

ROCKY FLATS STEWARDSHIP COUNCIL

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Jefferson County -- Boulder County -- City and County of Broomfield -- City of Arvada -- City of Boulder
City of Golden -- City of Northglenn -- City of Westminster -- Town of Superior
League of Women Voters -- Rocky Flats Cold War Museum -- Rocky Flats Homesteaders -- Ken Foelske

BYLAWS OF THE BOARD OF DIRECTORS OF THE ROCKY FLATS STEWARDSHIP COUNCIL

*Approved March 6, 2006
Amended November 5, 2007*

PREAMBLE

The object of the Rocky Flats Stewardship Council (the “Stewardship Council”) shall be to carry out its purposes as described in and pursuant to the Intergovernmental Agreement establishing the Rocky Flats Stewardship Council (the “IGA”) and amendments thereto.

ARTICLE I.

Offices

Principal Office. The principal office of the Stewardship Council shall be located within the boundaries of any Party to the IGA and amendments thereto, as designated by the Board of Directors. The Stewardship Council may have other offices and places of business at such places within the State of Colorado as shall be determined by the Board.

ARTICLE II.

Board of Directors

A. **Number, Qualifications and Term of Office.** The business and affairs of the Stewardship Council shall be managed by a Board of Directors not to exceed twelve (12) members, not including ex-officio members. When used herein, the term "Director" shall include that Director's alternate director, as provided in the IGA, unless the context requires otherwise. Each Director shall be appointed pursuant to the provisions of the IGA for a term of one year, from February 1 to the succeeding last day of January; provided, however, that the initial Directors shall be appointed as of the effective date of the IGA and serve until the last day of January, 2007. There shall be no limitation on the number of terms to which a Director may be appointed.

B. **Performance of Duties.** A Director shall perform his/her duties as a Director, including his/her duties as a member of any committee of the Board upon which he/she may serve, in good faith, in a manner he/she believes to be in the best interests of the Stewardship Council. An alternate Director shall serve in the absence of the Director for which he/she is an alternate.

C. **Vacancies.** Any Director may resign at any time by giving written notice to the chair of the Board of Directors. 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. In the case where the Director is an elected official, a Director's office shall be deemed to be vacant upon the failure of any Director to be re-elected to public office of the

Director's designating Party. A vacancy will occur if a Director dies during his or her term of office.

Any vacancy occurring on the Board of Directors shall be filled as provided in the IGA.

D. Expenses. By resolution of the Board of Directors, any Director may be paid his/her direct expenses, if any, of attendance at meetings or other Stewardship Council business.

E. Conflict of Interest. No Director (including alternate Directors who are elected public officials) may enter into an employment relationship with the Stewardship Council (1) while serving on the Board or (2) for twelve months thereafter. An alternate Director who is not an elected official may not enter into an employment relationship with the Stewardship Council (1) while serving on the Board or (2) for twelve months thereafter.

F. Ex-Officio Members of the Board. At its discretion, the Board may appoint ex-officio members to the Board from federal and state agencies, including the U.S. Department of Energy, the Environmental Protection Agency, the Colorado Department of Public Health and Environment, and/or the U.S. Fish and Wildlife Service. Ex-officio members shall not be a Party to the IGA but shall have the ability to designate a non-voting representative to the Board of Directors.

G. Removal of Directors. Any Director may be removed from the Board by a vote of the Board of Directors with or without cause whenever in its judgment the best interests of the Stewardship Council will be served by such removal. A Director who is absent for three consecutive regular meetings of the Board of Directors and whose absence is deemed unexcused by the Board of Directors shall automatically be removed from the office of Director.

ARTICLE III.

Officers of the Board

A. **General.** The Chair, Vice Chair, and Secretary/Treasurer shall be elected annually by the Board of Directors. The terms shall commence at the first meeting of the Board held on or after February 1 of each year. There shall be no limitation on the number of terms for which a person may serve as an officer, except as provided in Article III.G. herein.

An officer shall hold office until he/she is no longer qualified to serve or his/her successor is chosen, until his/her death, or until he/she shall resign. All officers of the Stewardship Council shall be Directors of the Stewardship Council; provided, however, that an alternate Director shall not assume any office held by the Director for whom the alternate Director is substituting.

B. **General Duties.** All officers and agents of the Stewardship Council, as between him or her and the Stewardship Council, shall have such authority and shall perform such duties as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

C. **Vacancies.** When a vacancy in one of the Board offices occurs due to any of the reasons listed in paragraph III.A., it shall be filled by a resolution of the Board of Directors at the following meeting of the Board at which a quorum is present.

D. **Chair of the Board.** The Chair of the Board shall preside as chair at meetings of the Board of Directors. He/she shall, in addition, execute resolutions and documents, represent the Board and Stewardship Council at public functions and perform such other duties as the Board may prescribe.

E. **Vice-Chair.** The Vice-Chair shall fulfill the responsibilities of the Chair when the Chair is unavailable to do so.

F. Secretary/Treasurer. The Secretary/Treasurer shall perform both the duties of a secretary and of a treasurer, as follows:

- The Secretary/Treasurer shall keep or cause to be kept, in books provided for that purpose, the minutes of the meetings of the Board. The Secretary/Treasurer may have one or more assistant secretaries, which need not be Directors and which shall be appointed by the Board.

- The Secretary/Treasurer shall have oversight of Stewardship Council funds and assets. He/she shall review accounts of receipts, disbursements and deposits of all Stewardship Council monies and other valuable effects in the name and to the credit of the Stewardship Council and report to the Board of Directors upon request. The Secretary/Treasurer or his/her designee shall provide a detailed quarterly financial statement to the Board. The financial statement shall include all revenue, revenue sources, expenditures and balances, and include quarterly and year-to-date figures.

G. Delegation of Duties. Except for the Chair, whenever an officer is unable to perform the duties of his/her office for any reason, the Board may delegate the powers and duties of an officer to any other officers or to any qualified Director or Directors.

ARTICLE IV.

Stewardship Council Staff

At its discretion, the Board may hire an Executive Director who shall serve at the pleasure of and report directly to the Board of Directors of the Stewardship Council, and who shall be responsible for implementing the Board's policies, and for the overall management of all activities of the Stewardship Council.

ARTICLE V.

Meetings of the Board

A. **Place of Meetings.** 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 Stewardship Council or at any other place within or without the boundaries of the Parties that the Board of Directors, any such committee, or Stewardship Council staff, as the case may be, may designate from time to time.

B. **Regular Meetings.** The Board of Directors shall meet quarterly, or as otherwise determined by a quorum of the Board of Directors, for the purpose of transacting such business as may come before the Board.

C. **Special Meetings.** Special meetings of the Board of Directors may be called by any three members of the Board of Directors, and held at any time.

D. **Notice of Meetings.** Notice of the regular or special meetings of the Board of Directors or any committee designated for such notice by the Board shall be as follows:

(1) **Regular Meetings.** The time, date and place of regular meetings shall be set by the Board and notice thereof shall be provided (a) to the city/county/town clerk of all Stewardship Council Parties for posting in a public place, with at least seven (7) days advance notice of the meeting time, place and date, (b) to the Directors and alternate Directors, with at least seven (7) days advance notice of the meeting time, place and date, and (c) to those members of the public who so request.

(2) **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: (a) by telefax or electronic mail to each Director not less than 72 hours prior to the time fixed for the meeting; provided, however, that in the instance of any Director who in writing requests that such notice not be given by telefax or electronic mail, the notice shall be by hand

delivery to an address within the boundaries of the Parties designated in writing; (b) to the clerk of each Stewardship Council Party for posting in a public place, not less than 72 hours prior to the time fixed for the meeting; and (c) to those members of the public who so request.

(3) Emergency Special Meetings. When necessary, an emergency special meeting may be called with notice given in the same manner as provided for special meetings, except that notice may be given not less than 24 hours prior to the time fixed for the meeting, in accordance with the Colorado Open Meetings Act.

Unless notice is required herein to be given by telefax or delivery, all notices of meetings may be given either by sending a copy of the notice through the United States mail, or by telegram, telex, telefax or electronic transmission (unless a Director requests in writing that such notice not be given by electronic mail), any charges prepaid, to the work or home address of each Director and alternate Director and to the designated addresses of Stewardship Council participants, and the public who so request appearing on the books of the Stewardship Council. If mailed, such notice shall be deemed to be delivered 72 hours after deposit in the United States mail so addressed, weekends and holidays excluded. If notice be given by telegram, telex, telefax or electronic mail, such notice shall be deemed to be delivered when the telegram, telex, telefax or electronic mail is transmitted.

The general nature of the business proposed to be transacted at, or the purpose of, any meeting of the Board of Directors shall be specified in the notices of such meeting where possible. The Board of Directors' ability to act on matters brought before it at a special meeting is restricted to those items specified in the notice.

E. Voting.

1. Quorum. At meetings of the Board of Directors, nine (9) of the appointed Directors (or their alternate if a Director is not present) shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, an affirmative vote of at least nine (9) Directors shall be required to be the act of the Board of Directors

2. Consent Agenda. Within a meeting agenda, Stewardship Council staff may place on the consent agenda any one or more items which staff believes do not give rise to discussion by the Board, and which may be acted upon by singular action and vote of the Board. Any Director may pull from the consent agenda any one or more items which shall then be separately and individually discussed and voted on by the Board.

F. Conduct of Meetings. The Board may adopt such rules of procedure as it deems proper. To the extent any rules adopted by the Board do not specify how an item of business of the Board is to be conducted, Roberts' Rules of Order shall apply.

ARTICLE VI.

Open Records and Open Meetings

A. All accounts and records of the Stewardship Council and its committees shall be open to the public as provided for in the Colorado Open Records Act and any other applicable laws, at all reasonable times under reasonable regulation, except where a specific determination is made by the Stewardship Council that there is a legitimate public purpose achieved by withholding a document concerning legal, personnel, or private proprietary information.

B. All meetings of the Board of Directors of the Stewardship Council and any of its committees are open to the public as provided for in the Colorado Open Meetings Act. Any meetings at which the adoption of any proposed policy, position, resolution, rule, regulation or other formal action occurs or at which a quorum of the Board is in attendance, or is expected to be in attendance, shall be held only after full and timely notice to the public as provided herein. In accordance with Colorado statutes, executive sessions may be held upon the affirmative vote of two-thirds of the quorum present, for the sole purpose of considering any of the following matters: the purchase, acquisition, lease, transfer, or sale of any real, personal or other property interest; conferences with legal counsel for the Stewardship Council for the purpose of receiving legal advice on specific legal questions; matters required to be kept confidential by federal or state law or rules and regulations; specialized details of security arrangements or investigations; determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators; personnel matters; or consideration of any documents protected by the mandatory nondisclosure provisions of the "Open Records Act". No adoption of any proposed policy, position, resolution, rule, regulation, or formal action shall occur at any executive session, except for the approval of executive session minutes, as allowable by law.

C. Minutes or similar record shall be kept of all meetings of the Board of Directors of the Stewardship Council.

ARTICLE VII.

Committees

A. **Stewardship Council Committees.** The Stewardship Council is interested in working with the public and will seek the input of the local community and other interested parties. As necessary, and to the extent practicable, the Stewardship Council will seek the input of the local community and other interested parties by establishing *ad hoc* committees and task forces, and by holding public meetings, workshops, special meetings, or other forums of public involvement, from time to time as may be deemed appropriate by the Board. By resolution or motion of the Board, the Stewardship Council may establish such working committees from time to time as it deems appropriate. These committees shall be open to all persons interested in participating with the Stewardship Council. Each committee shall have a chair appointed by the Board of Directors. Committees may consider issues consistent with the Stewardship Council's purposes and make recommendations for actions to the Board of Directors. Any such recommendations, together with any minority reports, shall be made to the Board of Directors. The Board may consider and comment on committee recommendations and formulate its own recommendations for official action by the Board. Any minority report(s) from a committee shall be transmitted simultaneously with such recommendations. The Board of Directors may take such actions as it deems appropriate, notwithstanding recommendations or lack thereof or the fact of pending deliberations of committees and of the Stewardship Council.

B. **Board Committees.** The Board may have committees on finance, personnel and such other matters as the Board deems proper for the administration of the Stewardship Council.

ARTICLE VIII.

Fiscal Year

Fiscal Year. The fiscal year of the Stewardship Council shall be January 1 to December 31. Said fiscal year may be changed from time to time by motion or by formal resolution of the Board of Directors in its discretion.

ARTICLE IX.

Amendments

A. General. The Board of Directors may amend, supplement or repeal these Bylaws or adopt new Bylaws, and all such changes shall affect and be binding upon the Stewardship Council. Any amendment, supplement or repeal of these Bylaws or adoption of new Bylaws shall require consideration at two meetings of the Board.

B. Notice of Consideration. 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 is to be given pursuant to III.D.(2) hereof.

C. Vote Necessary. Amendment to, supplementation of or repeal of these Bylaws or adoption of new Bylaws shall require approval by nine (9) Directors of the Board at the second meeting at which the amendment, supplement, repeal or adoption is considered.

ARTICLE X.

Annual Review

On an annual basis, any one or all of the parties to the IGA may request Stewardship Council to submit an annual report which shall generally address Stewardship Council's operations for the previous year; Stewardship Council's proposed plans for the upcoming year; a summary of

Stewardship Council's financial status, including revenue projections and operating costs; and any changes or proposed changes in Stewardship Council's policies. Upon request, the Executive Director shall present an oral presentation of the annual report at a designated board or council meeting of the requesting party.

ARTICLE XI.

Miscellaneous

A. Invalid Provision. The invalidity or non-enforceability 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 was 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 the IGA, as amended from time to time. To the extent there are inconsistencies between the IGA and any amendments thereto and these Bylaws and any amendments thereto, the IGA and amendments thereto shall control.

C. Rotating Parties. Each Rotating Party shall have the right to select a Director (and Alternate Directors) to the Board, in accordance with the IGA, on an annually rotating basis. By agreement between the two Rotating Parties, the city of Golden will serve first for one year until the last day of January 2007 at which time the city of Northglenn shall serve for one year until the last day of January 2008. After such time as each Rotating Party has had an opportunity to serve on the Board, then the rotation shall continue in the same order. During the year(s) in which a Rotating Party is not serving on the Board, then such Rotating Party may continue to participate in a non-voting capacity.

D. **Debt.** The incurrence of any revenue-based or other non-general obligation debt shall be subject to the prior approval of the governing body of each Party.

E. **Members' Terms.** Members' terms shall be limited to two years at which time such members must reapply for membership to the Stewardship Council.

F. **Selection Process for Members.** At least two months prior to the expiration of the Members' terms, the Stewardship Council shall publish a Notice advertising the Stewardship Council's solicitation of Member Applications. In addition to any other means selected by the Stewardship Council, notice shall be provided by a one-time publication in a newspaper of general circulation, and posted on the Stewardship Council website. Any entity or person who desires to become a Member of the Rocky Flats Stewardship Council shall submit a Membership Application on the form provided by the Stewardship Council. The Executive Director shall forward all completed Membership Applications to the Board for review. The Director representatives for the Permanent and Rotating Parties shall interview representatives of the prospective Members, at a public meeting as determined by the Board. Following completion of the interviews, at a Stewardship Council Board meeting the Director representatives for the Permanent and Rotating Parties shall nominate and vote to appoint up to four (4) Members from the Membership Applications. The procedures for voting shall be pursuant to a process identified by the Board in advance.