

**BYLAWS OF THE WATER QUALITY MANAGEMENT COMMITTEE (WQMC)
OF THE PIKES PEAK AREA COUNCIL OF GOVERNMENTS**

Amended:
July 10, 2019
March 11, 1998

ARTICLE I: NAME

The name of this committee shall be the Water Quality Management 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 Pikes Peak Region, consisting of El Paso, Park and Teller Counties.

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:

- A. Advise the Pikes Peak Area Council of Governments and PPACG staff on current and emerging issues, goals, plans, and programs affecting water quality of the Pikes Peak Region;
- B. Aid in the review of site applications
- C. Aid in the development of the water quality management plan updates and amendments.

ARTICLE IV: 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 MEETINGS

Regular meetings of the committee shall be held monthly or as needed.

Section 3. 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 4. PLACE OF MEETING

The Committee may designate any place as the place for any annual, regular or special meeting called by the Committee. Unless so designated, the Committee shall meet at the offices of The Pikes Peak Area Council of Governments.

Section 5. 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 6. 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 7. 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 8. PROCEDURE

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 9. 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 V: MEMBERSHIP

Section 1. COMPOSITION AND REPRESENTATION

PPACG member entities, special districts providing wastewater service and military installations 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.

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

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

Section 2. ADDITIONAL CRITERIA

Members must meet the following additional criteria to be selected:

- A. Must demonstrate technical background and/or understanding of water quality 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.

Term limits may be overridden 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 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 VI: OFFICERS

Section 1. Officers

Officers of the committee shall consist of a Chair, First Vice-chair and Second Vice-chair.

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 November meeting each year. Election shall be by ballot with a majority vote electing the officers.

Section 3. Duties of Officers

The Chairperson shall preside at all meetings of the Committee, assure effective, efficient and timely conduct of the committee's meetings, 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, appoint all Chairpersons of sub-committees, serve as an ex-officio non-voting member of all subcommittees created by the committee, be responsible to the PPACG Board of Directors to assure that all subcommittees are accomplishing their objectives, 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 attend Board of Directors meetings when possible and/or if requested by the Board's chair. 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.

Section 4. Term of Office

Elected officers shall serve for a term of one (1) year in accordance beginning January 1 following election. 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 5. Vacancies

A vacancy in any office shall be filled for the unexpired portion of the term by the immediate subordinate officer (e.g., if the Chair is vacant, the 1st Vice Chair will serve in that position until the next regular election). In the event of a vacancy in the office of either 2nd Vice-Chair, the Chair may temporarily appoint a new 2nd Vice Chair until such time as an individual is elected to fill the unexpired term.

When required, election for Second Vice-chair 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 6. 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.

ARTICLE VII: SUB-COMMITTEES

Section 1. NEW SUB-COMMITTEES

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. SUB-COMMITTEE APPOINTMENTS

The committee Chairperson shall appoint the Chair of each sub-committee. If warranted, the committee may request experts from outside the committee be appointed voting members of the subcommittee. Members of all sub-committees 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. SUB-COMMITTEE VACANCIES

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

Section 4. SUB-COMMITTEE QUORUM

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

ARTICLE VIII: 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 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.

ARTICLE X: ENACTMENT

These Bylaws shall be effective following their review and approval by a two thirds (2/3) vote of the membership and review and final approval by the PPACG Board of Directors.