

SAN MIGUEL AUTHORITY FOR REGIONAL TRANSPORTATION

BYLAWS

ARTICLE I NAME

The San Miguel Authority for Regional Transportation (the “Authority”) was established in November 2016 for the purposes set forth in the Colorado Regional Transportation Authority Law, Title 43, Article 4, Part 6, Colorado Revised Statutes (the “Act”) and the San Miguel Authority for Regional Transportation Intergovernmental Agreement (the “IGA”), which established the Authority between the member governing bodies (“Members”) of the Town of Telluride, Colorado, Town of Mountain Village, Colorado, and San Miguel County, Colorado.

ARTICLE II SUPREMACY OF ESTABLISHING DOCUMENTS

The Authority shall be operated according to the provisions of the Act, 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 IGA. In the event of a conflict between these Bylaws and the IGA or applicable statutes, the statutes, followed by the IGA, shall govern. Any undefined terms used herein shall have the meanings set forth in the IGA.

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 IGA and shall become effective upon adoption by resolution of the Board of Directors according to Section 3.09 of the IGA.

ARTICLE V BOARD OF DIRECTORS

Section 5.01 Establishment of Powers. The Authority shall be governed by a Board of Directors (the “Board”) as described in Article III of the IGA and Title 43, Article 4, Section 604, 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 IGA, the Act and applicable statutes,

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 IGA, each Member shall identify in writing its Directors and Alternate. The Directors and Alternate shall hold office until removed by his or her appointing Member, or until she or he no longer holds elective office in the appointing jurisdiction, or until she or 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) A Director shall disqualify himself or herself from voting on any issue with which he or she has a potential conflict of interest. For purpose of this section, a “potential conflict of interest” exists where a Director owns or controls, directly or indirectly, a substantial interest in any non-governmental entity participant in a pecuniary transition with the Authority. Any potential conflict of interest shall be made a matter of record in the minutes of the meeting of the Board at the time the transaction becomes a topic of Board action.
- (b) A Director with such potential conflict of interest as defined above shall recuse himself or herself from the discussion and vote pertaining to such matter; however, the Board may ask and the Director may answer pertinent questions of fact necessary to determine whether such conflict of interest exists.

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

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

Section 5.05 Procedure for Resolution. The procedure for resolution of issues on which a majority or two-thirds majority cannot be obtained in accordance with Section 3.09 of the IGA shall be as follows:

- (a) Annual Budget. The Board will adhere to the special rules in Section 3.10 of the IGA, 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 IGA by the end of the immediately preceding fiscal year of the Authority or any earlier date required by State law, until an annual budget is 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, §20(2)(f) and (g) of the Colorado Constitution."

Section 5.06 Delegation of Powers. Pursuant to Section 3.01 of the IGA, the Board hereby delegates the following powers of the Board:

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

Section 5.07 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 Administrator 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 IGA;
- (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 per year and approve such audit;
- (f) Supervise all activities designed to acquaint constituents of the Members of the Authority with the aims, needs and functions of the Authority;
- (g) Conduct annual review and evaluation of the performance of the Officers of the Authority;
- (h) Appoint and maintain an Administrative Advisory Committee in accordance with Article IV of the IGA. 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 Sections 3.14, 5.01 and 5.02 of the IGA;
- (j) Collect tax described in Section 7.01 of the IGA and impose the property tax mill levy in accordance with C.R.S. 39-5-128(1);

- (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 Administrator does so appropriately; and
- (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 IGA. Such specific powers shall not be considered as a limitation upon any power necessary or appropriate to carry out the purpose and intent of these Bylaws.

ARTICLE VI MEETINGS OF THE BOARD

Section 6.01 Regular Meetings. The Board of Directors shall meet at least six (6) 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.

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;
and
- (g) Any other matter which the Board desires to be discussed at a public hearing.

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

Section 6.04 Place of Meetings and Public Hearings. 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 outside of 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 and Alternate Directors shall receive notice at least 48 hours prior to the meeting by U.S. Mail, courier service, fax or electronic mail. The agenda and any needed backup material shall be delivered to the work or home address of each Director and Alternate Director by U.S. Mail, courier service, fax or electronic mail at least 48 hours prior to the meeting.
 - (2) The Clerk of each Member shall receive notice of the meeting and the agenda and backup materials at least 48 hours prior to the Board meeting by U.S. Mail, courier service, fax or electronic mail. The Clerk of each Member shall post the agenda in the public place designated by the Member for posting public notices. Failure of a Member to post such agenda shall not invalidate any action of the Board, provided that notice, the agenda and backup materials were provided to the Clerk of that jurisdiction. Delivery of notice, the agenda and backup materials to the Clerk of each Member shall be considered sufficient notice of the meeting for each Member and the public.
 - (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 and Alternate Directors shall receive notice of a special meeting at least 48 hours prior to each meeting by U.S. Mail, courier service, fax or electronic mail. If a written agenda exists, the agenda shall be delivered to the work or home address of each Director and Alternate Directors at the address appearing on the books of the Authority.
 - (2) The Clerk of each Member shall receive an agenda prior to the special meeting by U.S. Mail, courier service, fax or electronic mail. If time permits, this agenda shall be posted in the public place designated for posting notices by each Member. Failure of a Member to post such agenda shall not invalidate any action of the Board, if the Clerk of that jurisdiction received the notice prior to the special meeting.
 - (3) Any notice delivered to the Clerk of each Member 48 hours prior to the special meeting shall be considered sufficient notice of the meeting for each Member and the public. The Administrator shall use his or her best efforts to ensure that all Members receive notice of any special meetings.

(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.

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

- (1) Directors shall receive an agenda at least three (3) days prior to each public hearing by U.S. Mail, courier service, fax or electronic mail. The agenda shall be delivered to the work or home address of each Director by U.S. 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 U.S. Mail, courier service, fax or electronic mail. This agenda shall be posted in the public place designated for public notices by each Member, or other place required by the law governing the public hearing process for the particular matter and considered sufficient notice of the hearing for each Member and the public.
- (3) In addition, notice of public 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 public hearing, unless otherwise provided by law.

Section 6.06 Waiver of Notice. A Director may in writing waive notice to him or her of any special meeting of the Board, either before, at, or after the meeting; and such 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 or 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, at least a simple majority 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 a simple majority of Directors present and eligible to vote shall be an act of the Board, unless an act of a greater number is required by the IGA or applicable law.

Section 6.08 Minutes.

- (a) Open Meetings. Minutes of each meeting of the Board ("Minutes") 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 office of the Authority. One copy of the Minutes shall be sent to each Director with the board packet prior to the next regular Board meeting.

- (b) Board Committee Meetings are Open Meetings. Each committee established by the Board shall conduct its meetings in open and in public pursuant to State law. 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 Board at a regular or special meeting called for that purpose.
- (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; and
 - (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), C.R.S. or that are subject to the governmental or deliberative process privilege shall occur in a public meeting unless an executive session is otherwise allowed.
- (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 the Authority for a minimum of ninety (90) days, or as required by law.

- (c) No Formal Board Action. 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.
- (d) Provisions Automatically Updated. If any provision of Section 24-6-402 or Section 24-72-202, C.R.S. is amended as applied to local public bodies, this Article VI is deemed to have changed to reflect current State law.

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. When the Chair is not present, the Vice Chair shall have such authority. 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.

Section 6.11 Telephone Attendance. Directors may attend and vote by telephone at regular or special meetings of the Board.

ARTICLE VII OFFICERS

Section 7.01 Identification. As provided in the IGA, the Board shall elect a Chair, a Vice Chair, a Secretary and a Treasurer. Each Officer shall have the powers and duties and meet the requirements of Section 3.14 of the IGA.

Section 7.02 Election. Each year, the Board shall elect Officers at the first regular meeting of the Board of the calendar year.

Section 7.03 Term. With the exception of the Administrator and the 2016 calendar year, each Officer shall serve a one (1) year term commencing upon election by the Board. Each Officer shall serve until the end of his or her term or until his or her successor is elected or she or he is lawfully removed pursuant to State law, these bylaws or the IGA. No Director may serve as Chair for more than two consecutive one-year terms. No Director may serve as Vice-Chair for more than two consecutive one-year terms. The Secretary and Treasurer may serve unlimited terms.

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. Such removal shall not affect such Officer's continued role as a Director.

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 IGA, 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.
- (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 IGA and laws of the State applying to the deposit and investment of funds of regional 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.

ARTICLE VIII ADVISORY COMMITTEES

Section 8.01 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.

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 do any of the following:

- (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 Authority;
- (c) amend the IGA;
- (d) adopt a plan of merger or consolidation with another entity;
- (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 Authority 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 Administrator 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 Administrative Advisory Committee. The Board shall appoint and maintain a standing Administrative Advisory Committee to advise the Board with respect to the annual budget, operations and long range planning. The members of the Administrative Advisory Committee shall not be Directors, Alternate Directors or Officers of the Authority. The Administrative 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 chair or a simple majority of the committee members upon oral notice 24 hours 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.

Section 8.05 Open Committee Meetings. If a committee has less than three (3) 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 (3) Directors in attendance.

Section 8.06 Telephone Attendance. If a Committee Meeting is scheduled to occur by telephone conference, the location of such meeting will be the office of the Administrator or other place designated by the committee chair. 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 PERSONNEL

Section 9.01 Personnel. The Board shall have the authority to hire personnel including, but not limited to, an Administrator and/or Finance Manager, as at-will employees of the Authority and in accordance with Section 5.01 of the IGA.

Section 9.02 Administrator. The Administrator 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 addition to the powers, the authority and duties of the Administrator shall be:

- (a) Hire and supervise staff for the Authority based on approved budget allocations for such positions;
- (b) 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;
- (c) Dispose of assets of the Authority, provided, however that the assets are no longer useful to the Authority and have a nominal market value; and
- (d) Sign contracts or agreements specifically approved by the Board.

ARTICLE X INDEMNIFICATION

Section 10.01 Directors, Officers, Committee Members 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 him or her in connection with the defense of any litigation, action, suit or proceeding, civil or administrative, to which he or she 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 he or she acted in good faith within the scope of his or her authority for a purpose he or she reasonably 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 he or she has been adjudged liable to the Authority for wanton and willful misconduct in the performance of his or her duties.

The Colorado Governmental Immunity Act, amended from time to time, is incorporated by reference into these Bylaws.

Section 10.02 Prior Authorization Required. Any indemnification under Section 9.01 herein (unless ordered by a court of record) shall be made by the Authority only if authorized by the Board by a majority vote.

ARTICLE XI GENERAL PROVISIONS

Section 11.01 Fiscal Year. The fiscal year of the Authority shall begin on the first day of January and end on the 31st day of December of each year.

Section 11.02 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 Administrator and shall not be removed from the Authority nor shall any information contained therein be released without proper authorization.

Section 11.03 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.

Section 11.04 Voting. Votes on routine matters shall be by oral 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 11.05 Annual Report. The Board shall publish an annual report setting forth in sufficient scope and detail the more important acts concerning the business and services of the Authority.

Section 11.06 Changes to IGA Automatically Incorporated. Any change to the IGA that addresses matters within these Bylaws shall be deemed to control and be incorporated into these Bylaws.

These Bylaws were passed and adopted by the Board of Directors of the Authority at a duly called meeting held on November 15, 2016.