

**ROARING FORK TRANSPORTATION AUTHORITY
BYLAWS**

ARTICLE I

Name

The Roaring Fork Transportation Authority (the "Authority"), was established in November 2000 for the purposes set forth in the Colorado Rural Transportation Authority Law, Title 43, Article 4, Part 6, Colorado Revised Statutes ("C.R.S.") and the Roaring Fork Transportation Authority Intergovernmental Agreement (the "I.G.A.") which established the Authority between the member governing bodies (Members) of the City of Aspen, Town of Basalt, Town of Carbondale, Eagle County, City of Glenwood Springs, Pitkin County and Town of Snowmass Village. In 2004, the Town of New Castle became a member of the Authority. In 2006, the Colorado Legislature changed the designation of the Authority to a Regional, rather than Rural, Transportation Authority. C.R.S. 43-4-601.

ARTICLE II

Supremacy of Establishing Documents

The Authority shall be operated according to the provisions of the Colorado Rural now Regional Transportation Law, Title 43, Article 4, Part 6, C.R.S., as amended from time to time, and such other laws of the State of Colorado directed to local governmental entities as may pertain to Regional Transportation Authorities and the I.G.A. In the event of a conflict between these Bylaws and the I.G.A. or applicable statutes, the statutes followed by the I.G.A. shall govern.

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ARTICLE III

Offices

The principal office and any other offices or places of business of the Authority shall be at such place within the boundaries of the Authority as shall be designated by the Board of Directors.

ARTICLE IV

Purpose

These Bylaws are established according to Section 3.12 of the I.G.A. and shall become effective upon adoption by Resolution of the Board of Directors according to Section 3.9 of the I.G.A.

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ARTICLE V
Board of Directors

Section 5.01. **Establishment of Powers.** The Authority shall be governed by a Board of Directors as described in Article III of the I.G.A and Title 43, Article 4, Section 604 of C.R.S. The Board shall exercise and perform all powers, privileges and duties vested in or imposed on the Authority. Subject to the provisions of the I.G.A. and the C.R.S., the Board may delegate any of its powers to any Director, Officer, employee or agent of the Authority.

Section 5.02. **Identification of Directors.** In conformance with Section 3.04 of the I.G.A., each participating jurisdiction shall identify in writing its Director and Alternate. The Director and Alternate shall hold such office until removed by his/her appointing Member, or until s/he no longer holds elective office in the appointing jurisdiction, or until s/he submits a written resignation to the Chair.

Section 5.03. **Conflict of Interest Policy.** In addition to full compliance with Colorado statutes pertaining to conflicts of interest regarding public entities, including §18-8-308 and §24-18-101 et seq., C.R.S., as amended, the following rules shall apply to all Directors:

(a) Director shall disqualify him/herself from voting on any issue with which s/he has a potential conflict of interest. For the purpose of the section, a “potential conflicting interest” exists where a Director owns or controls, directly or indirectly, a substantial interest in any non-governmental entity participant in a pecuniary transaction with the Authority. Any conflict shall be made a matter of record in the minutes of the meeting of the Board of Directors at the time the transaction becomes a topic of Board action.

(b) Unless asked to answer pertinent questions of fact by other Board Members, a Board member with such a conflict of interested as defined above shall recuse himself or herself from the discussion and vote pertaining to such matter.

This policy shall be reviewed from time to time, as new Directors are appointed; moreover, any new Directors shall be advised by the CEO of this policy upon entering into the duties of his/her position.

Section 5.04. **Performance of Duties.** A Director shall perform his/her duties as a Director, including his/her duties as a member of any committee of the Board upon which s/he may serve, in good faith, in a manner consistent with the governing policies of the Board then in effect.

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Section 5.06. **Procedure for Resolution.** The procedure for resolution of issues on which a two-thirds majority cannot be obtained in accordance with Section 3.09 of the I.G.A. shall be as follows:

- (a) Annual Budget. The Board will adhere to the Special Rules in Section 3.10 of the I.G.A., as follows:

(1) If the Board fails to approve the Authority's annual budget by resolution adopted in accordance with Section 3.09 [of the I.G.A.] or any earlier date required by State law, until an annual budget is so adopted, the Authority's budget for such year shall be the prior year's budget, with adjustments approved by a majority of the Directors then in office who are eligible to vote thereon that, in the aggregate do not exceed the sum of "inflation" and the Authority's "local growth" as determined in accordance with Article X, Section 20(2)(f) and (g) of the Colorado Constitution.

Section 5.07. **Delegation of Powers.** Pursuant to Section 3.01 of the I.G.A., the Board hereby delegates the following powers of the Board:

- (a) All powers lawfully delegated to the CEO, an Officer, Director, employee or agent of the Authority pursuant to written resolution, formal motion or verbal direction from the Board.

Section 5.08. **Specific Powers.** Notwithstanding and in addition to the above referenced powers, the Board shall:

- (a) Establish governing policies for the operation of the Authority.
- (b) Ensure that the CEO has developed an Annual Strategic Plan for achievement of the results set forth as priorities in the Board's governing policies.
- (c) Adopt an Annual Budget in accordance with Section 3.10 of the I.G.A.
- (d) Regularly receive reports comparing the actual operation, including but not limited to fiscal performance, of the Authority with standards set forth in the Board's governing policies.
- (e) Secure the services of a Certified Public Accountant who shall make a detailed audit of the books and financial affairs of the Authority at least once a year.
- (f) Supervise all activities designed to acquaint constituents of the

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Members of the Authority with the aims, needs and functions of the Authority.

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- (g) Conduct annual review and evaluation of the performance of the officers of the Authority and members of the Boards of Directors.
- (h) Appoint and maintain a Citizen Advisory committee in accordance with Article IV of the I.G.A. The Board may also appoint other advisory committees to advise the Board.
- (i) Appoint officers and subordinate officers and agents of the Board in accordance with Section 5.01 of the I.G.A.
- (j) Collect Sales Tax described in Section 7.01 (a) of the I.G.A.
- (k) Adopt a Capital Improvement Plan.
- (l) Conduct an annual Five Year Financial Plan Review.
- (m) Oversee the establishment of Service Plans, which shall include route configurations and schedules.
- (n) Establish fees and fares.
- (o) Pursue grants, or ensure that the CEO does so appropriately.
- (p) Have and exercise all rights and powers granted or incidental to or implied from the specified powers granted by the Colorado statutes, as amended, or provided in the I.G.A. Such specific powers shall not be considered as a limitation upon any power necessary or appropriate to carry out the purpose and intent of the Bylaws.

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ARTICLE VI

Meetings of the Board

Section 6.01. **Regular Meetings.** The Board of Directors shall meet at least six times per year, or as otherwise determined by a majority of the Board of Directors, for the purpose of transacting such business as may come before the meeting.

Section 6.02. **Special Meetings.** Special meetings of the Board of Directors may be called, either by the Chair or by three voting Directors, and held at any time and in any place.

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Section 6.03. **Public Hearings.** The Board of Directors shall hold properly noticed Public Hearings on the following subjects:

- (a) Annual Budget Adoption.
- (b) Capital Improvement Plan Adoption.
- (c) Multiyear Financial Plan Review.
- (d) Establishment of Service Plans, which shall include route configurations.
- (e) Establishment of fees and fares.
- (f) Hearings required by State and Federal Law or Regulation in the pursuit of grants.
- (g) Any other matter which the Board desires to be discussed at a Public Hearing.

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Any of the above hearings may be combined with the annual budget hearing.

Section 6.04. **Place of Meetings.** The Regular or Special Meetings of the Board of Directors or any committee designated by the Board shall be held at the principal office of the Authority or at any other place within or without the boundaries of the Authority that a majority of the Board or any such committee, as the case may be, designate. Public Hearings shall be held within the boundaries of the Authority at any place designated by the Board.

Section 6.05. **Notice of Meetings.** Notice of any meeting designated by the Board shall be as follows:

- (a) Regular Meetings. Written notice of each Regular Meeting of the Board of Directors setting forth the time and place of the meeting shall be given as follows:
 - (1) Directors shall receive notice at least 48 hours prior to the meeting by US Mail, courier service, fax, telephone or electronic mail. The agenda and any needed back-up material shall be delivered to the work or home address of each Director and Alternate Director by US Mail, courier service, fax, telephone or electronic mail.
 - (2) The Clerk of each Member shall receive notice at least 48 hours prior to the Board meeting by US Mail, courier service, fax, or electronic mail. The Clerk of each

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member shall post the agenda in the public place designated by the member for posting public notices. Failure of a member jurisdiction to post such agenda shall not invalidate any action of the Board, provided that notice was provided to the Clerk of that jurisdiction. Delivery to the Clerk of each member jurisdiction shall be considered sufficient notice of the meeting for each Member and the public.

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(3) Further notice of Regular Meetings need not be given.

(b) Special Meetings. Written notice of each Special Meeting of the Board of Directors setting forth the time and the place of the meeting shall be given as follows:

(1) Directors shall receive an agenda of any Special Meeting at least 24 hours prior to each meeting by US Mail, courier service, fax, telephone or electronic mail. If a written agenda exists, the agenda shall be delivered to the work or home address of each Director at the address appearing on the books of the Authority.

(2) The Clerk of each Member shall receive an agenda prior to the Special Board meeting by US Mail, courier service, fax or electronic mail. If time permits, this agenda shall be posted in the public place designated for posting notices in each member jurisdiction. Failure of a member jurisdiction to post such agenda shall not invalidate any action of the Board, if the Clerk of that jurisdiction received the notice prior to the meeting.

(3) Any notice delivered to the Clerk of each member jurisdiction 24 hours prior to the Special Meeting shall be considered sufficient notice of the meeting for each Member and the public. The CEO shall use his best efforts to ensure that all member jurisdictions receive notice of any Special Meetings.

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(4) Further notice of Special Meetings need not be given.

Only agenda items which are on the notice for a Special Meeting may be addressed at said meeting.

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(c) Public Hearings. Written notice of each Public Hearing of the Board of Directors setting forth the time and the place of the meeting shall be given as follows:

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(1) Directors shall receive an agenda at least three (3) days prior to each Public Hearing by US Mail, courier service, fax or electronic mail. The agenda shall be delivered to the work or home address of each Director by US Mail, courier service, fax or electronic mail.

(2) The Clerk of each Member shall receive an agenda containing a public hearing at least three (3) days prior to the Board meeting by US Mail, courier service, fax ~~or~~ electronic mail. This agenda shall be posted in the public place designated for public notices in each jurisdiction, or other place required by the law governing the public hearing process for the particular matter and considered sufficient notice of the meeting for each Member and the public.

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(3) In addition, notice of hearings may be published once in a newspaper of general circulation inclusive of all the Members of the Authority three (3) days prior to the hearing, unless otherwise provided by law.

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Section 6.06. Waiver of Notice. A Director may in writing waive notice to him/her of any Special Meeting of the Board of Directors, either before, at, or after the meeting; and his waiver shall be deemed the equivalent of giving notice. Attendance of a Director at a meeting shall constitute waiver of notice of that meeting unless he/she attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 6.07. Quorum. At meetings of the Board of Directors at least two thirds of the Directors then in office who are eligible to vote therein shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, action by 2/3 majority of Directors present and eligible to vote shall be the act of the Board of Directors, unless the act of a greater number is required by the I.G.A. or applicable law.

Section 6.08. Minutes.

(a) Open Meetings. Minutes of each meeting of the Board ~~shall~~ include a record of the proceedings, actions taken, recommendations made and attendance. The Minutes shall be prepared by the Secretary, or other individual designated by the Secretary, and shall be signed by the preparer. The original and one copy of the minutes shall be kept on file at the principal offices of the Authority. One copy of the minutes shall be sent to each

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Director with the board packet prior to the next monthly Regular Board Meeting.

(b) Board Committee Meetings are Open Meetings. Each Board Committee shall conduct its meetings in open and in public pursuant to state statute. Each committee shall determine whether to keep minutes of the committee meetings. No decisions of the Board shall take place at committee meetings, but written recommendations may be made to present to the full Board.

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(c) Executive Session. Minutes of each Executive Session of the Board shall be audio taped and are not required to be kept in written form.

Section 6.09. **Executive Session.**

(a) Subjects of Executive Session. All meetings of the Board shall be open to the public except that, by two-thirds majority consent of the Directors, the Board may go into Executive Session for consideration of the following, in accordance with Section 24-6-402, C.R.S., as amended,:

- (1) The purchase, acquisition, lease, transfer, or sale of any real, personal, or other property interest;
- (2) Conferences with the attorney representing the Authority for purposes of receiving legal advice on specific legal questions;
- (3) Matters required to be kept confidential by federal or state law or rules and regulations;
- (4) Specialized details of security arrangements or investigations;
- (5) Determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators;
- (6) Personnel matters except if the employee who is the subject of the session has requested an open meeting, or if the personnel matter involves more than one employee, all of the employees have requested an open meeting;
- (7) Consideration of any documents protected by the mandatory nondisclosure provisions of the Colorado Open Records Act, 24-72-201, et seq, C.R.S., as amended, except that consideration of documents or records that are work product as defined in section 24-72-202(6.5) or that are subject to the governmental or deliberative process privilege shall occur in a public meeting unless an executive session is otherwise allowed.

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(b) Recording of Executive Session. An audio recording of such executive session shall be kept, except that any qualified attorney-client privilege conversation need not be recorded. The audio taped copies of the executive session shall be retained by legal counsel for a minimum of ninety (90) days, or as required by law.

(c) No formal action taken in executive session. Any final policy decision, promulgation of rules, resolutions and regulations, contract approval or formal actions, including expenditures of money, shall be adopted or approved in the open public session.

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(d) Executive Session provisions deemed automatically updated. If any provision of 24-6-402 or 24-72-202, C.R.S. is amended as applied to local public bodies, this Article is deemed to have changed to reflect current state law.

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Section 6.10. Meeting Governance. As chief governance officer, the Chair shall have the authority to call to order, conduct and adjourn all meetings of the Board of Directors. When the Chair is not present, this authority shall go to the Vice-Chair. If neither the Chair nor the Vice-Chair is present but a quorum of Directors does exist, the Directors who are present may elect by majority vote a Temporary Chair to serve as chief governance officer for that specific meeting.

ARTICLE VII Officers

Section 7.01. **Identification.** As provided in the I.G.A., the Board shall elect or appoint a Chair, a Vice Chair, a Secretary, a Treasurer and a chief executive officer (CEO). Each Officer shall have the powers and duties and meet the requirements of Article V of the I.G.A.

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Section 7.02. **Election.** The Board shall elect Officers at the first regular meeting of the Board of the calendar year, each year. The currently elected Board shall elect Officers by consent after canvassing members as to his/her interest in service, time availability and qualifications.

Section 7.03. **Appointments.** The Board may appoint a staff member to serve as Secretary, and shall appoint a staff member (chief financial officer) to serve as Treasurer.

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Section 7.04. **Term.** With the exception of the CEO, each Officer shall serve a one (1) year term commencing upon election or appointment by the Board. Each Officer shall serve until the end of his/her term or until his/her successor is elected or appointed or s/he is lawfully removed pursuant to State

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law, these bylaws or the I.G.A. **No member may serve as Chair for more than two consecutive one-year terms. No member may serve as Vice-Chair for more than two consecutive one-year terms. The Secretary and Treasurer may serve unlimited terms.**

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Section 7.05. **Removal of Officers.** Any officer of the Authority may be removed with or without cause by a two-thirds majority vote of all members of the Board.

Section 7.06. **Vacancies.** If a vacancy exists in any office, the Chair shall appoint a Director to fill such vacancy until the next regular meeting of the Board, when an election will be held. The term of the Office shall be until the next annual election of officers.

Section 7.07. **Duties of the Officers.**

(a) Chair. The Chair shall serve as the chief governance officer (CGO) of the Board, and shall have the power to call meetings of the Board; the power to execute, deliver, acknowledge, file and record on behalf of the Authority such documents as may be required by the I.G.A., the Act or other applicable law; and such other powers as may be prescribed from time to time by the Board in its governing policies. The Chair may execute and deliver contracts, deeds and other instruments and agreements on behalf of the Authority as are necessary or appropriate in the ordinary course of its activities or as are duly authorized or approved by the Board.

(b) Vice Chair. The Vice Chair shall be the Officer next in seniority after the Chair and, upon the death, absence or disability of the Chair, shall have the authority, powers and duties of the Chair. The Vice Chair shall have such additional authority, powers and duties as prescribed by the Board.

(c) Secretary. The Secretary shall give, or cause to be given, notice of all meetings (including special meetings) of the Board, keep written minutes of such meetings, be responsible for the maintenance of all records and files and the preparation and filing of reports to governmental agencies (other than tax returns), and have such other authority, powers and duties as are appropriate and customary for the office of Secretary of entities such as the Authority, and as the Board may otherwise prescribe. The Board may designate a staff person to be the Secretary. If a Treasurer has not been appointed, the Secretary shall also serve as Treasurer and may use the title of Treasurer in performing the functions of Treasurer.

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(d) Treasurer. The Treasurer shall, subject to rules and procedures established by the Board, be responsible for the custody of the funds and all stocks, bonds and other securities owned by the Authority and shall be responsible for the preparation and filling of all tax returns, if any, required to be filed by the Authority. The Treasurer shall receive all moneys paid to the Authority and, subject to any limits imposed by the Board or the Chair, shall have authority to give receipts and vouchers, to sign and endorse checks and warrants in the Authority's name and on the Authority's behalf, and to give full discharge for the same. The Treasurer shall also have charge of disbursement of the funds of the Authority, shall keep full and accurate records of the receipts and disbursements, and shall deposit all moneys and other valuables in such depositories as shall be designated by the Board. The Treasurer shall deposit and invest all funds of the Authority in accordance with the I.G.A. and laws of the State applying to the deposit and investment of funds of rural transportation authorities formed under the Act. The Treasurer shall have such additional authority, powers and duties as are appropriate and customary for the office of Treasurer of entities such as the Authority, and as the Board may otherwise prescribe. The Treasurer shall be a staff member. If a Treasurer has not been appointed, the Secretary shall also serve as Treasurer and may use the title of Treasurer in performing the functions of Treasurer.

(e) Chief Executive Officer (CEO). The chief executive officer of the Authority shall supervise the activities of the Authority, shall see that all policies, directions and orders of the Board are carried out and shall, under the supervision of the Board, have such other authority, powers or duties as may be prescribed by the Board in its governing policies. In addition to the powers, the authority and duties of the CEO shall be:

(1) Sign contracts or agreements with Vendors or service providers that are necessary to carry out the purposes of the Authority, provided however that they involve less than \$50,000.00, unless they are specifically included in a duly approved budget.

(2) Dispose of assets of the Authority, provided, however that the assets are no longer useful to the Authority and have a nominal market value.

(3) Sign contracts or agreements specifically approved by the Board.

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ARTICLE VIII
Advisory Committees

Section 8.01. **Chair may appoint Board Committee chairs.** When a Board Committee is formed, the Chair may appoint a regular member as its chair, or may direct the committee to elect a chair at its first meeting, or direct the committee to elect a chair at any time the chair of the committee becomes vacant.

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Section 8.02. **Committees.** The Board of Directors may establish, from time to time, such committees as it may deem necessary or beneficial to assist it in its work. The resolutions establishing such committees shall state the purpose, time line and authority of each committee. No committee shall have the authority to: (a) amend or repeal these by-laws; (b) elect, appoint or remove any member of any other committee or any director, elected officer or employee of the agency; (c) amend the Intergovernmental Agreement; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Authority; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Authority; or (h) amend, alter or repeal any resolution of the Board of Directors. The designation and appointment of any such committee and the delegation of authority thereto shall not relieve the Board of Directors or any of its members of any responsibility imposed upon it, him or her by law. Committees of the Board shall be classified as standing or special and, unless explicitly authorized to carry out a specific charge, shall be advisory to the Board. In order to broaden input to the Board and encourage community involvement, the Board may appoint individuals who are not members of the Board to serve on any standing or special committee of the Board. The CEO shall serve as an ex officio member of each committee appointed by the Board, unless otherwise designated in these Bylaws or by the Board.

Section 8.03. **Citizen Advisory Standing Committee.** The Board shall appoint and maintain a Citizen Advisory Committee to advise the Board with respect to policy and service matters. The members of the Citizen Advisory Committee shall not be Directors, Alternate Directors or Officers of the Authority. The Citizen Advisory Committee shall not be authorized to exercise any power of the Board.

Section 8.04. **Committee Meetings.** A Board Committee meeting may be called at any time by the committee chairman or a simple majority of the committee members upon oral notice one (1) day in advance or upon written notice three (3) days in advance. Committees may propose rules of order and procedures to the Board which, if adopted by the Board or the committee, shall govern the matters addressed in the rules.

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Section 8.05. **Open Meetings.** If the committee has less than three Directors in attendance, no public notice of the committee meeting is required. All committee meetings shall be open to the public, notwithstanding the exception to the notice requirement in the Open Meetings Act for committees with less than three Directors in attendance.

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Section 8.06. **Committee Meetings may be held by Telephone Conference.** If a Committee Meeting is scheduled to occur by telephone conference, the location of such meeting will be the office of the CEO or other place designated by the Committee Chairman. Committee Meetings held by teleconference are open meetings and the notice of such meeting will list a location where the public may listen to the proceedings.

ARTICLE IX Indemnification

9.01. **Directors, Officers, members of committees, and employees.** To the extent permitted by law, the Authority shall indemnify any person who is serving or has served as a Director, a member of any advisory committee of the Authority against all reasonable expenses, including, but not limited to, judgments, fines, amounts paid in settlement costs, and legal fees actually and necessarily incurred by her/him in connection with the defense of any litigation, action, suit or proceeding, civil or administrative, to which s/he may have been a party by reason of being or having been a Director and/or officer of the Board, or acting on direction from the Board, but only if s/he acted in good faith within the scope of his/her authority for a purpose s/he reasonable believed to be in the best interest of the Authority. A Director and/or officer, or former Director and/or member of advisory committee, and/or officer, or employee shall have no right to reimbursement for matters in which s/he has been adjudged liable to the Authority for wanton and willful misconduct in the performance of his/her duties. The Colorado Governmental Immunity Act, amended from time to time, is incorporated by reference into these Bylaws.

9.02. **Prior Authorization Required.** Any indemnification under section 9.01 (unless ordered by a court) shall be made by the Authority only if authorized by the Board by a 2/3 majority vote.

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ARTICLE X General Provisions

Section 10.01. **Fiscal year.** The Fiscal year of the Authority and its affiliate organizations shall begin on the first day of January and end on the 31st day of December of each year.

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Section 10.02. **Ownership of Documents.** Written records and other documents relating to the Authority are the property of the Authority and shall be filed and maintained under the authority of the CEO and shall not be removed from the Authority nor shall any information contained therein be released without proper authorization.

Section 10.03. **Review, Approval and Amendments.** These Bylaws shall be reviewed from time to time, with any amendments approved by an affirmative vote of no less than two thirds of the Directors in office.

Section 10.04. **Voting.** Votes on routine matters shall be by voice vote. Votes on decisions regarding any of the items listed in Section 6.03 as requiring a Public Hearing will be by roll call vote. Any Director may move to have any vote be taken by roll call.

Section 10.05. **Annual Report.** The Board may publish an annual report setting forth in sufficient scope and detail the more important acts concerning the business and services of the Authority.

Section 10.06 **Changes to IGA Automatically Incorporated.** Any change to the RFTA IGA which addresses matters within these bylaws shall be deemed to control and be incorporated into these bylaws.

These Bylaws Revised: _____, 2010.

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Bruce Christensen, Chair
Board of Directors of the
Roaring Fork Transportation Authority

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