



Colorado Springs Utilities

*It's how we're all connected*

## **UTILITIES BOARD**

# **BYLAWS**

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**TABLE OF CONTENTS**

**COLORADO SPRINGS UTILITIES  
UTILITIES BOARD  
BYLAWS**

RULE 1. - BOARD OF DIRECTORS .....Page 1

RULE 2. - BOARD OFFICERS AND DUTIES .....Page 1

RULE 3. - BOARD COMMITTEES.....Page 1

RULE 4. - MEETINGS.....Page 1

RULE 5. - CUSTOMER AND PUBLIC COMMENT.....Page 3

RULE 6. - BOARD ACTIONS .....Page 3

RULE 7. - MOTIONS.....Page 3

RULE 8. - SPECIAL MOTIONS .....Page 4

RULE 9. - MINUTES AND RECORDINGS.....Page 5

RULE 10. - EXECUTIVE SESSION PROCEDURES .....Page 5

RULE 11. - EXPENSE REIMBURSEMENT .....Page 6

RULE 12. - MODIFICATION OF BYLAWS .....Page 7

**COLORADO SPRINGS UTILITIES  
UTILITIES BOARD  
BYLAWS**

**RULE 1. - BOARD OF DIRECTORS**

(a) The City Council serves as the Board of Directors of Colorado Springs Utilities pursuant to Section 6-40 (a) of the City Charter.

(b) The authority of the Utilities Board is set forth in Part 1 of Chapter 12 of the Code of the City of Colorado Springs.

(c) The Board's job description and details of the Policy Governance process utilized by the Board in carrying out its responsibilities are contained in the Utilities Board Policies.

**RULE 2. - BOARD OFFICERS AND DUTIES**

(a) The Mayor or, in the Mayor's absence, the Vice Mayor shall be the Chair of the Utilities Board, and shall chair all regular, or special meetings of the Utilities Board. In the absence of both of the Mayor and the Vice-Mayor, the Board member with the most seniority present at the meeting shall chair the meeting and perform the duties of the Chair at the meeting. If two or more members have equal seniority, the Board shall select one of the most senior Board members to chair the meeting and perform the duties of the Chair at the meeting.

(b) The Chief Executive Officer shall serve as Secretary to the Utilities Board,

and the Utilities Board by resolution may appoint assistant secretaries to assist or act in place of the Secretary.

**RULE 3. - BOARD COMMITTEES  
(Reserved for Future Use)**

**RULE 4. - MEETINGS**

(a) The regular meetings of the Utilities Board shall be held at 1:00 pm on the Wednesday following the third Tuesday of each month, unless another time for a specified regular meeting has been approved by the Chair or the Utilities board and notice of the changed time for the specified regular meeting has been given in accordance with subsection (f) of this rule to the extent practical under the circumstances. In the event the time of a specified regular meeting is changed, the Chair or the Utilities Board, as appropriate, shall also direct any change in the times for agenda preparation and distribution as necessary under the circumstances.

(b) The regular meetings of the Utilities Board shall be held in the Blue River Board Room, 5<sup>th</sup> Floor, Plaza of the Rockies South Tower, 121 S. Tejon Street, Colorado Springs, Colorado, unless another location for a specified regular meeting has been approved by the Chair or the Utilities Board and the substitute location for a specific regular meeting is specifically described in the agenda for that specific meeting.

(c) Five members of the Utilities Board shall constitute a quorum, but in the absence of a quorum members present may adjourn the meeting to a later date or may attend to any matters not requiring a quorum.

(d) Special meetings of the Utilities Board may be held at such time and place as stated in the notice of the meeting. The Chair may, or, upon the request of three Utilities Board members, shall call special meetings of the Utilities Board by notice to each of the Utilities Board members in writing, which notice shall state the purpose for which the meeting is called. The notice shall be served at least 24 hours prior to the time of such meeting. The notice shall be served personally or by fax to each Utilities Board member at the fax number shown on the Secretary's records, and by leaving a copy at the municipal office of each Utilities Board member.

(e) The Utilities Board by majority vote may recess a regular or special meeting to a time specified in the motion therefore.

(f) Public notice of all regular and special meetings of the Utilities Board shall at all times meet governing legal requirements. In addition, the Utilities Chief Executive Officer will mail copies of the agenda without attachments to persons listed on the mailing list of interested persons maintained in the Chief Executive Officer's Office. Copies of the agenda with attachments will also be provided to the City Clerk's Office and to the media.

(g) The Board shall determine what monthly agenda topics are required as part of its annual planning calendar.

(h) The general format of monthly agendas shall be determined by the Board.

(i) The Chief Executive Officer shall be responsible for preparation of a draft the agenda for each regular Utilities Board meeting. The draft agenda shall be reviewed by the Chair who shall have final authority as to items to be included on the monthly agenda in addition to the items required to be considered by the Boards' annual planning calendar.

(j) Copies of the agendas with attachments for regular meetings will be distributed to Utilities Board member's municipal offices by 5:00 p.m. on Wednesday of the week preceding each regular meeting.

(k) Utilities Board members may request agenda items by contacting the Chief Executive Officer's Office. The cut-off time for requesting additional agenda items for regular meetings shall be 5:00 p.m. on Monday of the week preceding the regular meeting. For good cause, the Chair may authorize additional action or executive session items to be placed on the agenda for an upcoming meeting after this deadline provided that public notice of such additional action or executive session items is given in accordance with legal requirements and provided notice thereof is given to Board members in the same manner as required for a notice of special meeting under Rule (4) (d) above.

(l) At all regular and special meetings, the Chief Executive Officer shall announce agenda items prior to Board consideration of each item.

(m) As part of General Board Discussion, any Board member may raise any matter of concern relating to Utilities for discussion. However, no board action can be taken on any such matter until it is placed on an agenda for a regular meeting or is a subject of a special meeting. Expense reimbursement matters may be discussed as part of General Board Discussion.

(n) Any Board members desiring to speak or to make a motion shall address the Chair as “Mr. (or Madam) Chair”, and the Chair shall thereupon pronounce the name of the Board member entitled to the floor. Board members addressing the Board shall confine themselves to the issues being discussed.

#### **RULE 5. - CUSTOMER AND PUBLIC COMMENT**

(a) At each regular Utilities Board meeting, customers and members of the public shall be allowed to comment on any matters not on the current agenda during the Customer Comment period. Individuals will be allowed a maximum of five minutes, and the Customer Comment period will not exceed thirty minutes at each regular meeting.

(b) At the discretion of the Chair, or the majority of Utilities Board members present, customers and members of the public will be allowed to comment or ask questions concerning other agenda items at regular meetings or concerning matters discussed at special meetings. Such comments or questions will be

limited to five minutes each, and will not exceed thirty minutes on any agenda item.

#### **RULE 6. - BOARD ACTIONS**

(a) Provided a quorum is present, the Utilities Board may take action only by resolution or motion.

(b) Resolutions or motions shall be approved by the majority vote of the members of the Utilities Board present, except that the affirmative votes of five members of the Utilities Board are required for adoption or revision of the Bylaws, adoption or revision of written Board Policies, and approval of any motion or resolution providing for the expenditure of money.

(c) A roll call vote will be used for all Board actions items requiring a vote, with full details recorded in the minutes of the Utilities Board meeting.

(d) Utilities Board resolutions shall be signed by the Chair and the Secretary or an Assistant Secretary to the Utilities Board.

#### **RULE 7. - MOTIONS**

(a) When a motion is made and seconded, it may be restated by the Chair or by the Chief Executive Officer before a debate and again before the final vote. Any member may demand that a motion be reduced to writing. A motion may not be withdrawn by the mover without the consent of the second.

(b) When an item is before the Utilities Board, no motion shall be entertained except as listed according to priority (highest to lowest):

(1) Motion to Adjourn - Requires a second, is not debatable, is not amendable, and requires a majority vote of those present.

(2) Motion to Recess - Requires a second, is not debatable, is amendable only as to time and duration of recess, and requires a majority vote of those present.

(3) To Postpone Temporarily - Requires a second, is not debatable, is not amendable, and requires a majority vote of those present.

(4) To Close Debate - Requires a second, is not debatable, is not amendable, and requires a 2/3 vote of those present.

(5) To Limit or Extend Debate - Requires a second, is debatable as to type and time of limitations, is amendable as to time and type of limitations, and requires a 2/3 vote of those present.

(6) A Motion to Postpone to a Definite Time - Requires a second, is debatable as to reasons for postponement and date of reconsideration, is amendable as to date of reconsideration, and requires a majority vote of those present.

(7) Motion to Refer - Requires a second, is debatable as to the referral, is amendable as to the referral, and requires a majority vote of those present.

(8) Motion to Amend - Requires a second, is debatable unless applied to an undebatable motion,

is amendable, and requires a majority vote of those present.

(9) Motion to Postpone Indefinitely - Requires a second, is debatable, is not amendable, and requires a majority vote of those present.

(10) Motion to Reconsider - Requires a second, is debatable, is not amendable, and requires a majority vote of those present. This motion can be made at the same meeting or at a meeting other than the meeting at which the action was taken. If at a meeting other than the meeting at which the action was taken, all members of the Utilities Board must be given at least seven days written notice by the Chief Executive Officer that a named Board member is going to move to reconsider Item No. \_\_\_ of the formal Utilities Board Agenda of (Date). If the motion to reconsider is voted upon and approved, no action shall be taken on the item reconsidered until the next regular Utilities Board meeting.

(11) Main Motions - Requires a second, is debatable, is amendable, requires a majority vote of those present.

(c) In making any of the above motions, the motion maker may not interrupt another speaker.

## **RULE 8. - SPECIAL MOTIONS**

These motions must be disposed of immediately:

(a) Motion Objecting to Consideration - This motion must be made immediately after an item is called to the attention of the Utilities Board by the Chief Executive Officer. This motion enables the Utilities Board to avoid a main motion that would be undesirable to consider at the time. It does not require a second, is not debatable, is not amendable, and requires a 2/3 vote of those present.

(b) Motion to Withdraw - A mover of any motion may withdraw the motion as a matter of right so long as the consent of the second is first obtained.

(c) Motion to Suspend Rules - This motion applies to all procedural rules herein. The purpose of this rule is to enable the Utilities Board to set aside one or more of its procedural rules that would otherwise prevent consideration of a certain action. A motion to suspend rules suspends only those rules which specifically interfere with the consideration of the particular action involved. The rules are suspended only temporarily and are automatically reactivated when the proposed action has been considered. Voting or notice requirements set forth in these Bylaws and rules set forth in the City Charter, City Code, Utilities tariffs or written Board Policies may not be altered by suspending the rules. A motion to suspend rules is not a debatable motion and may not be amended. It requires a majority vote of the Utilities Board members present.

#### **RULE 9. - MINUTES AND RECORDINGS**

(a) The Chief Executive Officer will be responsible for keeping minutes of all Utilities Board meetings. Minutes of the

previous regular meeting and any special meetings occurring in the previous month shall be included in the Utilities Board member's agenda packets for distribution prior to each regular meeting.

(b) All regular and special Utilities Board meetings will be recorded, and the audio recordings will be archived.

(c) Minutes of the Utilities Board shall be bound quarterly and provided to the City Clerk's Office and made available for public access.

#### **RULE 10. - EXECUTIVE SESSION PROCEDURES**

(a) The Chief Executive Officer and the Utilities Assistant General Counsel shall prepare the agenda for the Executive Session of the Utilities Board meeting. The agenda shall include those items that may be discussed in closed session.

(b) In compliance with the Colorado Open Meetings Act, prior to convening an Executive Session, the Chair shall announce the general topics of the Executive Session as set forth below. The Chair shall poll Board members, and, upon consent of two thirds of the Board members present, may hold a closed Executive Session. If consent to the closed Executive Session is not given, the item may be discussed in open session or withdrawn from consideration.

(c) No adoption of any proposed policy, position, resolution, rule, regulation or formal action shall occur in Executive Session which is not open to the public. However, Utilities Board members may receive information and provide direction, as provided by law in the following areas:

- (1) Purchase, acquisition, lease, transfer, or sale of any real, personal or other property interests.
- (2) Conferences with the Utilities Attorney, the City Attorney or other attorneys for Utilities, for the purposes of receiving legal advice on specific legal questions, issues or matters.
- (3) Matters required to be confidential by federal or state law or rules and regulations.
- (4) Specialized details of security arrangements or investigations.
- (5) Determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators.
- (6) Personnel matters except if the employee who is subject of the session has requested an open hearing, or if the personnel matter involves more than one employee, all the employees have requested an open meeting.
- (7) Consideration of any documents protected by

mandatory nondisclosure provisions of the Colorado Open Records Act or other information which is considered confidential or proprietary and, thus, would not be subject to disclosure requirements of the Colorado Open Records Act.

(d) Executive sessions will be electronically recorded, and the audio recordings will be archived. All such recordings shall be privileged and confidential records.

(e) The Utilities Assistant General Counsel shall prepare a succinct summary of matters discussed in Executive Session and any direction given by the Utilities Board.

(f) Any items discussed in Executive Session requiring formal Council consideration ordinarily will be put on the next regular City Council meeting agenda as a Utilities Business item.

(g) Nothing herein shall restrict the Board from deciding to hold an Executive Session regarding any other agenda item provided such decision meets the criteria set forth in sub paragraph 10 (c) above.

**RULE 11. - EXPENSE REIMBURSEMENT**

(a) Utilities Board may authorize reimbursement of expenses incurred by its members for travel and educational purposes relating to their duties as Utilities Board members. Such reimbursements shall be in accordance with the guidelines established in the current Utilities Administrative

Regulations. Any conflicts or issues shall be resolved by the Utilities Board.

(b) No vote of Utilities Board or of City Council shall be required to authorize such reimbursements, but all such authorizations shall be noted in the minutes.

(c) The Chief Executive Officer's Office will coordinate necessary travel arrangements, will process reimbursement requests, and will report reimbursements to the Utilities Board as directed by the Board.

#### **RULE 12. - MODIFICATION OF BYLAWS**

(a) Utilities Board members can suggest modifications to Bylaws by placing the matter as an agenda item at a regular Utilities Board meeting.

(b) The Chief Executive Officer may suggest Bylaw revisions, but the decision to bring any such matters to a vote will be reserved to the Utilities Board.