

NONATTAINMENT AREA AIR POLLUTION MITIGATION ENTERPRISE BYLAWS

Article I. Board of the Nonattainment Area Air Pollution Mitigation Enterprise

A. Enterprise Board. All of the powers of the Enterprise, as described in Section 43-4-1303, *et seq.*, C.R.S., and as otherwise provided by law, shall be vested in the Board of the Enterprise (“Enterprise Board”). The Enterprise Board shall manage the business and affairs of the Enterprise. The Enterprise shall consist of the members as determined pursuant to Section 43-4-1303(2)(a), C.R.S. (each shall be a “Member” and collectively, the “Members”). Members of the Enterprise Board shall have the ability to vote.

B. Composition and Qualifications.

1. The governing board of the enterprise consists of up to seven (7) Members, appointed as follows: Five (5) Members appointed by the Governor with the consent of the Senate, as follows:
 - a. One Member with expertise on environmental, environmental justice, or public health issues.
 - b. One Member who is an elected official of a disproportionately affected community that is a member of the Denver Regional Council of Governments.
 - c. One Member who is an elected official of a local government that is a member of the North Front Range Metropolitan Planning Organization.
 - d. Up to two (2) Members who are representatives of disproportionately impacted communities.
2. The two (2) Members not appointed by the Governor are:
 - a. The Executive Director of the Department of Transportation or the Executive Director’s designee.
 - b. The Executive Director of the Department of Public Health and Environment or the Executive Director’s designee.

- C. Performance of Duties. By acceptance of the office, each Member of the Enterprise Board shall be deemed to have accepted the obligation to perform their duties in good faith and in a manner they believe to be in the best interests of the Enterprise.
- D. Reimbursement. The Enterprise Board may provide for reimbursement of the Members 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 Enterprise Board shall make financial disclosures and avoid conflicts of interest, as provided by law and any policies adopted by the Enterprise.
- F. Term of Office. Appointed Members of the Board serve at the pleasure of the Governor. Other Board Members serve for as long as they hold their Executive Director positions or are designated to serve by an Executive Director.
- G. Vacancies. Members appointed to fill a vacancy will serve the remainder of the unexpired term of the former member.
- H. Removal. Any Enterprise Board member who fails to attend three (3) consecutive Enterprise Board meetings without being excused may be subject to recommendation to the Governor for removal from the Enterprise Board.

Article II. Meetings of the Board.

- A. Place of Meetings. The regular or special meetings of the Enterprise Board or any committee designated by the Enterprise Board shall be held at the principal office of the Enterprise or at any place that a majority of the Enterprise Board, or any such committee, designates.
- B. Regular Meetings. The Nonattainment Area Air Pollution Mitigation Enterprise shall hold regular meetings at such dates, times, and locations, including virtual meetings, as the Enterprise Board shall determine, but no less than four (4) times per calendar year. Members of the Enterprise Board are expected to attend all regular Enterprise Board meetings unless excused in advance.

Any Enterprise Board Member may participate in any regular or special meeting through telephonic and virtual participation, provided that all directors participating are able to hear each other during the meeting.

- The Chair of the Enterprise Board (“Chair”) may postpone or advance the time and date of any regular meeting for a period not to exceed one week. The Enterprise 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 Chair or by a majority of the Members of the Enterprise Board with three (3) days advance notice by mail, electronic mail, or telephone. In an emergency, 24 hours of notice by telephone or electronic mail is sufficient, unless otherwise provided by law.
- D. Notice of Meetings. A notice of the time, date, and location of a meeting will be sent to each Enterprise Board Member by the Program Manager for regular meetings at least two (2) weeks in advance. A public notice of the meeting shall also be posted to the Nonattainment Area Air Pollution Mitigation Enterprise website at least two (2) weeks in advance of the meeting.
- E. Quorum. A quorum of the Nonattainment Area Air Pollution Mitigation Enterprise Board shall be a majority of the voting Enterprise Board Members. If a quorum of the Enterprise Board is present, a simple majority vote of Members present shall be required to carry any motion, order, regulation, bylaw, or other action. All formal action of the Enterprise Board shall be by resolution adopted at a duly called meeting of the Enterprise Board and no individual Member shall exercise any individual administrative authority with respect to the Enterprise.
- F. Voting. Each Member of the Enterprise Board shall be entitled to one vote. The Enterprise 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 Enterprise Board or at the discretion of the Chair. Any Member of the Enterprise Board shall be disqualified from voting on any issue with respect to which they have a private interest, unless such Member has disclosed such interest in compliance with Section 24-18-110, C.R.S.
- G. Conduct of Meetings. All meetings of the Enterprise Board shall be conducted under Robert’s Rules of Order unless specifically provided otherwise by the Enterprise Board or these Bylaws. When action is to be taken at a meeting, a motion shall be made by one of the Members to undertake the action; another Member must second the motion. The Chair or other individual facilitating the meeting shall entertain discussion on the motion, and a vote shall be taken. 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. The Members may vote to govern their proceedings by additional procedures contained in Robert's Rules of Order if they so desire.

- H. Committees. The Enterprise Board may, by a motion or resolution adopted by a majority of the Members of the Enterprise Board, designate not less than two (2) of its Members to constitute one or more 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 Enterprise Board is made as herein provided, all references to the Enterprise Board contained in these Bylaws, the Articles of Organization, Section 43-4-1203, *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.
- I. Advisory Groups. The Enterprise Board may establish ad hoc advisory groups as needed for specific projects.

Article III. Open Meetings and Open Records

- A. Open Meetings. All meetings of the Enterprise Board shall be open to the public and shall be preceded by adequate public notice as required by law. Public notice of the Enterprise Board agenda shall be made prior to Enterprise Board meetings.
- B. Open Records. The records of the Enterprise Board shall be public records and shall be open for public inspection, as provided by law for public records. Enterprise Board meetings shall be recorded by electronic recording device. Minutes shall be made of all Enterprise Board meetings and shall be approved by the Enterprise Board. After approval by the Enterprise Board, minutes shall be made a part of the Enterprise Board records.

Article IV. Officers and Staff

- A. General. The Chair and Vice-Chair shall be the officers of the Enterprise Board. The Enterprise Board shall appoint a Secretary who shall not be a Member of the Enterprise Board. The Chair and Vice-Chair shall be elected by the Enterprise Board at its meeting in January 2022 and shall serve two (2) year terms in office or until a successor is elected by a vote of the Members of the Enterprise Board. Thereafter, the Enterprise Board shall elect a Chair and Vice-Chair in January in even-numbered years. 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.

- B. 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 Enterprise Board not inconsistent with these Bylaws.
1. Chair. The Chair shall preside at all meetings of the Enterprise Board. The Chair shall be a Member of the Enterprise Board. The Chair shall serve as the principal spokesperson for the Enterprise Board, and shall aid the Enterprise Program Manager and/or Secretary in coordination of meetings and agendas, and perform all duties incident to the office.
 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 be a Member of the Enterprise Board. The Vice-Chair shall also perform such other duties as may be prescribed by the Enterprise Board from time to time.
 3. Secretary. The Secretary, a member of the Colorado Department of Transportation (“CDOT”) staff, shall keep the records of the Enterprise Board. The Secretary shall perform all of the other administrative duties usually pertaining to this office, including taking the minutes of Enterprise Board meetings, and coordinating all communications, announcements, etc. The Secretary shall work with the Chair to coordinate Enterprise Board meeting details, including securing a location, posting the agenda, board packets, and notification of meetings. The Secretary’s term of office shall be at the will of the Enterprise Board.
 4. Program Administrator. The Program Administrator is a senior member of the CDOT staff assigned to provide strategic management and support for the Enterprise Board. The Program Administrator shall serve as a point of contact for the Enterprise and the Enterprise Board. The Program Administrator may suggest policies, procedures, and agenda items for the Board’s consideration and shall see that all policies, directions and orders of the Board are carried out. The Program Administrator shall have such other authority, powers, or duties as may be prescribed by the Board.
 5. Other Officers. The Enterprise Board may appoint other officers as it deems necessary and appropriate.

- C. Delegation of Duties. Whenever an officer is absent for any reason, the Enterprise Board may delegate the powers and duties of an officer to any other officer or to any Member of the Enterprise Board.
- D. No Contract Right. Service on the Enterprise Board shall not of itself create contract rights in the office.

Article V. 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).
- B. Budget. The Enterprise Board shall set and adopt annual estimates of revenues and other available funds for the operating fund and for the special revenue fund, respectively. These estimates shall be adopted not later than June of each year for the following fiscal year. If circumstances change, the Enterprise Board may, at a regular or special Board meeting, modify the estimates to ensure expenditures do not exceed available funds or to allow for additional appropriate expenditures if additional funds are available.

Article VI. Amendments

- A. General. The Enterprise Board may amend, supplement, or repeal these Bylaws or adopt new bylaws; all such changes shall affect and be binding upon the Enterprise Board. Any amendments, supplement, or repeal of these Bylaws, or adoption of new bylaws, shall require a majority vote of all Members.
- 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 special meetings pursuant to Article III, Section C of these Bylaws.
- C. Vote Necessary. Any adoption of new bylaws, or amendment, supplement, or repeal of these Bylaws, shall require approval by a majority of the Enterprise Board at any regular meeting at which the amendment, supplement, repeal, or adoption is considered.

Article VII. Miscellaneous Provisions

- A. Invalid Provision. The invalidity or unenforceability 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 Section 43-4-1203, *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 plural the singular, and one gender shall include the other.
- D. Contracts and Amendments. The Enterprise Board shall set budgets for its operations and shall have authority to approve and enter into contracts and amend existing contracts so long as the total projected expenditures for either the operating fund or the special revenue fund do not exceed the estimate of available funds approved for the fiscal year by the Board.