

## **FUELS IMPACT ENTERPRISE BOARD BYLAWS**

### **Article I. Offices and Definitions**

A. Principal Office. The principal office of the Fuels Impact Enterprise (“Enterprise”) shall be 2829 W. Howard Place, Denver, Colorado 80204. The Enterprise may have other offices and places of business at such places within the State of Colorado as shall be determined by the Enterprise Board (“Board”), as defined below.

B. Definitions. Capitalized terms shall have the definitions ascribed to them in these Bylaws and the Articles of Organization.

### **Article II. Fuels Impact Enterprise Board**

A. Enterprise Board. All the powers of the Enterprise, as described in § 43-4-1503, *et seq.*, C.R.S., and as otherwise provided by law, shall be vested in the Board. The Board shall manage the business and affairs of the Enterprise. The Board shall consist of the members of the Transportation Commission of Colorado, as determined pursuant to § 43-1-106(1), C.R.S. Members of the Board shall have the ability to vote.

B. Qualifications and Term. All members of the Board shall be, at the time of appointment and throughout their tenure on the Board, members of the Transportation Commission of Colorado as provided in § 43-1-106(1), C.R.S.

C. Performance of Duties. By acceptance of his or her office, each member of the Board shall be deemed to have accepted the obligation to perform his or her duties in good faith and in a manner he/she believes to be in the best interests of the Enterprise.

D. Reimbursement. The Board may provide for reimbursement of the members of the Board for reasonable and necessary expenses incurred on behalf of the Enterprise consistent with State Fiscal Rules but the members shall otherwise serve without compensation.

E. Disclosures. Members of the Board shall make financial disclosures and avoid conflicts of interest as provided by policies adopted by the Board and as provided by law.

### **Article III. Meetings of the Fuels Impact Enterprise Board**

A. Place of Meetings. The regular or special meetings of the Board or any committee designated by the Board shall be held at the principal office of the Enterprise or at any other place that a majority of the Board or any such committee, as the case may be, designates from time to time.

B. Regular Meetings. Regular meetings of the Board shall be held at a time and date set by the Board, but will generally be held the third Thursday of the month. It shall be the duty

of the members of the Board to attend Board meetings. The Board shall meet no less than five (5) times per year. The Chair of the Board ("the Chair") may postpone or advance the time and date of any regular meeting for a period not to exceed one week. The Board may remove items from the agenda or rearrange the order of the agenda items at any time. Items may be added to the agenda only with adequate public notice prior to the meeting, as provided by law.

C. Special Meetings. Special meetings may be called by the Director of the Enterprise, the Chair, or a majority of the members of the Board, with three days' notice by electronic mail or, in an emergency, 24 hours' notice by telephone or electronic mail, unless otherwise provided by law.

D. Notice of Meetings. Notice of the time, date and place shall be provided to the Board and the public as required by law.

E. Quorum. A quorum of the Board shall be six (6) members. If a quorum of the Enterprise Board is present, a majority vote of the members present shall be required to carry any motion, order, regulation, bylaw or other action of the Board. All formal action of the Board shall be by resolution adopted at a duly called meeting of the Board and no individual member shall exercise individually any administrative authority with respect to the Enterprise.

F. Voting. Each member of the Board shall be entitled to one vote. The Board may act only by resolution or motion at a duly called meeting. Voting shall be either by voice or roll call vote. A roll call vote shall be conducted upon the request of a member of the Board or at the discretion of the Chair. Any member of the Board shall disqualify himself or herself from voting on any issue with respect to which he/she has a private interest, unless such member of the Board has disclosed such interest in compliance with § 24-18-110, C.R.S.

G. Conduct of Meetings. All meetings of the Board will be conducted under Roberts Rules of Order, unless specifically provided otherwise by the Board or these Bylaws.

A. Executive and Other Committees. The Board may, by a motion or resolution adopted by a majority of the members of the Board, designate not less than two (2) of its members to constitute one or more other committees, each of which shall have and may exercise such authority as may be set forth in said motion or resolution. If any such delegation of authority of the Board is made as herein provided, all references to the Board contained in these Bylaws, the Articles of Organization, § 43-4-1501, *et seq.*, C.R.S. or any other applicable law or regulation relating to the authority so delegated shall be deemed to refer to such committee.

#### **Article IV. Open Meetings and Open Records**

A. Open Meetings. All meetings of the Board shall be open to the public and shall be preceded by adequate public notice as required by law. Public notice of the Board agenda shall be made prior to Board meetings.

B. Open Records. The records of the Board shall be public records and shall be open for public inspection, as provided by law for public records. Board meetings shall be recorded by electronic recording device. Minutes shall be made of all Board meetings and shall be approved

by the Board. After approval by the Board, minutes shall be made a part of the Board records.

#### **Article V. Officers of the Fuels Impact Enterprise Board**

A. General. The Chair and Vice-Chair shall be the officers of the Board. The Board shall appoint a Secretary who shall not be a member of the Board. The officers shall be elected by the Board annually at the Board meeting in August. If the election of such officers is not held at such meeting, such election shall take place as soon thereafter as a meeting may be conveniently held. The Board shall elect a Chair and Vice-Chair, each of whom must be a member of the Board. Each officer shall serve at the pleasure of the Board.

A. General Duties. All officers of the Enterprise, as between themselves and the Enterprise, shall have the authority and shall perform such duties in the management of the Enterprise as may be provided in these Bylaws, the Articles of Organization or as may be determined by resolution or action of the Board not inconsistent with these Bylaws.

A. Specific Duties of Officers. In addition to duties designated by the Board, the duties of the officers shall include the following:

1. Chair. The Chair shall preside at all meetings of the Board. The term of the office as Chair shall be for one year or until a successor shall be elected.

2. Vice-Chair. The Vice-Chair shall, in the case of the absence or disability of the Chair, perform the duties of the Chair. The Vice-Chair shall also perform such other duties as may be prescribed by the Board from time to time. The term of office of Vice-Chair shall be for one year or until a successor shall be elected.

3. Secretary. The Secretary shall keep the records of the Board. The Secretary shall have the custody of the seal of the Enterprise and shall, in addition, perform all of the other duties usually pertaining to this office. The term of office shall be at the will of the Board.

D. Delegation of Duties. Whenever an officer is absent for any reason, the Board may delegate the powers and duties of an officer to any other Officer or to any member of the Board.

E. No contract right. Service on the Board shall not of itself create contract rights in the office.

#### **Article VI. Fiscal Year and Budget**

A. Fiscal Year. The fiscal year of the Enterprise shall be based on the State of Colorado fiscal year (July 1 – June 30). The fiscal year may be changed from time to time by the Board at its discretion.

B. Budget. The Board shall set and adopt on an annual basis a budget for the Enterprise. The budget shall be adopted not later than June of each year.

## **Article VII. Amendments**

A. General. The Board may amend, supplement, or repeal these Bylaws or adopt new bylaws and all such changes shall affect and be binding upon the Board and members heretofore, as well as hereafter, authorized. Any amendment, supplement or repeal of these Bylaws or adoption of new bylaws shall require a majority vote of all of the members at any regular meeting.

B. Notice. Specific notice of each meeting at which consideration of proposed amendment to, supplementation of, or repeal of these Bylaws or adoption of new bylaws shall be given in the same manner as notice of meetings is to be given pursuant to Article III, Section D. hereof.

C. Vote Necessary. Any adoption of new bylaws, or amendment, supplement, or repeal of these Bylaws shall require approval by a majority of the Board at any regular meeting at which the amendment, supplement, repeal, or adoption is considered.

## **Article VIII. Selection, Powers and Duties of Director**

A. The CDOT Executive Director shall appoint a CDOT employee to act as the Director of the Enterprise.

B. The Director shall be the chief executive officer of the Enterprise and shall supervise the activities of the Enterprise and shall direct and manage overall Enterprise staff and functions.

C. The Director or his or her designee shall report to the Board and recommend priorities, policies, and procedures to the Board.

D. The Director or his or her designee shall work with federal, state, local, and private agencies on Enterprise projects, funding, and programs.

E. The Director or his or her designee 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.

## **Article IX. Miscellaneous**

A. Invalid Provision. The invalidity or non-enforceability of any particular provision of these Bylaws shall not affect the other provisions herein, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision were omitted.

B. Governing Law. These Bylaws shall be governed by and construed in accordance with the constitution and laws of the State of Colorado and § 43-4-1501, *et seq.*, C.R.S. for the Enterprise, as amended from time to time.

C. Gender. Whenever required by context, the singular shall include the plural, the singular, and one gender shall include the other.

D. Contracts and Amendments. The Board shall set budgets for its operations and the Director, or his or her delegee, shall have authority to approve and enter into contracts and any amendments of existing contracts, so long as the total projected expenditures do not exceed the estimate of available funds approved for the fiscal year by the Board that are within an approved budget. The Director's signature or the signature of his or her delegee on such contracts and contract amendments shall legally bind the Enterprise.