

**BYLAWS OF
COLORADO BYWAY COMMISSION
Amended 1/27/2017**

ARTICLE I

PURPOSE

Section 1 The purpose of the Colorado Scenic and Historic Byways Commission (Commission) is a partnership to evaluate and designate Colorado Scenic and Historic Byways (Colorado Byways) and to develop and recommend funding sources and provide program support to sustain the byways for future generations.

ARTICLE II

BOARD OF COMMISSIONERS

Section 1 Number and Authority The Commission shall consist of not more than fifteen (15) members appointed by the Governor for staggered terms of three years. Members shall serve without compensations and all members shall serve at the pleasure of the Governor, and the Governor may also appoint ex-officio members for terms expiring at the pleasure of the Governor.

Representing, Transportation Commission, History Colorado, Colorado Tourism, Bureau of Land Management, Creative Industries, Eastern Colorado Byways Representative, Western Colorado Byways Representative, US Forest Service, State Legislature, Land Conservation, and Member at Large.

There will also be 4 Ex-Officio members including: Director of Department of Transportation, President of History Colorado, Director of Department of National Resources and Director of Department of Local Affairs. Ex-officio shall have full voting rights.

Section 4 Meetings The Commission shall hold regular meetings no less often than quarterly at such dates, times and locations as the Commission shall determine. A notice of the meeting will be sent to each Commission member by the Program Manager for regular meetings at least two weeks in advance.

Special Meetings. Special meetings of the Commission may be called by or at the request of the Chair or of any five or more Commission members. All meetings of the Commission shall be open to the public.

Section 5 Quorum A quorum for the Commission shall be a majority of the voting Commissioners. A simple majority vote of the Commission members present shall be required to carry any action.

- Section 6 Action without a Meeting Any action which could be taken by the Commissioners at a meeting may also be taken without a meeting if each and every Commissioner then in office and entitled to vote signs in writing, which describes the action and indicates in writing:
- a) his/her vote for the action
 - b) his/her vote against the action or
 - c) his/her abstention from voting
- A Commissioner who signs in writing but fails to indicate their vote will be deemed to have abstained from voting. It must be clearly indicated in writing that, by signing, each Commissioner has waived his/her right to demand that a meeting be held on the question. The vote carries in favor of the action only if the affirmative vote for such action equals or exceeds the minimum number of votes necessary to approve such action at a meeting that all the voting Commissioner then in office were present and voted. The writing may be electronically transmitted by facsimile (faxed) or email from Commissioner to Commissioner. Each Commissioner shall send his/her fax or email to the Program Manager. Action taken pursuant to this section shall be effective when the last vote containing all required signatures or all faxes/emails have been collected by the Program Manager. A Commissioner who has submitted a vote in writing may revoke his/her vote or abstention by so indicating on another document provided the revocation is received by the Program Manager before the final vote is tallied writing containing all required signatures. All signed writings necessary for any action shall be filed with the minutes of the meetings of the Commission.
- Section 7 Telephone and online Participation in Meetings Any Commissioner may participate in any regular or special meeting through telephonic participation provided that all directors participating are able to hear each other during the meeting.
- Section 9 Removal A Commissioner may be removed by the Commission whenever in the judgment of the Commission the removal would serve the best interest of the Commission. Any Commissioner who fails to attend three (3) unexcused consecutive Commission meetings may be subject to recommendation to the Governor for removal.
- Section 10 Advisory Groups The Board of Directors may establish ad hoc advisory groups as needed for specific projects.
- Section 11 Vacancies the unexpired term of any vacancy on the Commission will be filled by the Governor's commission and board authority. The Commission may make recommendation to the Governor regarding vacancies.

ARTICLE III

OFFICERS

- Section 1 Positions and Manner of Election the officers of the Commission shall be Chairperson, Vice-Chairperson and Secretary. Officer positions shall be elected by commission members from among their number at the first meeting of each year. Notice of the results of the officer elections shall be sent by email to each Member promptly following the election.
- Section 2 Other Officers The Board may appoint other officers as it deems necessary and appropriate.
- Section 3 Chairperson The principal duties of the Chairperson shall be to preside at all meetings of the Commission, to serve as the principal spokesperson for the Commission, and to aid the Secretary in coordination of meetings and agendas, and to perform all duties incident to the office.
- Section 4 Vice-Chairperson The principal duty of the Vice-Chairperson shall be, in the absence or disability of the Chairperson, to perform all the duties of the chairperson, and when acting shall have all the powers of the Chairperson. The Vice-Chairperson shall also have such powers and perform such duties as from time to time may be prescribed by the Membership.
- Section 5 Secretary The principal duties of the Secretary will be taking the minutes of Commission meetings, and coordinate all communications, announcements etc. The Secretary shall work with the Chairperson to coordinate Byway Commission meetings including location, posting the agenda, board packets and notification of meetings. The secretary shall update lists and calendars as needed, manage support letters and serve as point of contact for Boards and Commissions.
- Section 6 Byways Program Manager shall be provided by CDOT. The program manager shall be responsible for training, conducting the annual survey and providing templates for Corridor Management Plans. The Program Manager will also make sure that items from the Commission are posted on line and will CDOT will be the program's records repository.

ARTICLE V

AMMENDMENTS

- Section 1 Amendments These bylaws may be amended by Commission members at any meeting at which a quorum is present by a vote of the majority of Commissioners present, provided that notice such proposed amendment has been given the Directors at least fifteen (15) prior to the date on which the meeting is held, and provided that proposed amendment is not in conflict with the Executive Order.

ARTICLE VI

INDEMNIFICATION (check Attorney General)

- Section 1 The Commission may, to the extent determined by the Board of Commissioners of the commission and permitted by the Nonprofit Act, indemnify and/or advance expenses of officers, directors, employees, fiduciaries, and agents of the Society, but subject to the following limitations and qualifications:
- (A) Indemnification shall be limited to the amount of available insurance, if any.
 - (B) Mandatory indemnification and advancement of expenses shall not be available under Sections 7-129-103, 7-129-105, 7-129-107(1)(a), or any other provision of the Nonprofit Act.
 - (C) Liability for claims for injuries to persons or property arising from the negligence of the State of Colorado, its departments, institutions, agencies, boards, officials and employees is controlled and limited by the provisions of the Governmental Immunity Act, Sections 24-10-101, et seq., and the risk management statutes, Sections 24-30-1502, et seq., Colorado Revised Statutes (2012). Nothing in these Bylaws shall limit, expand, or modify the operation of said Governmental Immunity Act and risk management statutes.

ARTICLE VII

COMMITTEES

- Section 1 Creation The Commission may at any time, and from time to time, appoint committees of Members to carry out specific duties on behalf of the commission.
- Section 2 Authority No committee shall have the power to commit or speak on behalf of the Commission on any matter of general organization policy.
- No committee shall spend or obligate funds in excess of the amount allocated to it by the Board of Directors or the Membership.
- Section 3 Meetings Committee meetings may be called at any time by the Chairperson of the committee, by a majority of the Members of the committee or by the Chairperson.

Section 4 Termination The Commission may disband any committee whenever it determines that such action would be in the best interest of the Commission.

ARTICLE VIII

PARLIAMENTARY PROCEDURE

Section 1 Minimum Requirement Actions approved at meetings of the Association shall be decided by employing the following procedure adapted from Robert's Rules of Parliamentary Procedure: 1) A motion shall be made by one of the Members to undertake the action, 2) another member must second the motion, 3) the Chairperson or other individual facilitating the meeting shall entertain discussion on the motion, and 4) a vote shall be taken and the motion shall be adopted by a majority of those casting votes, unless a greater margin of votes is otherwise required by these bylaws or State law.

Section 2 Additional Procedures No other provisions of Robert's Rules shall be required, however, the participants of any Commission or Committee. Meetings may by majority vote as described in Section 1 above, vote to have their specific meeting be governed by any or all additional procedures contained in Robert's Rules of Parliamentary Procedure.

ARTICLE IX

DISCRIMINATION PROHIBITED

Section 1 Discrimination Prohibited The Association shall ensure that no person shall, on the ground of race, religion, color, sex, sexual orientation, or national origin, be subject to discrimination by or be excluded from participation in the Commission. This requirement shall apply to, but not be limited to, the following: employment; layoff or termination; selection for training, including apprenticeship; selection of Directors, including officers; or sale of rental of residential property. The Commission shall abide by Federal, State and Local laws and regulations that prohibit such discrimination.

ARTICLE X

NON-PARTISAN STATUS

Section Candidates for Public Office The Commission shall neither endorse nor support any candidate of slate of candidates for public office.