

TAC Bylaws

Adopted June 7, 2000

ARTICLE I: NAME

The name of this committee shall be the Transportation Advisory Committee of the Pikes Peak Area Council of Governments.

ARTICLE II: ORGANIZATION

Section 1. AUTHORITY

The committee shall be governed by the policies and guidelines set forth by the Pikes Peak Area Council of Governments or as amended.

Section 2. AREA

The area to be served by the committee is the Colorado Springs urbanizing area.

Section 3. NONDISCRIMINATION

No person or organization shall, on the grounds of race, color, national origin, religion, creed or handicap, be excluded from participating in, be denied the benefits of, or be subject to discrimination from the committee.

ARTICLE III: PURPOSE

Section 1. PURPOSE

The purpose of this committee is to provide technical advice and to recommend appropriate courses of action to the Pikes Peak Area Council of Governments Board of Directors and PPACG staff on current and emerging transportation issues, goals, plans, and programs affecting Planning and Management Region IV. The advice and recommendations will address at least the Transportation Improvement Program, Unified Planning Work Program, Long-Range Transportation Plan, and transportation program elements of the State Implementation Plan for Air Quality.

ARTICLE IV: MEMBERSHIP

Section 1. COMPOSITION AND REPRESENTATION

All PPACG member entities in the Colorado Springs urbanizing area are eligible for voting membership on the committee. Entities will be members upon submittal of a request for membership and identification of a representative, subject to confirmation by the PPACG Board of Directors. Each entity, except El Paso County and the City of Colorado Springs, will have one voting member. The City of Colorado Springs and El Paso County are each authorized two representatives.

The Colorado Department of Transportation will also have two voting members on the committee, one from the Division of Transportation Development and one from Engineering District 2.

PPACG staff are non-voting members of this committee and all subcommittees.

All members shall be entitled to an alternate who shall be selected in the same manner as the regular member.

Ex-officio Members are:

- CDPHE, Air Pollution Control Division
- Colorado Springs Utilities
- Federal Highway Administration
- Federal Transit Administration
- Fort Carson
- Peterson Air Force Base
- Schriever Air Force Base
- Springs Transit General Manager
- U.S. Air Force Academy

Section 2. ADDITIONAL CRITERIA

Members must meet the following additional criteria to be selected:

- A. Must demonstrate technical background and/or understanding of transportation issues in the Pikes Peak Region.
- B. Must be able to attend committee meetings and to assist in data-gathering, analysis and other activities of the committee when requested by the committee to so do.

Section 3. SELECTION

The PPACG Board of Directors shall approve all applications for membership and nominations for primary and alternate representatives from member entities. It reserves the right to review and approve/disapprove or withdraw that approval at any time.

Section 4. TERM OF MEMBERSHIP

A full term of membership is three (3) years, which shall run from January 1 of the first year through December 31 of the third year. An individual appointed to fill a vacancy, the duration of which is longer than one and a half years, shall be considered to be appointed to a full term. A representative may serve no more than two (2) consecutive full terms, except in the event that a qualified individual can not be located to fill a specified vacancy. If this occurs, the member entity shall document that efforts have been made to locate another qualified individual and that such efforts have been unsuccessful. The PPACG Board of Directors may, at its discretion, allow such a person to serve more than the two allowed terms.

PPACG member entities and CDOT are exempt from the limitation on consecutive terms.

Section 5. ABSENTEEISM

Individuals missing three (3) consecutive, regularly scheduled meetings, or a total of four (4) regular meetings, during a twelve-month period shall be automatically reviewed by the Board of Directors for possible termination. When a representative has been absent for the second consecutive time or has been absent for the third time in any twelve-month period, the Chairperson shall send, or cause to be sent, in a reasonable time a letter to such member at his/her address as entered on the committee's

books, informing such person that another absence shall result in his/her membership being reviewed. If attendance at meetings does not improve, other actions including removal may be taken by the Board of Directors.

Section 6. VACANCIES AND APPOINTMENTS

All vacancies shall be filled by the process outlined in Article IV, Sections 1-4. Representatives shall be appointed to serve the remainder of the unexpired term which, if it is longer than one and a half years, shall be considered to be a full term.

Section 7. RESIGNATIONS

Members and representatives are encouraged to send written notice of intent to resign to the PPACG Executive Director and a copy to the committee chairperson as soon as possible but at least one (1) month before the termination date.

ARTICLE V: OFFICERS

Section 1. OFFICERS

Officers of the committee shall consist of a Chairperson, First Vice-chairperson and Second Vice-chairperson.

Section 2. SELECTION OF OFFICERS

Only voting members of the committee are eligible to be officers. Officers may be nominated by a Nominating/Membership Subcommittee, from the floor or both as appropriate. Nominees shall be presented to the membership for election at the last regularly scheduled meeting of each year. Election shall be by ballot with a majority vote electing the officers.

Section 3. TERM OF OFFICE

Elected officers shall serve for a term of one (1) year in accordance with the time schedule identified in Section 2. Such officers shall hold office until they resign, are removed, are otherwise disqualified to serve, or until their successors shall be elected, whichever occurs first. Officers may be re-elected but may not serve more than two (2) consecutive terms.

Section 4. VACANCIES

A vacancy in any office shall be filled for the unexpired portion of the term. In the event of a vacancy in the office of either vice-chairperson, the Chairperson may temporarily appoint a new vice-chairperson until such time as an individual is elected to fill the unexpired term.

The election for Chairperson and First and Second Vice-chairpersons shall be held at a regularly scheduled meeting within sixty (60) days after the vacancy occurs. The election shall follow the nominating/voting process established by Article V, Section 2.

A member elected to fill an unexpired term of six (6) months or longer shall be considered to be filling a full term of office.

Section 5. REMOVAL AND RESIGNATIONS

Any request for removal of an officer will be submitted to the PPACG Board of Directors. The Board of Directors, after investigation, may remove the officer and call for a special election for a new officer.

Any officer may resign his/her position as an officer at any time by giving written notice to the Chairperson of the committee and the PPACG Executive Director. Any such resignation shall take effect on the date of the receipt of such notice or at any later date specified therein, not to exceed the expiration date of the regular term of the office. The acceptance of such resignation shall not be necessary to make it effective.

Section 6. DUTIES OF THE CHAIRPERSON

The Chairperson shall serve in the following capacities:

- A. preside at all meetings of the Committee and shall be eligible to vote on all matters;
- B. be responsible for the effective, efficient and timely conduct of the committee's meetings;
- C. work closely and coordinate with the assigned PPACG staff liaison person on developing annual objectives of the committee to be communicated to and approved by the Board of Directors;
- D. appoint all Chairpersons of subcommittees;
- E. serve as an ex-officio non-voting member of all subcommittees created by the committee;
- F. be responsible to the PPACG Board of Directors to assure that all subcommittees are accomplishing their objectives;
- G. perform such other duties as may be assigned from time to time by the committee or requested by the PPACG staff assigned to the committee; and
- H. attend Board of Directors meetings when possible and/or if requested by the Board's chair.

Section 7. DUTIES OF THE VICE-CHAIRPERSONS

In the absence of the Chairperson or in the event of his/her inability to act or if the office is vacant, the First Vice-Chairperson shall perform all duties of the Chairperson, and when so acting, shall have all the powers and be subject to all restrictions of the Chairperson. Similarly, in the absence of both the Chairperson and First Vice-Chairperson, the Second Vice-Chairperson shall perform the duties of and have the powers of the Chairperson.

ARTICLE VI: MEETINGS, VOTING & QUORUM

Section 1. PUBLIC MEETING

All meetings of the committee and its sub-committees are open to the public. Citizens are welcome at meetings and may express their opinions at such times as designated by the agenda or when recognized by the Chairperson.

Section 2. REGULAR AND SPECIAL MEETINGS

- A. Regular meetings of the committee shall be held monthly or as needed. Notice of said meetings and all available meeting materials shall be mailed to each committee member at least seven (7) days prior to the meeting.
- B. 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. Committee members shall be notified by mail/fax, in person or by telephone of such special meetings, and said notice shall specify the nature of any and all business to be conducted at such meetings.

Section 3. VOTING

Voting members of the committee shall be entitled to one (1) vote on all matters brought before a regular or special meeting of the committee, provided a quorum is present. No proxy vote shall be allowed. All issues shall be settled by a majority vote.

Section 4. QUORUM

Thirty percent of the current voting committee 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 committee.

Section 5. PROCEDURE

Alternate representatives may not function as officers of the committee when attending instead of a primary representative who is an officer.

The latest version of Robert's Rules of Order shall govern the conduct of business at all meetings of the committee and its sub-committees except when such Rules are in conflict with these bylaws.

Section 6. SECRETARIAL DUTIES

The PPACG will meet the secretarial needs of the committee and shall keep the bylaws as amended, minutes of all meetings of the committee, a current membership list containing the names, addresses and telephone numbers of all committee members, and all other official documents of the committee.

ARTICLE VII: SUBCOMMITTEES

Section 1. NEW SUBCOMMITTEES

When a need arises for a new subcommittee, a written request which identifies the purpose, charge, objectives, relationships, membership, officers, requirement for minutes, and term of the subcommittee will be submitted to the PPACG Board of Directors for approval.

Section 2. SUBCOMMITTEE APPOINTMENTS

The committee Chairperson shall appoint the Chair of each subcommittee. If warranted, the committee may request experts from outside the committee be appointed voting members of the subcommittee. Members of all subcommittees shall be recommended by a majority vote of the full committee to the PPACG Board of Directors which, at its discretion, will approve/disapprove the recommendation.

Section 3. SUBCOMMITTEE VACANCIES

Vacancies on any subcommittee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

Section 4. SUBCOMMITTEE QUORUM

A simple majority of the members of a subcommittee shall constitute a quorum of such subcommittee, and the action of a majority of the members at a meeting at which a quorum is present shall be the action of the subcommittee.

ARTICLE VIII: CONFLICT OF INTEREST

Section 1. ANNOUNCING CONFLICT

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

Section 2. ABSTENTION FROM VOTING

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

ARTICLE IX: AMENDMENT OF BYLAWS

Action may be initiated at any duly constituted meeting of the committee to alter, amend or repeal these bylaws and have new bylaws adopted. Notice of any proposed amendment to, or repeal of, these bylaws shall be presented at a duly constituted meeting of the committee, and shall then be voted on at the next duly constituted meeting of the committee. A copy of the current bylaws with the proposed changes shall be distributed to all committee members at least thirty (30) days in advance of the meeting at which the amendment will be presented for approval. An affirmative vote by the majority of the committee members is necessary for amendment adoption. The committee's recommendation to amend these bylaws is then subject to approval by the PPACG Board of Directors.

The PPACG Board of Directors may from time to time amend its bylaws, or change its policies, necessitating revisions in the bylaws of this committee. Should such a case occur, the PPACG Chairman shall notify or cause to notify the Chairperson of the committee to implement such changes.