

**RESTATED BY-LAWS
OF
PUEBLO AREA COUNCIL OF GOVERNMENTS
(Including all amendments adopted through March 24, 2011)**

ARTICLE I
NAME

The name of this organization shall be the PUEBLO AREA COUNCIL OF GOVERNMENTS.

ARTICLE II
PURPOSES

The Pueblo Area Council of Governments is an intergovernmental agency and independent legal entity whose purpose is to foster a cooperative effort in considering problems, coordinating policies, developing plans and assisting, advising and supervising the operation of cooperative projects approved by the local governmental bodies. This organization may:

- A. Serve as a mutual forum for identification, discussion, and voluntary resolution of community and regional needs and problems;
- B. Administer such programs as the PACOG shall by resolution undertake in furtherance of public purposes;
- C. Provide for the study and planning of regional improvement development and conservation and provide a means for carrying out the result of said studies and planning;
- D. Provide a mechanism and organization to obtain public and private input, discuss, study, plan, develop policy and administer programs concerning health, welfare, education, environment, housing, economic development, resources and manpower in the Pueblo Area;
- E. Provide a mechanism for fostering effective communication, cooperative efforts and collective action among governmental and other agencies in the Pueblo Area;
- F. Act as the applicant and supervising body for federal and state funded programs where authorized to do so under federal and state laws and regulations;
- G. Engage in all functions authorized and permitted by PACOG's organization ordinance; and
- H. Establish a mechanism to encourage local governments to cooperate in providing services to the public in order to gain the maximum benefit from taxpayers' dollars.

ARTICLE III
MEMBERSHIP

A. Membership. The membership of PACOG shall consist of the cooperating and participating governmental subdivisions, within Pueblo County, Colorado, each of which shall designate, from the membership of their respective elected boards and councils, voting representatives as herein provided.

B. Governing Body. The governing body of PACOG shall consist of fifteen (15) voting representatives (the "Council"), each having one vote, designated by and from the membership of the respective elected boards and councils of the cooperating and participating governmental subdivisions within Pueblo County, Colorado, as hereinafter set forth. Each such governmental subdivision shall be entitled to at least one voting representative. Voting representatives are designated as follows:

1. Three (3) voting representatives shall be designated by and from the Board of County Commissioners of the County of Pueblo, State of Colorado; and

2. Seven (7) voting representatives shall be designated by and from the City Council of the City of Pueblo, Colorado; and

3. One (1) voting representative shall be designated by and from the Board of Water Works of the City of Pueblo, Colorado; and

4. One (1) voting representative shall be designated by and from the Board of School District No. 60, in Pueblo County, Colorado; and

5. One (1) voting representative shall be designated by and from the Board of School District No. 70, in Pueblo County, Colorado; and

6. One (1) voting representative shall be designated by and from the Board of Pueblo West Metropolitan District; and

7. One (1) voting representative shall be designated by and from the Board of Colorado City Metropolitan District; and

C. Ex Officio Members. The Colorado Department of Transportation Commissioner for Region 10 and the Chairperson of the 2020 Commission shall be ex officio members of the Council without voting rights.

D. Admission. Any governmental subdivision in Pueblo County, Colorado, desiring to become a member of PACOG may submit written application for membership in PACOG adopted by the governing body of such governmental subdivision and may be accepted as a member of PACOG upon approval by a majority of the voting representatives of the governing body of PACOG, and adoption of PACOG's organizational ordinances by such governmental subdivision. Each governmental subdivision accepted as a member of PACOG shall designate, from the membership of its elected boards, one (1) voting representative on the Council. The Council shall be increased by one (1) for each additional governmental subdivision accepted as a member of PACOG. A governmental subdivision member of PACOG shall contribute so much of the funds required for the annual operation of PACOG as determined by the Council subject to approval by the governing body of such governmental subdivision. (Note: Salt Creek Sanitation District was accepted as a member pursuant to this Subsection and membership was automatically increased to sixteen (16) voting members.)

E. Withdrawal. A governmental subdivision may withdraw as a member of PACOG by written request adopted by the governing body of such governmental subdivision and filed with PACOG.

F. Removal. Any member of PACOG may be removed as a member of PACOG by the affirmative vote of two-thirds of the voting representatives of PACOG.

ARTICLE IV MEETINGS AND PROCEDURE

A. The Council shall meet regularly at least monthly, and additionally as needed, on the 4th Thursday of any month at a time and place to be determined by the chairman. A notice by the most convenient means of communication shall be given to each member of the Council. Special meetings may also be called by the chairman. In the event a special meeting is called, at least five (5) days' written notice will be given to each member of the Council, which notice shall contain sufficient identification of the matters to be considered at such special meeting.

B. Quorum of the Council shall consist of eight or more voting members of the Council.

C. Each voting member shall have one vote. No proxy votes shall be allowed.

D. The Council may adopt rules and regulations not inconsistent with these By-Laws and in the absence of formal rules of order, Robert's Rules of Order shall control.

ARTICLE V
OFFICERS AND ADMINISTRATION

A. Officers. The officers of the Council shall be a chairman, a vice-chairman, a secretary, and treasurer. Officers shall serve as the executive committee of the Council.

B. Election and Term of Office. The officers shall be elected annually. Each officer shall hold office until his successor becomes duly elected and qualified for the office.

C. Vacancies. A vacancy in any office occurring between elections shall be filled by the Executive Committee.

D. Chairman. The chairman shall be the principal officer of the Council and shall have supervision and control of the business and affairs of the Council. He shall preside at meetings of the Council and may, together with the secretary or treasurer, sign any deeds, mortgages, contracts, bonds or other instruments which the Council has authorized and which do not conflict with the statutes of the State of Colorado, the Charter of the City of Pueblo or the laws of the United States.

E. Vice-Chairman. In the absence of the chairman or in the event of the chairman's inability to act, the vice-chairman shall perform the duties of the chairman, and while so acting, shall have the powers and authority of the chairman.

F. Secretary. The secretary shall be responsible for maintaining the minutes of the meetings and, in general, perform all duties incident to the office of secretary and such other duties as the chairman may from time to time assign.

G. Treasurer. The Treasurer and the Budget Committee together shall be responsible for insuring proper accounting for both receipts and expenditures of all funds due and payable by the Council and see that proper disposition is made of same.

H. Budget Committee. The Budget Committee of the Council shall consist of one representative designated by and from the City Council, one representative designated by and from the County Commissioners, and the Treasurer. The Budget Committee may designate a financial officer or employee of the City or the County, or some other qualified person, to keep the books and accounts of the Council and perform ministerial and bookkeeping functions on behalf of the Council. They shall cause the books of the Council to be audited by a certified public accountant and, in general, have proper authority to handle the Council's funds in a careful and prudent manner. The Council, if it chooses, may require the Treasurer or members of the Budget Committee to post a fidelity bond, the cost of same to be borne by the Council.

I. Co-Executive Directors. The City Manager and County Attorney acting jointly shall be the Co-Executive Directors of PACOG and shall perform such acts and functions as shall be delegated to the Co-Executive Directors by PACOG. The Pueblo County Director of Planning and Development shall act as Manager of PACOG under the general supervision of the Co-Executive Directors. The Manager shall perform and be responsible for such official PACOG duties and functions as shall be assigned and delegated to the Manager by the Co-Executive Directors or as expressly delegated by the Council.

J. Compensation. Neither the officers of the Council nor the Co-Executive Directors shall be paid any compensation for their services. An officer or representative of the Council may be reimbursed for travel or any other personal expenditure made on behalf of the Council and approved by same.

ARTICLE VI
COMMITTEES AND COMMISSIONS

A. The following standing advisory commissions, committees and divisions are hereby created:

1. Land Use Planning Committee. The Pueblo County Planning Commission created under Section 30-28-103, C.R.S. and the City of Pueblo Planning and Zoning Commission created by Section 1-4 of the Charter of the City of Pueblo acting jointly shall be the land use planning committee to PACOG (the "Committee"). The Committee shall meet as needed and upon request of either PACOG, the City, or the County. The Committee may undertake such activities, studies and reviews as required by law or as directed and assigned by PACOG, the City or the County.

2. Environmental Policy Advisory Committee. The Environmental Policy Advisory Committee (EPAC) shall act as the advisory committee to PACOG for regional environmental and air and water quality matters. EPAC shall undertake such activities, studies and reviews as directed and assigned by PACOG.

3. PACOG serves as the federally-designated Metropolitan Planning Organization (MPO) for the Pueblo Urban Area and the state-designated Transportation Planning Region (TPR) for all of Pueblo County. In order to provide for integrated and comprehensive transportation planning in accordance with federal and state laws and regulations, and regional policies as adopted by PACOG for the county-wide region, there shall be appointed:

Transportation Advisory Commission. The regional Transportation Advisory Commission (TAC) shall consist of two standing committees: the Transportation Technical Committee (TTC) and the Citizens Advisory Committee (CAC). The TAC shall meet at least once per calendar quarter at such time and place as agreed upon by the members of the TAC. Reports and recommendations to the governing body of PACOG may be made jointly as the TAC or separately by each of the standing committees, as appropriate. The preparation of TAC agendas and organization of agenda support material shall be provided by the Urban Transportation Planning Division; and the MPO Administrator or his/her designee shall preside at TAC meetings.

(a) Transportation Technical Committee (TTC): The TTC shall consist of representatives from municipalities, counties, metropolitan districts, the Colorado Department of Transportation (CDOT) and other planning or implementing organizations within the PACOG region, as well as representatives of other State and Federal agencies as may be or become appropriate. The composition of the TTC may be specified in a Memorandum of Agreement (MOA) between PACOG and the Colorado Department of Transportation or by a Regional Transportation Planning Prospectus or by PACOG Resolution. The TTC is responsible for providing administrative and professional expertise and guidance for developing transportation policies, plans, and programs and serving as the technical information agent to PACOG and the TAC. Members of the TTC shall serve until removed or replaced by their respective appointing organizations.

(b) Citizens Advisory Committee (CAC): The CAC shall consist of nine members. Two shall be selected from and by the Pueblo City Planning and Zoning Commission, two shall be selected from and by the Pueblo County Planning Commission, and three shall be selected by the PACOG governing body from the Pueblo region community-at-large. Two ex-officio voting members shall also be appointed to the CAC: one representative of the Pueblo Economic Development Corporation (PEDCo) and one representative of the volunteer citizen association "2020 Commission" (or its successor, if any). Members of the CAC shall serve two-year terms beginning January 1 of each off-numbered year or until replaced by the governing body of PACOG.

B. The Council may appoint other advisory committees and commissions for planning and other functions as the same may be ordered and approved by the Council by resolution. The

duties of the committees or commission appointed will be designated and outlined in the resolution at the time of their appointment.

ARTICLE VII BUDGET AND FINANCES

A. All cooperating and participating governmental entities shall contribute so much of the funds required for the annual operation of PACOG as shall be mutually agreed upon and separately approved by each of the participating governmental entities. Such contributions shall be disbursed only by action of the Council or pursuant to an annual line item budget approved by it.

B. The Council is specifically empowered to contract on behalf of PACOG or otherwise participate in and to accept grants, funds, gifts or services from any Federal, State or local government or its agencies or instrumentalities thereof, and from private and civic sources, and to expend funds received therefrom, under provisions as may be required of and agreed to by Council, in connection with any program or purpose of the Council.

C. The Council shall provide for systematic and continuous recordation of its financial affairs and transactions and shall obtain an audit of its financial transactions and expenditures.

D. For each fiscal year a proposed budget shall be prepared by the Co-Executive Directors (or by the Manager if such function is so delegated) after consultation with the Budget Committee, and submitted to the Council for consideration. The proposed budget, as well as the budget ultimately adopted by the Council, shall set forth the specific source of all revenues of the Council and all expenditures. Expenditures shall be detailed and set forth amounts for each separate work program of the Council, which shall be detailed as to personnel costs, operating costs, capital costs, if any, and all other expenses. The proposed and adopted budget shall identify all personnel positions and the salaries therefore. The Council shall approve the Budget by resolution and thereafter no expenditure shall be made except in accordance with the adopted Budget or an approved amendment thereto. Nothing in this paragraph shall be deemed to restrict the Council from subsequently amending the Budget at any duly called regular meeting.

ARTICLE VIII AMENDMENTS

These By-Laws may be amended at regular or special meetings of the Council provided that a written notice shall be sent to each member at least ten (10) days prior to the meeting setting forth the proposed amendments. A majority of the entire Council is necessary for passage of the amendments.

ARTICLE IX TIME OF TAKING EFFECT

These By-Laws and any amendment hereto shall be effective upon adoption by the Council.

**INITIALLY ADOPTED BY THE PUEBLO AREA COUNCIL OF GOVERNMENTS ON
FEBRUARY 26, 1998.**