

BYLAWS OF THE COLORADO SPRINGS URBAN RENEWAL AUTHORITY

ARTICLE I. **INTRODUCTION**

Section 1. The name of this urban renewal authority shall be the “Colorado Springs Urban Renewal Authority,” and hereinafter referred to as the “Authority.”

Section 2. The within Bylaws have been adopted by the Authority, and all previously adopted bylaws are hereby repealed.

Section 3. The purpose of these Bylaws is to establish rules and procedures necessary to carry out the purpose and duties of this Authority, as set forth in the Colorado Revised Statutes (C.R.S.) Title 31, Article 25, Part 1, and hereinafter referred to as the “Urban Renewal Law.”

ARTICLE II. **PURPOSE**

Section 1. Purpose. The purpose of the Authority is to halt or prevent the spread of blighted areas within designated plan areas. Blight is further defined in the Urban Renewal Law.

ARTICLE III. **POWERS AND DUTIES**

Section 1. Powers and Duties. The Authority shall have all the general powers granted to it by the Urban Renewal Law, and shall perform all duties required by law.

ARTICLE IV. **MEMBERSHIP**

Section 1. Membership. Membership on the Authority will be in accordance with the Urban Renewal Law. The Urban Renewal Law shall govern if and when there are conflicts between these Bylaws and the Urban Renewal Law.

- A. The Authority shall be comprised of thirteen (13) members, and those members shall include:
 - 1. One (1) member shall be appointed by the Board of County Commissioners of El Paso County, Colorado.
 - 2. One (1) member shall be a board member of a special district selected by agreement of the special districts levying a mill levy within the boundaries of the “urban renewal authority area,” as such term is defined in the Urban Renewal Law.

3. One (1) member shall be an elected member of a board of education of a school district levying a mill levy within the boundaries of the urban renewal authority area.
 4. Ten (10) members shall be appointed by the Mayor of Colorado Springs, subject to approval by the City Council of the City of Colorado Springs. Not more than one of the commissioners appointed by the Mayor may be an official of the municipality.
- B. The Mayor shall file with the City Clerk a certificate of the appointment or reappointment of any commissioner, and such certificate is conclusive evidence of the due and proper appointment of such commissioner.
 - C. The Authority members who are first appointed shall be designated by the Mayor to serve for staggered terms so that the term of at least one member will expire each year. Thereafter, the term of office for Authority members is five years.
 - D. An Authority member shall hold office until his or her successor has been appointed and has qualified.
 - E. Vacancies other than by reason of expiration of terms shall be filled by the Mayor, with consent of City Council, for the unexpired term, except that, in the case of a commissioner on the Authority who has been appointed by the Board of County Commissioners as provided above, a vacancy on the Authority board for the balance of the unexpired term must be filled by the Board of County Commissioners, a vacancy of the special-district appointed seat must be filled by agreement of the affected special districts, and a vacancy of the school-district appointed seat must be filled by agreement of the affected school districts.
 - F. Members of the Authority shall receive no compensation for their services, except that they may be entitled to necessary expenses, including traveling expenses, incurred in the discharge of their duties.

Section 2. Resignation. The resignation of a member of the Authority shall be made in writing to the Executive Director and the Chair of the Authority, and the resignation shall be forwarded to the member's appointing authority. The resignation of a member of the Authority shall be effective immediately upon receipt and verification by the Executive Director and Chair.

Section 3. Attendance and Dismissal Requirements.

- A. Any member who has not provided notice of his or her absence from two consecutive regular meetings or three regular meetings in a six-month period shall receive a written notification from the Chair of the Authority advising the member of his/her absences. If a continued pattern of absences occurs, the Chair may notify the Mayor or the applicable appointing authority.
- B. The Mayor, with the consent of the City Council, may remove an Authority member for inefficiency, neglect of duty or misconduct in office, but only after the member

has been given a copy of the charges made by the Mayor against them and has had an opportunity to be heard in person or by counsel before the governing body. In the event of the removal of any member, the Mayor shall file in the office of the City Clerk a record of the proceedings, together with the charges made against the member and findings thereon.

ARTICLE V.

EXECUTIVE DIRECTOR

Section 1. Executive Director. A non-voting Executive Director shall have general supervision over the administration of the Authority's business and affairs, subject to the direction of the Authority, including, but not limited to the following duties:

1. Manage the projects of the Authority;
2. Sign all orders and checks for the payment of money and pay out and disburse such moneys under the direction of the Authority;
3. Keep regular books of accounts showing receipts and expenditures and render to the Authority, at each regular meeting (or more often, when requested) an account of transactions and also of the financial condition of the Authority; Ensure that the agenda is prepared and distributed on schedule;
4. Post notice of meetings in the official posting places, and in any additional places designated by the Authority;
5. Ensure that minutes are taken, posted and submitted to the Authority's permanent archives;
6. Assist the Chair during the meeting, if necessary;
7. Ensure that actions and activities of the Authority are consistent with policies and procedures adopted by the Board;
8. Offer insights about City organization, policies, and efforts;
9. Notify the Authority of events, meetings, or circumstances when the Executive Director is asked to speak on behalf of the Authority;
10. Maintain the Authority's presence on the Authority's website;
11. Act as point person for contact with other City liaisons, departments or boards, unless otherwise delegated;
12. Facilitate communication among members in compliance with Colorado open meetings laws;
13. Perform all duties incident to the office of Executive Director; and

14. Such other duties as may be assigned from time to time.

The compensation of the Executive Director shall be determined by the Authority. The Authority will provide the Executive Director with periodic performance reviews upon intervals established by the Authority.

ARTICLE VI. **OFFICERS**

Section 1. Officer Terms and Duties. The officers of the Authority shall be a Chair, Vice-Chair and Secretary.

- A. The Chair shall preside over all regular and special meetings of the Authority, and shall, subject to these Bylaws and rules of procedure, decide all points of procedure, unless otherwise directed by a majority of the members present at a particular meeting. Except as otherwise authorized by resolution of the Authority, the Chair shall sign all contracts, deeds, and other instruments made by the Authority. The Chair shall serve as the primary contact between the Authority and the Executive Director.
- B. The Vice-Chair shall assume the duties and responsibilities of the Chair in the event the Chair is absent or unable to perform his/her duties.
- C. When both the Chair and Vice-Chair are absent, the members present shall select a member to preside over the meeting by a majority vote.
- D. The non-voting Secretary, who shall be the Executive Director, shall keep the minutes of all meetings of the Authority in an appropriate minute book, give or serve all notices required by law, be a custodian of the Authority's records, sign official documents of the Authority that require the signature of the Secretary, and perform such other duties of the Secretary as required by law or that may be delegated by Staff.

Section 2. Term; Elections. Officers shall serve a term of one year unless otherwise specified in the officer's appointment or until the officer's successor shall have been duly elected and qualified, or until the officer's earlier death, resignation, or removal by a majority vote of the Authority at a meeting duly called. Officers shall be elected by a majority vote of the Authority, at the Authority's annual meeting in April of each year. Nominations for an officer position do not require a second. Nominees may have an opportunity to speak to their nomination before the vote is taken. A voice vote may be taken to elect all officers or, upon a motion approved as provided below, voting in elections may be made by ballot. Officers shall be elected by a majority of the members present.

Section 3. Vacancies of Officers. A vacancy in an officer position shall be filled by election at the next regular or special meeting of the Authority from among the Authority members. Until such election, the Vice-Chair shall serve as acting Chair, if the Chair position is vacant. All officers elected to fill a vacant officer position shall serve until the next officer election.

Section 4. Additional Personnel. The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the Urban Renewal Law, and all other laws of the State of Colorado.

ARTICLE VII. **MEETINGS**

Section 1. Formal Meetings and Work Sessions. Formal meetings of the Board shall be those meetings where formal action may occur. No formal action shall be taken at work sessions of the Board. Meetings and work sessions may be held at such time and place as may from time to time be determined by the Chair, except as otherwise directed by a majority of the members of the Board.

Section 2. Notice of Meetings. Full and timely notice of all formal Board meetings and work sessions, and of all committee meetings, shall be given in accordance with the Colorado Open Meetings Law, C.R.S. § 24-6-401 et seq. (the “Open Meetings Law”). The meeting agenda shall be posted as notice of a meeting. The Authority shall designate the public place or places for posting such notice annually at the Authority’s first regular meeting of each calendar year. Notice of any regular or special meeting shall be posted in the designated posting places no less than 24 hours prior to the holding of such meeting, unless an emergency requires posting within 24 hours of the meeting time. Executive sessions of the Board may be called during any formal meeting of the Board as permitted by the Open Meetings Law.

Section 3. Public Meetings. All meetings of the Authority shall be open to the public, pursuant to Colorado law. All meetings of three or more members of the Authority, at which any Authority business is discussed or at which any formal action may be taken, shall constitute a meeting for purposes of this section.

Section 4. Special Meetings. Special meetings may be called by (i) the Chair, (ii) the Executive Director on the request of the Chair or (iii) the Executive Director on written request of any three commissioners. When a special meeting is scheduled, all Authority members must be notified at least 24 hours prior to the time set for such meeting by phone and written notice (via e-mail or hand delivery), including a listing of all items to be considered (agenda) at the special meeting, unless an emergency requires posting within less than 24 hours prior to such meeting. Formal action taken at a special meeting called in accordance herewith shall be considered as though it were taken in a regular meeting for those, and only those, matters referred to in the agenda contained in the notice of the meeting.

Section 5. Quorum; Voting Required.

- A. A majority of the voting members of the Authority in office shall constitute a quorum. In the absence of a quorum, no business shall be conducted by the Authority, except rescheduling of the meeting, except as otherwise provided in subparagraph C. of this Section 5, below.
- B. All members are required to vote unless recused or disqualified from voting. In determining whether a member shall be recused or disqualified from voting on a

matter before the Authority, the Authority shall follow the procedures adopted by the Authority in accordance with these Bylaws and applicable law.

- C. If it is determined that any Authority members are disqualified from voting, and such disqualification causes the Authority to lose its quorum (as defined by these Bylaws) on the matter before the Authority, the matter shall be continued until the next meeting at which a sufficient number of qualified Authority members are present to constitute a quorum. In the event that the number of disqualifications are such that tabling the matter will not result in a quorum of qualified Authority members, the quorum necessary to conduct that item of business shall be adjusted to consist of at least fifty percent of those members not disqualified.
- D. Remote participation by Authority members via telephone, internet, or other remote contemporaneous communication technology is permitted for an Authority meeting, if such remote participation is technically feasible, provided, however, that remote participation shall not be permitted for purposes of establishing a quorum or voting. Any member of the Authority who wishes to participate in a meeting by remote communication shall give as much advanced notice to the Executive Director as possible, prior to the meeting.

Section 6. Rules of Procedure. Meetings of the Authority Board shall be conducted in accordance with such meeting schedules, procedures and rules of order as the Board may adopt, in its discretion.

Section 7. Decision-Making. Decisions of the Authority shall be approved by a majority of the members present at the meeting. Any member may make a motion, which must be seconded for further consideration. All voting on motions shall be by roll-call or voice vote.

Section 8. Public Participation. Meeting agendas shall include a designated time for public comments, not including comment on those items scheduled for a public hearing. All public comments must be made during the public comment segment of the agenda. Public attendees shall sit in the audience unless asked to sit with the Authority during their comments. The Authority may identify time limits for public comments at its discretion.

Section 9. Meeting Agendas. The form of agendas shall be determined by the Authority. Agendas shall be posted in accordance with all open meetings laws.

Section 10. Meeting Minutes. Minutes shall be kept of all formal meetings of the Board and all meetings of committees of the Board at which the adoption of any proposed policy, position, resolution, rule, regulation or formal action occurs or could occur. Minutes need not be kept of work sessions of the Board.

Section 11. Removal. The presiding officer shall have the power to cause persons to be removed from a Board meeting or a committee meeting, in order to maintain order and public safety during the meeting.

ARTICLE VIII. **COMMITTEES**

Section 1. Committees. The Chair may, from time to time, create either standing or ad hoc committees as deemed appropriate for special study or review unless otherwise directed by a majority of the Board; and the Chair shall appoint all standing or ad hoc committee members. Each committee shall, at its first meeting, elect its own chair. Upon completion of the duties of any ad hoc committee, the committee shall be deemed to be automatically disbanded. The Chair may also disband any standing or ad hoc committees unless otherwise directed by a majority of the members of the Board.

Section 2. Committee Chairs. A member of the Authority shall serve as the chair of any committee.

ARTICLE IX. **COMMITMENT TO THE PUBLIC**

Section 1. Commitment to the Public. Authority members' commitment to the public shall be demonstrated by adherence to all Colorado laws, rules and regulations regarding conduct of public officials.

Section 2. Conflict of Interest. The Authority shall adhere to all Colorado laws, rules and regulations that may pertain to the avoidance of conflicts of interest. The Authority shall adopt policies and procedures regarding disclosure and avoidance of conflicts of interest consistent with the Urban Renewal Law and the applicable provisions of the Code of Ethics of the State of Colorado. As of the date hereof, the Urban Renewal Law provides:

“No commissioner, other officer, or employee of an authority nor any immediate member of the family of any such commissioner, officer, or employee shall acquire any interest, direct or indirect, in any project or in any property included or planned to be included in any project, nor shall he have any interest, direct or indirect, in any contract or proposed contract for materials or services to be furnished or used in connection with any project. If any commissioner, other officer, or employee of an authority owns or controls an interest, direct or indirect, in any property included or planned to be included in any project, he shall immediately disclose the same in writing to the authority, and such disclosure shall be entered upon the minutes of the authority. Upon such disclosure, such commissioner, officer, or other employee shall not participate in any action by the authority affecting the carrying out of the project planning or the undertaking of the project unless the authority determines that, in the light of such personal interest, the participation of such member in any such act would not be contrary to the public interest. Acquisition or retention of any such interest without such determination by the authority that it is not contrary to the public interest or willful failure to disclose any such interest constitutes misconduct in office.”

Section 3. Communications Among Members. Authority members shall adhere to all Colorado laws, rules and regulations governing government communications.

Section 4. Electronic Communications. Electronic communications (including e-mails) between Authority members with respect to the business of the Authority may only occur in a manner that complies with the Open Meetings Law. The Open Meetings Law prohibits the

discussion of public business (including discussion via electronic means) by a group of three or more Authority members, except at properly noticed public meetings. All electronic communications pertaining to Authority business should be treated as a public record, and, as such, potentially subject to public disclosure under the Colorado Open Records Act.

Section 5. Communications Outside the Authority. The Authority may adopt a separate policy or policies regarding communications outside the Authority consistent with these Bylaws.

ARTICLE X.
AMENDMENTS TO BYLAWS

Section 1. Amendments. These Bylaws may be amended from time to time by an affirmative vote of a majority of the membership of the Board of Commissioners at any formal meeting of the Board.

Approved on: May 22, 2019

By: _____
Chair