

**BY-LAWS OF THE PITKIN COUNTY
TRANSLATOR ADVISORY BOARD**

*Amended July 27, 2011 by BOCC Resolution # 069-2011
Amended April 11, 2012 by BOCC Resolution # 039-2012
Amended June 12, 2013 by BOCC Resolution # 037-2013
Amended March 25, 2015 via BOCC Resolution # 016-2015
Amended March 8, 2019 via BOCC Resolution #011-2019*

ARTICLE I

Name

Section 1. **Name.** The name of this citizen board shall be Pitkin County Telecommunications Advisory Board (the “Board”).

ARTICLE II

Purpose and Policy

Section 1. **Purpose.** The purpose of the Board is to assist the Pitkin County Board of Commissioners (the “BOCC”) in the implementation of the Translator Fund Program, as authorized by the Pitkin County voters, and to advise the BOCC on the expenditures, administration, and operations of an economical system for re-broadcasting of television and radio signals and for extending wireless communication and internet services for the citizens of Pitkin County.

Section 2. **Policy.** The policy of the Board is to further the goals of the Translator Fund as set out in ballot the 1995 Referendum #1A and 2011 Referendum #1B Coordinated Election.

Section 3. **Additional Policies.** The BOCC may from time to time adopt priorities for the implementation of the voter-authorized program goals. 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.**

- (1) Make recommendations to the BOCC regarding expenditures and management of the Translator Fund.
- (2) Review proposals and opportunities presented to the Board and advise the BOCC on the merits to such proposals and opportunities.
- (3) Make recommendations to the BOCC and county staff regarding the management and operation of the translator system.

- (4) Formulate and make recommendations to the BOCC on policies regarding areas served by the translator system and signals re-broadcast to those areas. These policies shall include, but not be limited to selection of television and radio stations on the translator system and the administration of Public Service Announcements.
- (5) Perform analysis of existing methods and recommend plans to implement new or better methods of providing television and radio signals to the citizens of Pitkin County.
- (6) Research and facilitate the extension of wireless communication and internet services within Pitkin County through the Translator system.
- (7) Analyze existing funding mechanisms and recommend new methods of funding the services provided.

ARTICLE IV

Membership

- Section 1.** **Appointments.** Appointments to the Board shall be made by the Board of County Commissioners. There shall be a maximum of five members and an additional two alternate members on the Board.
- Section 2.** **Term.** Each member shall be appointed to serve a four (4) year term staggered so that not all terms expire at the same time in order to preserve continuity within the Board.
- Section 3.** **Qualifications.** Five (5) members of the Board shall be residents of Pitkin County. Of these five members, one member shall be appointed from each of the five Pitkin County commissioner districts, if possible. The two (2) remaining alternate members may be residents of the Roaring Fork Valley (Highway 133 to Aspen as described on Attachment A). The Chair and Vice Chair must be residents of Pitkin County. A Board member shall hold no office or appointment in any county or municipality, nor be employed by any county or municipality during the term of the appointment. A Board member shall not be employed by or have any financial gain, with any radio or television station, or cellular or broadband provider during the term of the appointment. However, a Board member may sit on a community volunteer board for a non-profit in such business during their appointment.
- Section 4.** **Compensation.** Board members shall serve without pay.
- Section 5.** **Removal.** A Board member may be removed from the Board for good cause only, by a vote of the BOCC after a recommendation concerning removal is made by the Board. The Chair shall request the BOCC remove a member of the Board who has two unexcused absences from regular meetings within one calendar year. Good cause for removal shall include no longer residing in Pitkin County and/or the mid-Roaring Fork Valley, or for a violation of the conflict-of-interest policy contained within these Bylaws.

Section 6. **Membership.** Should an appointed Board Member’s residency change during his/her term, but the Board Member remains a resident of the mid-Roaring Fork Valley as described in Article IV, Section 3, such member may continue to serve his/her term as originally appointed and may be reappointed for subsequent terms at the discretion of the BOCC.

ARTICLE V Officers

Section 1. **Officers.** The officers of the Board shall be a Chair and a Vice Chair. The Chair and Vice Chair shall be selected by the members of the Board but shall be limited to those Board members who are Pitkin County residents.

Section 2. **Elections and Term of Office.** The Chair and Vice Chair shall be appointed by the Board at the regular meeting following June 1. Subject to early termination, each officer shall hold office for up to two years and until a successor has been appointed. The Chair and the Vice Chair shall serve at the pleasure of the Board.

Section 3. **Vacancies.** Should the office of Chair or Vice Chair become vacant, the Board shall appoint a successor at its next regular or special meeting. Such appointment shall be for the unexpired portion of the previous 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 from time to time by the Board. The Chair shall execute and acknowledge, in the name of the Board, all recommendations and communications authorized by the Board. The Chair shall see to the execution of resolutions and adoption of minutes of the meetings of the Board.
- (2) **Vice Chair.** In the absence of the Chair, the Vice Chair shall have all powers recognized to 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.** Meetings shall be held on a bi-monthly basis, or as needed. The specific day for the conduct of Board meetings shall be determined by the Board in advance of the upcoming year. A schedule of regular meetings shall be made available through customary County procedure.

Section 2. **Special Meetings.** A special meeting may be called at any time by the Chair or by written request of two (2) members of the Board. All special meetings must comply with notice requirements of the Colorado Open Meetings Law.

- 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. Changes to the Agenda
 4. Public Comment
 5. Staff report
 6. Old business
 7. New business
 8. Executive session discussion
 9. Adjournment
- Section 4.** **Voting.** Voting shall be either by voice or roll call vote. Any action requiring a vote shall be decided by a simple majority, except a recommendation forwarded to the BOCC shall be made by a majority of the entire membership of the Board.
- Section 5.** **Quorum.** A quorum of the Board shall be constituted by the personal attendance of three of the five Pitkin County resident members of the Board. 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 Home Rule Charter.
- Section 7.** **Agenda.** The agenda shall be prepared by the Chair and assigned County staff with copies to be distributed in advance of each regular or special meeting.
- Section 8.** **Public Access.** All meetings of the Board shall be open to the public, except executive session as authorized in the Colorado Open Meetings law, C.R.S. § 24-6-402, et seq.

ARTICLE VII
Conflict of Interest

- Section 1.** **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.

Section 2. Prohibition on Conduct.

- A. No Board member 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 Board member otherwise barred from participating in a discussion pursuant to this section, may, if requested by the BOCC, give information about the issue or transaction in which he/she has a financial interest.

- B. If an issue arises in which a Board Member 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.

**ARTICLE VIII
Amendment**

Section 1. Amendment. These By-Laws shall be the province of the BOCC and shall be adopted and amended only by formal resolution of the BOCC.