

Divide Planning Committee Bylaws

INPROCESS CHANGES 5 Mar 2014
ADDED CHANGES FROM 12 MARCH 2014

Proposed Bylaws for the Divide Planning Committee

Article. I **Name**

Section 1: This group will be known as the Divide Planning Committee.

Section 2. Change of Name. The name may be changed by a majority vote of the Committee Members.

Article II **Purpose**

Section 1:

~~We, as a group of dedicated citizens known as the~~ The Divide Planning Committee will work together toward the goal of responsibly managed growth in our region.

~~In pursuit of our goal, we~~ The Divide Planning Committee will ~~review and improve~~ support the ~~existing Growth Management~~ Divide Regional Plan and make informed recommendations consistent with the Teller County Growth Management Plan ~~and, the Teller County Land Use Regulations and~~ regulatory maps to the ~~Teller County Planning Department, the~~ Teller County Planning Commission, Teller County Board of County Commissioners and other interested and affected entities and parties regarding development issues in the Divide Region.

NEW SUGGESTION: The Divide Planning Committee will perform duties of a Review Agency for the Divide Region pertaining to applications referred to the Teller County Planning Department for presentation to the Teller County Planning Commission.

Article III **Membership**

Section 1: Anti-discrimination clause: Volunteers wishing to serve on the Divide Planning Committee will be treated with respect and consideration and without regard to race, religion, color, sex or sexual orientation, age, national origin, political affiliation or disability.

Section 2: Qualifications: This Committee will consist of ~~nominated~~ volunteer members made up of active, interested people who currently live or own property in, or whose place of work or business is within the boundaries of the Divide Region as indicated in the ~~1998 Divide Regional Plan~~ current Teller County Land Use Regulations, Appendix B – Maps (specifically the Divide Region Growth and Conservation Map).

Section 3. Board Number, Make-up and Tenure. There shall be not less than nine nor more than eleven

Committee members, the exact number to be determined by the actual membership at each annual Community meeting.

A. Committee members will represent the interests of the community and be chosen from the following categories:

- a) 2 - Development Community (Developers, Realtors, home builders)
- b) 2 - Business Community (non—development related)
- c) 2 - Homeowners Associations
- d) 1 - Ranching Community
- e) 2 - At-Large (community members not related to development community)
- f) 2 – At-Large community members not related to Homeowners Associations

SUGGESTION – IMPROVE CATEGORY DEFINITIONS, ABOVE TO BE LESS AMBIGUOUS

TO-DO NEED DECISION ON IF RECORDING SECRETARY IS VOTING MEMBER

TO-DO NEED TO ADDRESS THE SUBJECT OF ALTERNATES, CONCERN MIGHT BE WHICH CATEGORY AN ALTERNATE REPRESENTS

A non-voting Advisory Board may be made up of county staff and other consultants and authorities as deemed appropriate by the Committee.

B. At the first meeting of the full Committee following the adoption of these bylaws, the Committee shall provide by lot, for no less than two, preferably three, separate classes of members.

- The first class shall serve a term of one (1) year.
- The second shall serve a term of two (2) years.
- The third shall serve a term of three (3) years.

Thereafter, members of the committee will be elected to three-year (3) terms. The terms of all committee members shall expire at the close of the annual meeting at which their successors are selected. In the event of a vacancy, the remaining Committee members shall elect, by a majority vote, a nominee to fill the vacancy for the remainder of the unexpired term or a full term, as the case may be. The replacement shall be made in the same category as the vacancy was in. There shall be a limit of two (2) consecutive terms a Committee member may serve.

CONCERN – WILL TERM LIMITS INTERFERE WITH THE ABILITY TO POPULATE THE COMMITTEE? WILL THERE BE ENOUGH INTERESTED VOLUNTEERS?

SHOULD THE FOLLOWING SECTIN BE REMOVED?

Section 43: ~~Initial Committee Nominations~~: The initial Committee shall be comprised of a membership of ~~nominees approved~~those elected at a ~~General Community~~ Meeting of the Divide Community (April 4, 2006). ~~Future nominations will be approved by a super-majority (3/4) of the current Committee.~~ Notice of up-coming ~~board~~Committee vacancies will be posted in the local press and Committee web-site inviting interested, qualified citizens (as defined in Section 2) to submit a letter of interest within twenty-one (21) days of posted notice. If there is no interest forthcoming from such an appeal, nominations may come from the seated Committee.

~~Section 4. Board Number, Make-up and Tenure There shall be not less than seven nor more than eleven Committee members, the exact number to be determined by the actual membership at each annual meeting, but no reduction in the number of the directors shall serve to remove a director before the~~

~~expiration of that director's term.~~

~~Committee members will represent the interests of the community and be chosen from the following categories:~~

- ~~g) 2--Development Community (Developers, Realtors, home builders)~~
- ~~h) 2--Business Community (non—development related)~~
- ~~i) 2--Homeowners Associations~~
- ~~j) 1--Ranching Community~~
- ~~k) 2--At-Large (community members not related to development community)~~

~~A non-voting Advisory Board may be made up of county staff and other consultants and authorities as deemed appropriate by the Committee.~~

~~At the first meeting of the full Committee following the adoption of these bylaws, the Committee shall provide by lot, for no less than two, preferably three, separate classes of members:~~

- ~~• The first class shall serve a term of one (1) year,~~
- ~~• The second shall serve a term of two (2) years,~~
- ~~• The third shall serve a term of three (3) years.~~

~~Thereafter, members of the committee will be elected to three-year (3) terms. The terms of all committee members shall expire at the close of the annual meeting at which their successors are selected. In the event of a vacancy, either by resignation or completion of the term, the remaining Committee members shall elect, by a majority vote, a nominee to fill the vacancy for the remainder of the unexpired term or a full term, as the case may be. The replacement shall be made in the same category as the vacancy was in. There shall be a limit of two (2) consecutive terms a Committee member may serve.~~

Section 5 Vacancies. Once a standing Committee has been established, vacancies and expired terms shall be filled by the following methodology:

A. Board vacancies will be posted by every no-cost manner possible: newspaper, website, email, etc.

B. Interested citizens shall submit a Letter of Intent to the Chair within twenty-one days of the posted notice.

C. If only one (1) Letter of Intent is received, and the individual meets the qualifications of Article III Sections 2 and 3, they will become a member of the Divide Planning Committee.

D. If more than one (1) Letter of Intent is received, the Divide Planning Committee will then vote to determine the new Committee Member. An individual must receive a majority vote to join the Divide Planning Committee, no plurality votes will be accepted.

Section 5. Vacancies, Removals

(a) Any committee member may resign at any time by giving written notice to the Chair ~~or to the Secretary~~ of the Committee. Such resignation shall take effect at the time specified therein, and unless

otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy through resignation ~~may will~~ be filled by the ~~affirmative vote of the majority of the remaining committee members though less than a quorum~~ process outlined in Article III Section 4. A committee member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office within the category of the resigning committee member.

SUGGESTION – MOVE CONTENT REGARDING FILLING TERM OF PREDECESSOR TO THE PREVIOUS SECTION (VACANCIES)

~~(b) Any position to be filled by reason of an increase in the number of members shall be filled by the affirmative vote of a majority of the committee members then in office, and a committee member so chosen shall hold office for the terms specified in Article III, Section 3 of these Bylaws.~~

~~(c) The committee members may remove another committee member whenever in the judgment of the Committee the removal would serve the best interest of the Committee. Any committee member who fails to attend two (2) regular meetings within a fiscal year without good cause may be subject to removal. Any vote to remove a member must be carried by an affirmative vote of a majority (50%+1) of the membership.~~

(b) The committee members may remove another committee member whenever in the judgment of the Committee, the removal would serve the best interest of the Committee. Any committee member who fails to attend two (2) regular meetings within a fiscal year without good cause may be subject to removal. Any vote to remove a member must be carried by an affirmative vote of a majority (50%+1) of the membership.

SUGGESTION – MOVE SECTION 6 TO THE MEETINGS ARTICLE

Section 6. Quorum. A majority (50%+1) of the voting committee members shall constitute a quorum for the transaction of business at any meeting of the Committee, and the vote of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the Committee. If less than a quorum is present at a meeting, a majority of the committee members present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. Committee members may vote in person, by written proxy, telephone vote or email.

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QUESTIONABLE

Section 7. In the event that the Divide Planning Committee needs to be reconstituted, the reconstitution will take place during a Community Meeting.

Article IV Officers and Sub-Committees

~~Section 1. Officers and Committees. By one or more resolutions adopted by a majority of the committee members then in office, the committee may designate from among its members an executive committee and among the general membership, one or more committees, each of which, to the extent~~

~~provided in the resolution establishing such committee, shall have and may exercise all the authority of the Divide Planning Committee, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the Divide Planning Committee or any committee member from any responsibility imposed by law. The Divide Planning Committee shall establish rules governing procedures for the meetings of any committee doing work on behalf of the larger group.~~

Section 12, Officers: Officers will be elected by the membership for the following positions:

QUESTION – WHAT DURATION SHOULD OFFICERS SERVE? BOCC AND TCPC ELECT OFFICERS AT THE FIRST REGULAR MEETING OF THE CURRENT YEAR TO SERVER FOR THE CALENDAR YEAR.

1. Chair / Community Contact
2. Vice Chair/ Sub-Committee Coordinator
3. Recording Secretary *Consider non-member for this position*

Section 23, Officers' Duties:

1. Chair/ Community Contact:
 - This person shall prepare the agenda for and preside over all meetings of the group
 - ~~Community~~ Contact responsibilities will include but not be limited to: liaison to Teller County Planning Department and public entities such as newspapers and other parties interested in the workings of ~~this group~~the Divide Planning Committee and dissemination of information approved by the Committee to the public
 - This person shall present the work of this group to the Teller County Planning Commission and the Teller County Board of County Commissioners
 - This person may delegate these responsibilities as required
2. Vice Chair/Sub Committee Coordinator:
 - In the absence of the Chairperson, this person shall assume the duties of the Chairperson.
 - As Sub-Committee Coordinator this person will work with ~~the heads of~~ individual sub-committees by keeping track of the progress of these groups and reporting their needs to the rest of the Committee.
 - The Vice Chairperson shall perform other duties as directed and or necessitated by the work of the ~~group~~Divide Planning Committee.
3. Recording Secretary
 - The Recording Secretary shall keep detailed minutes of each meeting and shall publish the minutes prior to the next regular meeting
 - The Recording Secretary shall be responsible for all official correspondence for the group and shall maintain a file of all correspondence
 - The Recording Secretary shall maintain a current list of all members, their phone numbers, addresses and their sub-committee responsibilities and status
 - ~~The Recording Secretary will keep all members informed of changes.~~

Section 3 Sub-Committees: The Committee may form sub-committees as necessary which will be directed by the Vice-Chair.

Section 4 Compensation: Members shall serve without compensation.

Article IV

Meetings

Section 1. ~~Regular Annual~~ Meetings: The ~~regular annual meeting of the~~ Divide Planning Committee shall ~~be held without other prior notice than by law in the month of April~~ conduct a Community Meeting at a location (to be determined) in Divide, Colorado. The business of the annual meeting of the Committee shall be to: report to the community the activities of the Committee during the past year and to appoint/elect members, ~~Other regular meetings will be held (weekly, monthly???) at a location (to be determined) in Divide Colorado.~~

Section 2. ~~RegularSpecial~~ Meetings. ~~RegularSpecial~~ meetings of the Committee may be called by or at the request of the Chair or any two committee members. The person or persons authorized to call ~~special~~ meetings of the Committee may fix any place within Teller County as the place for holding any ~~special~~ meeting of the Committee called by them. Staff of the Teller County Planning Department may request special meetings of the Chair of the Committee on behalf of their department or other interested entities and parties. Meetings of the Divide Planning Committee shall be conducted in accordance with guidance of abbreviated Roberts Rules of Order.

Section 3. (NEW SECTION) The Committee will hold periodic (quarterly) meetings in an attempt to be pro-active. When there are not applications current these meetings can be used for educational purposes relating to Teller County planning topics.

Section 3. Notice of Meetings. ~~Individual committee members may waive notice of any special meeting in writing.~~ Each notice of meeting(s) shall contain a proposed agenda for the meeting, prepared by the Chair. Every no-cost effort will be made to inform the community of scheduled meetings; this could include newspapers, website, email, etc.

Section 4. Conflict of Interest. Committee members are expected to announce any conflict, or appearance of a conflict of interest to fellow members. There is a conflict when a member has a personal, private or financial interest in the matter before the Committee.

Article V

Amendments

Section 1: These bylaws may be amended by a super majority vote of three fourths (3/4).

Section 2: Amendments to these bylaws must be proposed in written form. Proposed amendments must be provided to all members prior to the meeting at which they are introduced and/or voted upon.

Section 3: These bylaws may not be suspended except by a super majority vote of three fourths (3/4) of the seated Committee.

Article VI

Indemnification

Section 1. Indemnification The Committee shall indemnify and hold harmless any member, officer, or employee of the Committee against expenses actually and reasonably incurred by him/her in

connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a member, officer or employee, except in relation to matters as to which he/she is adjudged in such action, suit, or proceeding to be liable for willful or wanton misconduct in the performance of his/her duty ~~to the corporation as in accordance with the Colorado Nonprofit Corporation Act.~~

Article VII Enactment

Section I: These bylaws and any amendments shall become effective when approved by a super majority three fourths (3/4) vote of the active members of this group.

Article VIII

Application Review Process

New article that describes the process used to perform the Review Agency task. Suggested content (subject to review):

1. Teller County Planning Department notifies the Divide Planning Committee contact person there is an application to be reviewed.
2. Divide Planning Committee contact person obtains a copy of the application.
3. The Committee chair schedules a meeting and issues a meeting notice providing the application to the Committee members and interested community individuals. The Divide Planning website will be the primary mechanism used to disseminate information.
4. Committee members are expected to familiarize themselves with the application prior to the meeting.
5. At the meeting, or meetings if more than one meeting is necessary, the Committee will discuss the application and prepare a written response/responses to the Planning Department.

CERTIFICATION

~~We~~ I HEREBY CERTIFY that the foregoing is a true copy of the Bylaws of The Divide Planning Committee which were duly adopted by the directors of the committee at a regular meeting held on the **4th day of April, 2006**, at which a quorum was present and a majority voted in favor of the adoption of the updated Bylaws.

~~Chairman (Name)~~

Members of the Divide Planning Committee

~~Secretary (Name)~~