

**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
April 8, 2020
March 9, 2022
March 13, 2024

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 Pikes Peak Area Council of Governments
- 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 are encouraged to attend in person but may participate remotely in Pikes Peak Area Council of Governments Board meetings to encourage regular participation by all members.

If the Board conducts a closed session, participation is limited to only those who may vote. A participating member's alternate representatives may only participate if the primary representative is not in attendance. Any other individuals may attend at the request or discretion of the Board Chair.

Section 2: ANNUAL MEETING

An annual meeting of the Board of Directors 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 during the first regular meeting of each calendar year.

During this meeting, the Board of Directors shall name Pikes Peak Area Council of Governments appointees to any positions that have been allocated or assigned to the Pikes Peak Area Council of Governments. Once a position is created, it may be filled by the Board without amendment of these Bylaws to be specifically named.

- A. Colorado State Transportation Advisory Committee. The Pikes Peak Area Council of Governments is allowed one (1) voting member on the State Transportation Advisory Committee. The Pikes Peak Area Council of Governments may name multiple alternates to the State Transportation Advisory Committee should the primary representative not be available to attend. The State Transportation Advisory Committee representative and named alternates must be from a participating member that is located in the Pikes Peak Transportation Planning Region as defined by the Colorado Transportation Commission. Any participating member located within multiple transportation planning regions shall not be a primary or alternate representative from the Pikes Peak Area Council of Governments to the State Transportation Advisory Committee if it already has voting membership on the State Transportation Advisory Committee in another transportation planning region.
- B. Front Range Passenger Rail District. The Pikes Peak Area Council of Governments is allowed one (1) Front Range Passenger Rail District

Director appointment. Appointments must be from jurisdictions that are located within the District.

- C. Drive Smart Colorado. The Pikes Peak Area Council of Governments is allowed three (3) appointments and an unlimited number of alternates.

During this meeting, the Board of Directors shall also designate the official custodian of minutes and public notice requirements for the upcoming year.

During this meeting, the Board of Directors shall also determine its ex officio membership.

Section 3: REGULAR MEETINGS

There shall be a regular monthly meeting of the Board of Directors for any purposes on the 2nd Wednesday of each month.

Section 4: SPECIAL MEETINGS

Special meetings of the Board of Directors may be called at the discretion of the Pikes Peak Area Council of Governments staff in consultation with the Chairperson or by written petition by any three (3) Board members mailed or delivered personally to the Chairperson with a copy to the Pikes Peak Area Council of Governments staff liaison. The Pikes Peak Area Council of Governments shall fix the time, date and location for holding any special meeting.

Section 5: PLACE OF MEETING

The Board of Directors may designate any place as the place for any annual, regular or special meeting called by the Council. Unless so designated, the Board of Directors 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 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 Board of Directors entitled to vote at such a meeting. Notice shall be posted in accordance with the procedure outlined during the most recent Board of Directors' Annual Meeting, or as amended by the Board of Directors between Annual Meetings.

Section 7: QUORUM

One-third of the current voting Board of Directors 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 of Directors.

Section 8: CONDUCT OF MEETINGS

Robert's Rules of Order, as revised, shall govern the conduct of the meetings of all committees of the Board of Directors, except when other rules are set forth in these bylaws or have been adopted in the Pikes Peak Area Council of Governments Meeting Procedures.

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 of Directors shall approve the membership for all Pikes Peak Area Council of Governments committees, as recommended by member governments or by the committees for at-large members, and it reserves the right to review and remove representatives at any time. The Board of Directors shall not appoint Board members, primary or alternate, to Pikes Peak Area Council of Governments standing committees. If the Board establishes an ad-hoc committee, only primary representatives may serve. 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 Pikes Peak Area Council of Governments Board of Directors and the Pikes Peak Area Council of Governments 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 Pikes Peak Area Council of Governments 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 on proposed bills, laws, regulatory actions and other initiatives, meet with elected representatives and

lobbyists in order to communicate Pikes Peak Area Council of Governments' 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 moved forward to the Board by a majority vote of the committee and subject to the direction of the Board of Directors on a two-thirds vote from 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: Voting Members and Nonvoting Members.

A. VOTING MEMBERSHIPS

A1: Participating Members

Participating membership in the Pikes Peak Area Council of Governments shall be composed of, and limited to, each of the governing boards of cooperating units of general municipal and county governments as outlined in the Articles of Association. Each participating member shall be entitled to voting representation as outlined in the Articles of Association. All participating members of the Pikes Peak Area Council of Governments may designate alternates who shall meet all requirements of the voting representative in the primary representative's absence. Participating members may only vote through primary or alternate representatives attending the meeting, and may not cast a vote through another participating member. 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

The Pikes Peak Area Council of Governments shall have, as federal requirements direct, a voting member representing the interests of transit. The Board of Directors will nominate a transit representative and alternate annually or as needed from existing voting members who provide transit services in the Metropolitan Planning Organization boundaries, who shall be selected by the Board. The transit representative does not have an additional vote beyond their existing vote as a Board member.

B. NONVOTING MEMBERSHIPS

B1: Appointed Administrative Representative

Member Jurisdictions outside of the Metropolitan Planning Organization boundaries may, by resolution of its governing body and subject to the approval of the Executive Committee, appoint a senior administrative official in lieu of an elected official to be the designated representative to the Board of Directors.

B2: Ex Officio members

Ex officio members as determined by the Board of Directors at its Annual Meeting, or as amended by the Board of Directors between Annual Meetings, may participate in discussions at all meetings of the Board of Directors.

Section 2: VACANCIES

In the event of a vacancy in the membership of the Board of Directors, 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 Board of Directors.

ARTICLE V: OFFICERS

Section 1: OFFICERS

The officers of the Board of Directors shall consist of a Chair, 1st Vice Chair, 2nd Vice-Chair, a Treasurer and a Secretary who shall be elected from and by the Board of Directors 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 Board of Directors, sign appropriate legal documents and resolutions approved by the Board, represent the Pikes Peak Area Council of Governments at meetings involving the affairs of the Council of Governments, and 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 Pikes Peak Area Council of Governments and be consulted by Pikes Peak Area Council of Governments staff on various financial matters that may periodically arise.

The Secretary shall co-sign the appropriate legal documents and resolutions of the Pikes Peak Area Council of Governments approved by Board of Directors. Chair and Secretary of the board may be signatories on the Pikes Peak Area Council of Governments 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 Board of Directors 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 Board of Directors to complete the unexpired term of the predecessor in office.

Section 5: ELECTION OF OFFICERS

The election of the officers of the Board of Directors shall be held at the 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 voting board member has cause to believe that a matter to be voted upon would involve them in a conflict of interest in their personal or private capacity, they shall announce the conflict of interest and shall request a ruling by the Board of Directors 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 of Colorado as the Metropolitan Planning Organization for the Colorado Springs Urbanized Area. As the Metropolitan Planning Organization, the Pikes Peak Area Council of Governments is responsible, together with the State of Colorado, for urban transportation planning in the Colorado Springs Urbanized Area. The participating members of the Board of Directors of Pikes Peak Area Council of Governments, along with the special members who do not have voting authority, shall be charged with the responsibility of all matters related to the Metropolitan Planning Organization.

Section 2: VOTING

On all matters related to the Metropolitan Planning Organization, 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 Urbanized Area, voting on issues directly related to the Metropolitan Planning Organization, including but not limited to the long-range plan or transportation improvement plan, may be limited to participating members of entities within the Colorado Springs Urbanized Area.

ARTICLE VIII: AMENDMENTS

These bylaws may be amended, altered, revised, or repealed, or new bylaws may be adopted, by the affirmative two-thirds majority vote of the participating members in attendance of the Board of Directors at any meeting provided that notice of such proposal(s) shall be provided to said membership at least ten (10) calendar days prior to the 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 Board of Directors members on this 13th Day of March, 2024.