

AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY

BYLAWS

**Adopted July 11, 2018
by the Board of Directors
of the
Aerotropolis Regional Transportation Authority**

*amended October 3, 2018, to add Section 2.d.11

*amended October 31, 2018, to revise Section 2.e.3

ARTICLE 1: INTRODUCTION; PURPOSE

The Aerotropolis Regional Transportation Authority (the "Authority" or "ARTA") was established by intergovernmental agreement dated February 27, 2018 (the "Establishing Agreement"), by and between the Board of County Commissioners of the County of Adams (the "County"), the City of Aurora (the "City"), and the Aerotropolis Area Coordinating Metropolitan District (the "District") (collectively, the "Members"), for the general purpose of furthering and supporting the public interest and economic health of the region and to effectuate the goals of fostering and supporting economic development through the expansion and creation of transportation improvements.

These Bylaws ("Bylaws") are adopted by the Board of Directors of the Authority ("Board") (each Director a "Director" or "Board Member") in order to facilitate the conduct of Authority meetings, promote smooth operations and set forth the Authority's code of ethics, all to better serve the public. The Board has determined that these Bylaws serve the public interest and are in the best interests of Authority.

All capitalized terms used but not defined herein shall have the meaning set forth in the Establishing Agreement. In the event of any conflict between the provisions of these Bylaws and the Establishing Agreement or local, state or federal law, the Establishing Agreement and such law shall control.

ARTICLE 2: PROTOCOLS AND GUIDELINES

a. Officers

Consistent with the Establishing Agreement, the Board may appoint as officers of the Authority a Chair, Vice Chair, Secretary, Treasurer and Executive Director of the Authority, and any subordinate officer or agent appointed and designated as an officer of the Authority by the Board.

b. Calling Board Meetings

1. The Board shall meet regularly, once per quarter, or more frequently as determined by the Board. Meetings shall be held at the City, County, or District offices on a flexible rotating basis, or in another convenient location as reasonably determined by the Chair.

2. A special meeting of the Board may be requested by any Board Member by asking the Chair to call a special meeting; however, whether to hold a special meeting is in the discretion of the Chair (or Vice Chair in the absence of the Chair).

3. All Board Members and Alternate Directors will be informed of the date, time, and place of all meetings. Public notice of meetings will be given as required by law. The Executive Director may give such additional notices of meetings as the Executive Director reasonably determines or as directed by the Board. Notices of meetings will include specific

agenda information when possible.

c. Pre-meeting activities

1. Any Board Member, the Executive Director, or the Authority's legal counsel ("Legal Counsel") may ask the Chair or Executive Director to include an item for discussion and possible action on any meeting agenda. The Chair shall, if practicable, include the requested item on the agenda unless the request is made too late to be included on the agenda, or the item can be, or has been, resolved outside of a meeting.

2. Except in an emergency or for good cause, the request to add an agenda item is to be made at least 48 hours prior to a meeting. Written requests are preferred. The addition of appropriate items to the "consent agenda," rather than the "discussion agenda" is encouraged.

3. The Board, Executive Director, and Legal Counsel are discouraged from adding items to the agenda at the Board meeting. Nonetheless, the agenda may be modified at a meeting with the consent of the Chair or the Board. (Legal Counsel has advised that actions on certain items added to an agenda at or prior to the meeting without giving public notice can be void in some situations).

4. If possible, the Board packet is to be furnished to the Board and Alternate Directors at least 48 hours before a regular meeting and at least 24 hours prior to a special meeting.

5. Potential conflicts of interest will be disclosed in advance of meetings and at meetings as provided by law.

6. To the extent possible, questions concerning agenda items by a Board Member should be addressed to the Chair or Executive Director prior to a meeting to avoid utilizing meeting time on questions that can be resolved without Board involvement.

7. Questions by a Board Member for the Authority's Legal Counsel or other consultants should be discussed with the Chair or the Executive Director before the Board Member calls or emails the Authority's Legal Counsel or other consultants whenever possible. The intent of this protocol is to avoid incurring unnecessary legal and consultant fees whenever possible.

8. The Board strongly encourages discussions in Board committees, if any such committees are created. Any such committees are to make recommendations to the Board, and do not have decision making authority.

d. At Meetings

1. All Board Members are expected to attend all meetings.

2. All Board Members are to strive to be on time to meetings.
3. Board Members may attend a meeting by conference telephone, if necessary. Attendance by telephone should be arranged with the Chair and the Executive Director (or their designee) in advance of a meeting to be sure the technical details of the conference call are prepared.
4. Once a quorum is present (in person or by phone), the Chair may begin business as soon as the time of the meeting arrives. A majority of the Board then in office who are eligible to vote shall constitute a quorum.
5. Discussion of items on the consent agenda is discouraged. Questions about the consent agenda should be directed to the Chair or Executive Director prior to the meeting.
6. Board Members, staff, and consultants will disclose potential conflicts of interest on an agenda item prior to the start of discussion on the particular item, shall not attempt to influence the Board concerning any vote on the item, and shall not vote on the item except as allowed by law. A person with a potential conflict may answer factual or technical questions concerning the matters involving the conflict. The Member's Alternate Director without a conflict may vote on a matter if a Director cannot vote due to a conflict.
7. Board Members are expected to be courteous and respectful to each other, customers, staff, and consultants, and vice versa. Any Board Member may bring a perceived lack of courtesy or respect to the attention of the Board.
8. Any Board Member, including the Chair, may make or second a motion.
9. Except as otherwise set forth herein or in the Establishing Agreement, the affirmative vote of a majority of the Directors then in office who are eligible to vote and are present and voting at a meeting is sufficient to pass any motion or resolution, with the exception of a motion to enter executive session, which by law requires at least a two-thirds vote of the quorum present. A motion or resolution loses on a tie vote. (See Establishing Agreement, Sec. 4.02).
10. Unless prohibited from voting on an item by law (*i.e.*, a conflict of interest exists and voting is prohibited), all Board Members (including the Chair) are to vote on all motions and resolutions, without abstentions. Proxy voting is not allowed. A vote by an Alternate Director pursuant to Section 3.03 of the Establishing Agreement is not a proxy vote.
11. Audio recordings of all Authority meetings shall be made and kept by standard electronic means; provided, audio recordings of Authority executive sessions shall only be made and kept as required by the Colorado Open Meetings Law. Authority meeting audio recordings, except recordings of executive sessions, shall be kept by the Authority consistent with the requirements of the Colorado Open Records Act, and may only be destroyed as permitted by the Colorado Open Records Act, other relevant law, and upon direction of the

Board. (Note: this Section 2.D.11 was added by amendment approved October 3, 2018).

e. After the Meeting

1. To the extent possible, staff and consultants who are present at the conclusion of a meeting shall make themselves available for questions from Board Members; however, no more than two Board Members shall participate in the same after-meeting discussion about official Authority business.

2. Board Members and others present in an executive session shall not disclose the contents of the discussion that took place in the executive session except to Board Members, as directed by the Board, or as required by law; provided, Board Members may at any time disclose and discuss the contents of discussions that take place in Authority executive sessions with the board or council of their respective member entities so long as such Board Members notify their fellow Board Members in advance that they intend to disclose and discuss such information and the information is shared in a manner and forum that reasonably maintains its confidential or sensitive nature. The Board Members are aware that attorney-client privileged information shared between the Board Members and the Authority's legal counsel may no longer be considered privileged if such information is shared outside the Authority, including but not limited to with the boards or council of their respective member entities. Disclosure of the content of the discussion of an executive session in contravention of this provision may be a breach of the Board Members' duty to ARTA.

3. Following each Authority meeting, Authority staff shall prepare written minutes of the meeting proceedings for review and approval by the Authority Board at a subsequent meeting. Board Members are to review the minutes of each Board meeting to confirm that any motions and resolutions adopted by the Board and the minutes are in substantial compliance with the intent of the Board. (The intent of this protocol is to encourage the Board to review the minutes and check to be sure the records are accurate. The "substantial compliance" standard is intended to avoid having to state motions with painful precision at the meeting and to allow editing of a motion for clarity). The approved, written minutes of Authority meetings shall constitute the official record of proceedings of the Authority Board.

f. Protocols Unrelated to Meetings

1. The Chair and the Executive Director are the spokespersons for the Authority. Board Members and others are strongly encouraged to direct questions from the media to them for response.

2. Board Members owe a duty of loyalty to the Authority. Constructive examination and recommendations for the improvement of the Authority are encouraged. As the governing body of the Authority, Board Members are encouraged to be honest and positive about the Authority.

3. Board Members should encourage good staff and consultant morale and public relations.

4. Board Member comments about staff or consultants should be channeled through the Chair or Executive Director, especially negative comments.

5. Board Members, staff, and consultants should conduct themselves with professionalism.

6. All payments by the Authority to be made by check, draft or otherwise shall require the signature of at least two Board Members. The signatures required by this provision may be provided by reasonably secure electronic means.

7. The Authority may in its discretion implement and utilize computer software, online programs, electronic devices and other administrative management tools in order to facilitate the operation and administration of the Authority, including to carry out the administrative procedures set forth in these Bylaws; provided, any and all administrative management tools utilized by the Authority shall comply with applicable law, including but not limited to the Colorado Open Meetings Law and the Colorado Open Records Act.

ARTICLE 3: CODE OF ETHICS

a. Introduction

The constituents of the County, City and District are entitled to have a fair, ethical, and accountable local government that has earned the public's full confidence for integrity. The Authority adopts this Code of Ethics as part of these Bylaws to assure public confidence in local government and its effective and fair operation and to ensure that the Authority complies with all applicable State and local laws relating to conflicts of interest and ethics.

Integrity in government requires that decision-makers be independent, impartial, and accountable to those they serve, to that end, all Directors and staff of the Authority must carry out their duties in accordance with the following principles:

1. As public servants, Board Members are stewards of the public trust, entrusted with and responsible for the property and resources of the Members and shall carry out their duties for the benefit of the constituents of the Authority.

2. The constituents of the County, City and District expect and deserve their public servants to act with courtesy, impartiality, honesty, and openness in the performance of their duties.

3. The Board and all staff of the Authority must always perform their duties on behalf of the Authority with the best interests of the Authority mind, and not for any personal interest or for the interest of family, friends, or business and political associates.

4. Governmental decisions and policies are made utilizing the proper channels of the government structure, free of coercive or other improper influence.

5. To gain and retain public confidence in government operations, the Board and all staff and consultants of the Authority must avoid even the appearance of impropriety.

b. Intent

The purpose of this Article is to provide the Board and all staff of the Authority the tools and resources necessary to conduct themselves in the most ethical and appropriate manner possible and to ensure that the Authority operates in accordance with its mission, governing principles, and values.

It is the intent of the Authority that the Board and all staff of the Authority adhere to high levels of ethical conduct so that the public will have confidence that persons in positions of public responsibility are acting for the benefit of the public. The Board and all staff of the Authority should comply with both the letter and spirit of this Article and strive to avoid situations which create impropriety or the appearance of impropriety.

c. Applicability

These Bylaws and this Article apply to the Board and all staff of the Authority. The provisions of these Bylaws and this Article shall apply in addition to all applicable federal, state and local laws relating to conflicts of interest and ethics including, but not limited to, the Colorado Constitution, Article XXIX, Colorado Revised Statutes § 24-18-101, *et seq.*, and all applicable rules, regulations, policies and procedures of the County, the City, or the District.

d. Conflicts of Interest

No member of the Board or any staff of the Authority should have any direct or indirect interest, financial or otherwise, engage in any business or transaction or professional activity, or incur any obligation of any nature, which is in conflict with the proper discharge of his or her duties in the public interest, except as permitted by law.

1. Misappropriation of Authority Resources: No member of the Board or any staff of the Authority shall misappropriate to himself, herself or to others the property, services or other resources of the Authority for private purpose or other compensated non-governmental purposes.

2. Favoritism: The members of the Board and staff of the Authority shall guard against any relationship that creates conflicts of interest or which might be reasonably construed as evidence of favoritism, coercion, unfair advantage, or collusion.

3. Improper Influence: The members of the Board and staff of the Authority should not act in a manner that creates by his or her conduct a reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy his or her favor in the performance of his or her official duties, or that he or she is affected by the kinship, rank, position or influence of any party or person.

4. Privileges or Exemptions: The members of the Board and staff of the Authority should not use or attempt to use his or her official position to secure privileges or exemptions for himself, herself or others.

5. Protection of Public Trust: The members of the Board and staff of the Authority should endeavor to pursue a course of conduct which will not raise suspicion among the members of the public that he or she is likely to be engaged in acts that are in violation of the public trust.

6. Official Actions: The members of the Board and staff of the Authority shall not take any direct or official action on any matter in which the Director, staff member or a relative or business associate has any substantial employment, contractual, or financial interest, and shall not perform an official act directly and substantially affecting a business or other undertaking to its economic detriment when he or she has a substantial financial interest in a competing firm or undertaking, except as permitted by law.

7. Contracting & Transacting Business:

The members of the Board and staff of the Authority shall not, in their official or private capacity, offer for sale or sell goods or services to the Authority related to the operation or administration of the Authority. A waiver of this prohibition may be granted by the Board in its discretion where the circumstances clearly demonstrate that there is no conflict of interest or appearance of a conflict presented by the proposed sale to the Authority of goods or services related to the operation or administration of the Authority.

The members of the Board and staff of the Authority shall not, for their own private purposes, directly or indirectly obtain goods or services for anything less than fair market value from any contractor or vendor that performs work for the Authority.

The members of the Board and staff of the Authority should not engage in any transaction as representative or agent of the Authority with any relative, business associate, or business entity in which he or she has a direct or indirect financial interest, except as permitted by law.

8. Personal Investments & Business Ventures: The members of the Board and staff of the Authority should not acquire or hold an interest in any business or undertaking which he or she has reason to believe may be directly involved in decisions to be made by him or her or which will otherwise create substantial conflict between his or her duty in the public interest and his or her private interest, except as permitted by law.

e. Confidential Information

The members of the Board and staff of the Authority shall not use any confidential information received by virtue of that person's office or employment for any private purpose, including but without limitation to commercial purposes, financial gain, or present or future

employment, and may only use confidential information in the conduct of his or her official Authority duties, except as required or permitted by law.

f. Political Solicitations

1. The members of the Board and staff of the Authority shall not engage in political campaigning at Authority meetings or public hearings. The members of the Board and staff of the Authority shall not use public resources for political campaigning.

2. The members of the Board and staff of the Authority may in their private capacity give financial or other support to political parties and candidates for elected office, unless otherwise restricted.

3. The members of the Board and staff of the Authority shall not directly or indirectly compel or induce a subordinate employee to make or promise to make any political contribution, whether by gift of money, service or other thing of value.

4. The members of the Board and staff of the Authority shall not make any employment recommendation or decision based on political affiliation, participation or contribution.

g. Hiring of Relatives

The purpose of this section is to avoid favoritism and the appearance of favoritism by officials or employees. "Relative" as used herein shall mean a spouse, domestic partner, fiancé/fiancée, parent(s), child(ren), brother(s), sister(s), aunt(s), uncle(s), grandparent(s), or grandchild(ren), including "in-law" and "step" relatives. The term "relative" also applies to any person who is a member of the household of an employee regardless of family relationship.

1. The members of the Board and staff of the Authority shall not appoint, hire, or advocate for the appointment or hiring of any person who is a relative of such members of the Board or staff of the Authority.

2. The members of the Board and staff of the Authority shall not participate directly or indirectly in the recruitment and selection process that involves a relative.

3. The members of the Board and staff of the Authority shall not directly or indirectly exercise supervisory, appointment or dismissal or disciplinary authority over any relative.

4. The members of the Board and staff of the Authority shall not audit, verify, receive or be entrusted with monies received or handled by a relative.

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These Bylaws are adopted and effective the 11th day of July, 2018, and may be amended at any time by the Board.

**BOARD OF DIRECTORS,
AEROTROPOLIS REGIONAL
TRANSPORTATION AUTHORITY**



Matthew Hopper, Chair