represent the PPACG at meetings involving the affairs of the Council. Select the Board Officer Nominating Committee. The 1st Vice Chair shall fulfill the duties of the Chair when the Chair is unavailable to perform the required duties. The 2nd Vice Chair shall perform the duties of the Chair when the chair and 1st Vice Chair are unavailable to perform the duties of Chair. The Treasurer shall review the financial documentation and co-sign the checks of the PPACG 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. Chair and Secretary of the board may be 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 Chair 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 Board. The process for electing Board officers is outlined in a separate document adopted as the "Policy for Selecting Board Officers".

ARTICLE VI: CONFLICT OF INTEREST

Section 1: ANNOUNCING CONFLICT

Whenever a board, committee or sub-committee member has cause to believe that a matter to be voted upon would involve him/her in a conflict of interest, s/he shall announce the conflict of interest and shall request a ruling by the committee on voting on such matters.

Section 2: ABSTENTION FROM VOTING

No member shall vote on any matter which would involve a conflict of interest.

ARTICLE VII: 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 VIII: AMENDMENTS

These bylaws may be amended, altered, revised, or repealed, or new bylaws may be adopted, by the affirmative supermajority (2/3) vote of the authorized participating members in attendance of the council at any regular, special or annual meeting provided that notice of such proposal(s) shall be provided to said membership at least ten (10) days prior to the regular or annual meeting.

KNOW ALL PERSONS BY THESE PRESENTS, that the foregoing bylaws were amended and adopted as the By-Laws of The Pikes Peak Area Council of Governments by resolution of the Council members on this 10th day of July 2019.