

BYLAWS OF THE OPEN SPACE/TRAILS BOARD OF TRUSTEES

Adopted September 6, 2001

ARTICLE I

Name

Section 1. **Name.** The name of this board shall be the Open Space and Trails Board of Trustees (“Board”).

ARTICLE II

Purpose and Policy

Section 1. **Purpose.** The purpose of the Board is to perform those duties set out in Article XIII of the Charter and to acquire, preserve, maintain and manage open space properties for multiple purposes including, but not limited to, recreational, wildlife, agricultural, scenic and access purposes; and to acquire, preserve, develop, maintain and manage trails for similar purposes.

Section 2. **Policy.** The policy of the Board is to further the purposes of the program as set out in Section 13.5.1. of the Pitkin County Home Rule Charter (“Charter”), as follows:

- (1) Incorporating or protecting significant wildlife habitat and corridors.
- (2) Preventing encroachment on flood plain and riparian areas.
- (3) Preserving historic agricultural and ranching activities.
- (4) Protecting other public lands from the impacts of development.
- (5) Preserving historic routes of ingress and egress to public lands and waterways.
- (6) Providing access to and from recreational or urban destinations
- (7) Providing recreational opportunities throughout Pitkin County which are directly related to and not inconsistent with the foregoing purposes.
- (8) Shaping development (greenbelt and viewplanes.)

Section 3. **Additional Policies.** The Board may from time to time adopt additional policies to guide the activities of the Open Space and Trails Program. Such policies will be adopted by Board resolution and shall remain in effect for no longer than five years unless readopted by a subsequent resolution.

ARTICLE III Responsibilities

Section 1. Functions. The Board’s functions, as set forth in Section 13.3.3. of the Home Rule Charter, are as follows:

- (1) Establish priorities and criteria for the acquisition of Open Space and of Trails and for the management and maintenance of all properties acquired with expenditures from the Open Space/Trails Fund.
- (2) Review Open Space/Trails elements of Comprehensive and Area plans and make recommendations concerning any open space-related changes to plans.
- (3) Make recommendations to the Planning & Zoning commission as warranted regarding open space/trails impacts of applications filed under the Pitkin County Land Use Code and regarding exactions or dedications required to fulfill the goals of the Open Space and Trails Program, as established in the Article XIII.
- (4) Make recommendations to the Board of County Commissioners for the acquisition of specific fee interests, options, easements, or other interests in real property from expenditures from the Open Space/Trails fund.
- (5) Establish relationships with local and regional land trusts to more effectively discharge Board responsibilities.
- (6) Make recommendations the Board of County Commissioners in the hiring of a Director and such other Open Space/Trails Program staff as is necessary to accomplish the purposes of [Article XIII] and participate in performance reviews of Open Space/Trails Director.

ARTICLE IV Membership

Section 1. Appointments. Appointments to the Board shall be made by the Board of County Commissioners (“BOCC”), as set forth in Section 13.3. of the Charter. There shall be five trustees.

Section 2. Term. Each Trustee shall be appointed for a five year term, staggered so that one term expires each year, as set forth in, Charter Section 13.3.2.

Section 3. Qualifications. One Trustee shall be appointed from each commissioner district and shall reside in that district throughout the Term. A Trustee shall hold no other county office or be employed by the county or any municipality, as set forth in Charter Section 13.3.1.

Section 4. Compensation. Each Trustee shall serve without pay, as set forth in Charter Section 13.3.1.

Section 5. Removal. A Trustee may be removed from the Board for good cause only, by vote of the BOCC, after recommendation (for or against) is made by the Board. The Chair shall request the commissioners to remove a Trustee who is absent from more than six regularly scheduled meetings within a calendar year. (In the case of extenuating circumstances, the Board may choose to make an exception to this rule). Good cause for removal shall also include violation of the conflict of interest policy.

ARTICLE V Officers

Section 1. Officers. The officers of the Board shall be a Chair and Vice-Chair, and may include such other officers as the Board may from time to time appoint. The Chair and Vice-Chair shall be selected from the members of the Board.

Section 2. Elections and Term of Office. The Chair and Vice-Chair shall be appointed by the Board at the first regular meeting in May. Subject to earlier termination, each officer shall hold office for up to two years and until his/her successor shall have been duly appointed. These offices shall rotate by district. A member appointed to the office of chair or vice-chair shall have the option of declining the office. Any other officers shall be appointed by the Board at any meeting and will serve at the pleasure of the Board.

Section 3. Vacancies. Should the office of the Chair or Vice-Chair become vacant, the Board shall appoint the successor according to the rotation schedule at a regular or special meeting of the Board, and such appointment shall be for the unexpired portion of the term.

Section 4. Duties.

- (1) Chair. The Chair shall preside at all meetings of the Board and shall perform all duties usually incident to the office of Chair and such other duties as may be assigned to him/her from time to time by the Board. She/he shall sign, execute and acknowledge, in the name of the Board, deeds, mortgages, contracts and others instruments and communications authorized by the Board. The Chair shall see to the execution of resolutions, procedures and policies approved by the Board.
- (2) Vice Chair. In the absence or disability of the Chair, the Vice Chair shall have all powers of and shall be subject to all restrictions upon the Chair. The Vice Chair shall perform such other duties as shall from time to time be assigned by the Board.

ARTICLE VI

Meetings

- Section 1. Regular Meetings.** Regular meetings shall be held on the first and third Thursdays of each month, provided that the board may from time to time resolve not to hold a regular meeting or to hold the meeting on a different day or time other than the regularly scheduled day or time.
- Section 2. Special Meetings.** A special meeting may be called at any time by the chairperson or by written request of two members of the Board. A minimum notice of twenty-four hours is required, unless said notice is waived with a written agreement of a quorum of Board members or by all members in attendance.
- Section 3. Order of Business.** At regular meetings of the Board, the following shall be the recommended order of business:
1. roll call
 2. reading and approval of minutes of last meeting
 3. public comment
 4. report of director
 5. old business
 6. new business
 7. executive session
 8. adjourn
- Section 4. Voting.** 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 Board or at the discretion of the presiding officer. Any action requiring a vote shall be decided by a simple majority, except an approval of any use of Open Space Funds toward the acquisition of a property interest through condemnation, which shall acquire an affirmative vote of at least four members.
- Section 5. Quorum.** A majority of members of the Board shall be necessary to constitute a quorum for the transaction of business. Once a quorum is made, it cannot be broken until the meeting is adjourned.
- Section 6. Parliamentary Procedure.** The rules contained in Robert's Rules of Order shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and the Charter.
- Section 7. Meeting Notices and Study Materials.** The Director shall furnish the Trustees advance notice of all meetings. The Director shall deliver, in advance, minutes of the previous meetings and copies of material to be studied or acted upon, including an agenda and a monthly report of the Director, covering items that might otherwise complicate the agenda.
- Section 8. Agenda.** The agenda shall be prepared by the Chair and Director and copies distributed in advance of the meeting. Other items of the agenda shall include but not be limited to disposition of minutes of the previous meeting and of intervening special meetings, committee reports, as well as old and new business. (The minutes and agenda shall be delivered 48 hours or two business days in advance of the meeting, to each board member).
- Section 9. Open to the Public.** All meetings shall be open to the public, except for executive session as authorized in the Colorado Open Meetings law, C.R.S. 24 –6-402.

ARTICLE VII
Conflict of Interest

I. Policy.

- A. In order to ensure the impartiality and integrity of their local government decision makers, as provided in section 8.6.1 of the County Charter, the people of Pitkin County intend to prohibit County policy-makers from participating in matters in which they have a conflict of interest. This prohibition applies to County policy-makers serving their elected or appointed terms and those who have concluded their terms of office.
- B. A conflict of interest is a disparity between the private interest and the official responsibilities of an individual in a position of trust in government. This code is intended to prevent conflicts of interest without obstructing fair and speedy resolution of issues that come before the County.

II. Prohibition on Conduct

- A. No Trustee shall vote or otherwise participate in a decision making process which affects any entity or property interest in which he/she has a financial interest or which any member of his/her family has a financial interest. Family is defined as spouse, parent, brother, sister, grandparent, child, grandchild, step-child, step-parent, step-grandparent, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law, or any individual who is a part of the County policy maker's immediate household. A Trustee otherwise barred from participating in a discussion pursuant to this section, may, if requested by the Board, give information about the issue or transaction in which he/she has a financial interest.
- B. If an issue arises in which a Trustee believes he/she may have a conflict of interest, he/she must divulge that potential conflict of interest to the County Attorney for an opinion on the validity of the conflict, and inform the Board. If determined to be in conflict regarding the issue before him/her, he/she will refrain from participation in discussion or vote on that issue.
- C. Failure to comply with the terms of this section may be deemed adequate cause for removal under Article IV section 5.