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**SUMMIT COUNTY GOVERNMENT
OPEN SPACE ADVISORY COUNCIL BYLAWS**

Original: February 1, 1995
Amended: November 9, 1998
Amended: April, 2003
Amended: December 8, 2009
Amended: February 9, 2010

Section 1: Establishment of Open Space Advisory Council. The Summit County Board of County Commissioners ("BOCC") approved Resolution 94-101 on October 11, 1994, which authorized the establishment of the Summit County Open Space Advisory Council ("OSAC"). These bylaws establish the duties and membership of the OSAC.

Section 2. Purpose. The purpose of the OSAC is to make recommendations to the BOCC regarding the following issues: priorities and criteria for the acquisition of property interests to protect open space values, including the *Summit County Open Space Protection Plan*; acquisition of specific property interests through expenditures of the County's Open Space Fund; acceptance of property interest donations; the management and maintenance of all properties acquired with expenditures from the County's Open Space Fund and/or donated to Summit County for open space preservation purposes, including property-specific management plans; and the County's overall open space protection program. The OSAC shall also review open space elements of the Countywide Comprehensive Plan and basin master plans, and make recommendations concerning any open space related changes to plans. OSAC members shall strive to establish relationships with towns, homeowners' associations, individual landowners, special districts, and land trusts to more effectively discharge OSAC responsibilities.

As of January 2010, OSAC shall make recommendations as requested regarding the County's acquisition of land and improvements for other public purposes including affordable workforce housing and County facility needs (such as communication towers). More specifically, OSAC's purpose is expanded to include the following:

- 1) As basin master plans are developed, OSAC will work with County planning staff and planning commissions to ensure that open space values are adequately addressed and protected.
- 2) If in the course of evaluating lands for open space, it is found that a parcel of land may be more appropriate for workforce housing or other public purpose, the Open Space and Trails staff shall refer the parcel to the Manager's Office for possible acquisition using funds that are not intended for open space (as expressed by Resolution #2008-64 authorizing a property tax levy for preservation of open space and trails and for other purposes)
- 3) In the event that the BOCC or the County Manager's Office identifies lands for acquisition for housing or other public purposes, the OSAC, at the request of the BOCC or County Manager's Office, will:
 - a) Evaluate the potential acquisition to determine if the parcel has significant open space values that would warrant acquisition for open space purposes.
 - b) Provide guidance as to how to conceptually arrange the parcel to best meet development interests for housing or other public purposes while preserving any open space values.
 - c) Provide recommendations for securing real property interests for lands for work-force housing and other public purposes.

Section 3. OSAC Membership.

- A. **Number of Members.** The OSAC shall consist of up to thirteen (13) members, consisting of a minimum of two representatives from each of the four planning basins, and three (3) at-large representatives, with up to an additional two (2) at-large members appointed at the discretion of the Board of County Commissioners ("BOCC").
- B. **Term of Members.** OSAC members shall be appointed for a term of three (3) years, except for the appointment of the first council who shall have staggered terms. Terms begin and end on February 1st of each calendar year. The first year of each OSAC member's initial term shall be probationary ("Probationary Period"). Upon completion of the Probationary Period, each OSAC member's performance shall be reviewed by the BOCC. If the BOCC determines that the subject OSAC member's performance has been satisfactory, then such member shall complete the remainder of his/her term. If the BOCC determines that the subject OSAC member's performance has been unsatisfactory, then such member's term shall be terminated effective immediately and a replacement member shall be appointed to serve the balance of the terminated member's term. All members whose terms are expiring shall be notified in November prior to the expiration of their current term and invited to re-apply. OSAC members shall not serve more than a maximum of twelve (12) years as a member of the OSAC. An OSAC member who desires to serve more than twelve (12) years may petition the BOCC in writing and the BOCC may reappoint such a member to serve if it determines such service is in the public's interest. All terms that are expiring shall be advertised and appointments made pursuant to Section D below.
- C. **Qualifications of Members.**
1. Each member must be a full-time resident of Summit County for at least one year prior to appointment. To qualify as a resident of Summit County, the residence of a person shall be the location of the principal or primary home or place of abode of that person. In determining what is the principal or primary place of abode of a person, the following circumstances relating to the person shall be taken into account: business pursuits, employment, income sources, residence for income or other tax purposes, voter registration, existence of any other residences and the amount of time spent at each residence, motor vehicle registration, and the provisions of Colorado Revised Statute Section 1-2-102, as it may be amended from time to time.
 2. An OSAC member appointed as a basin representative shall reside within the boundaries of that particular basin, the boundaries of which are defined by Chapter 2 of the Summit County Land Use and Development Code.
 3. OSAC members shall hold no elected County or municipal office or be employed by the County or a municipality with planning and zoning duties. In addition, OSAC members shall not be members of the Summit County Board of Adjustment, Summit County Countywide Planning Commission, a Summit County Basin Planning Commission, or Summit County Sign Review Commission.
- D. **Method of Member Nomination and Appointment.** OSAC members shall be nominated and appointed according to the following procedures:
1. When a vacancy occurs or when terms are expiring, the Open Space and Trails Department shall notify the BOCC and advertise the vacancy and selection process at least one time in a newspaper of general circulation in the County.
 2. If an OSAC member does not want to be re-appointed, resigns, or if a member is removed by the BOCC as provided for in the OSAC Bylaws, the OSAC shall thoroughly review all applicants for such vacancy at a regular or special meeting. The OSAC shall forward a

recommendation on the appointment to the BOCC. The BOCC may interview any or all applicants prior to making an appointment.

3. The BOCC shall make an appointment as soon as practicable after the close of the application period. In making appointments to the OSAC, the BOCC shall strive to select individuals with varying professional and civic backgrounds.

E. Compensation of Members. OSAC members shall serve without pay.

F. Removal of Members. Any member of the OSAC may be removed from office by the BOCC for failure to attend four regular meetings in a calendar year, three consecutive regular meetings, or otherwise failing to discharge the duties as a member, failing to abide by the rules for conduct of members, or ceasing to be a resident of the County or of the basin they represent. A member of the OSAC may also be removed if, because of personal, business or professional ties, a member is rendered ineffective as an OSAC member because that member is unable to participate in decisions on a substantial share of the matters before the OSAC due to conflict of interest, or due to the number of meetings missed.

Section 4: Election of Officers. The OSAC shall elect a chairman and a chairman pro tem (vice-chairman) by a formal motion each year at the OSAC's first regular meeting on or after February 1. The chairman and chairman pro tem shall serve for a one-year term, and may be reelected for additional terms up to a total of four consecutive years for a specific office. If the chairman or the chairman pro tem are not attending an OSAC meeting, or cannot participate due to a conflict of interest, the OSAC shall appoint an interim chairman to run the meeting by a motion.

Section 5: Formation of Committees. The OSAC may form committees to examine particular issues, to conduct research and develop recommendations on matters of concern to the OSAC, to conduct site visits, or assist the OSAC in carrying out its duties.

Section 6: Conduct of OSAC Meetings. All regular and special meetings of the OSAC shall be open to the public pursuant to C.R.S. 24-6-401 et seq., except as provided by law. The OSAC may meet in Executive Session as allowed by law.

A. Schedule of Meetings. The OSAC shall hold regular monthly meetings at a place and time determined by the OSAC. Any meeting date falling on a holiday, or any meeting cancelled because a quorum could not be assembled, shall be rescheduled by the Open Space and Trails Department on behalf of the OSAC. A regular OSAC meeting shall be cancelled if no business is scheduled for discussion. Special meetings of the OSAC can be scheduled by the chairman, by the OSAC itself or by the Open Space and Trails Department as necessary. There shall be at least seven (7) days notice provided to OSAC members of any special meeting. The Open Space and Trails Department shall notify OSAC members if a meeting is to be cancelled.

B. Notice of Meetings. The Open Space and Trails Department shall post the agenda of OSAC regular meetings and any special meetings on the public bulletin boards in the Old County Courthouse and the County Commons Building, with such agendas posted no less than twenty-four hours prior to the meeting.

C. Quorum and Vote. A majority of the membership of the OSAC shall constitute a quorum for the conduct of business, and action may be taken by a majority of those present. In cases of a tie vote, the decision shall be deemed a denial of the motion before the OSAC. Other motions can be made on the particular agenda item, and if the OSAC still has a tie vote after three (3) motions,

the tie vote will be considered a denial of the agenda item before the OSAC. Proxies cannot be used for any purpose. If the OSAC cannot maintain a quorum due to a member(s) inability to participate due to a conflict of interest, such agenda item shall be continued to the next available meeting. The record of voting on items shall indicate any OSAC members that abstained due to a conflict of interest. An OSAC member may not vote on minutes for a meeting a member did not attend.

- D. Executive Sessions. All regular and special meetings of the OSAC shall be open to the public, except that, upon vote of a majority of the members present, an executive session may be held pursuant to the Colorado Sunshine Act of 1972, C.R.S. §24-6-401 *et seq.*, as amended. Statutory requirements for calling and conducting an executive session are attached hereto as Exhibit "A."
- E. Minutes and Records of Meetings. The OSAC shall keep written minutes for each of its regular meetings and any special meetings. The minutes shall be prepared by the Open Space & Trails Department, and presented to the OSAC for approval. The approved minutes shall be maintained as public records in the Open Space & Trails Department. The minutes of a meeting during which an executive session is held shall reflect the topic of the discussion at the executive session. Information presented to the OSAC in carrying out its responsibilities, records of its meetings, and any other material resulting from the conduct of its activities shall be kept on file in the Open Space and Trails Department, and shall be available for inspection by the public upon reasonable request, except as provided by law.

Section 7: Procedural Rules on Conflict of Interest and Ethics. The OSAC may adopt such rules as it deems appropriate to govern the conduct of its business. All OSAC members shall abide by the applicable sections of the Standards of Conduct Act pursuant to C.R.S. 24-18-101, *et seq.*, as amended. The holding of office on the OSAC is a public trust, created by the confidence, which the electorate reposes in the integrity of public offices. Therefore, each OSAC member shall carry out duties for the benefit of the people of Summit County. An OSAC member shall not depart from the fiduciary duty to the residents of Summit County. In addition, OSAC members shall abide by the following rules of conduct:

A. Conflict of Interest:

1. Definition of conflict of interest: OSAC members have the right and the obligation to vote on all questions before the OSAC and to participate in the business of the OSAC, except when a conflict of interest as defined in C.R.S.24-18-109, as amended, exists, or if an inability to participate in the decision exists as otherwise provided by law (bias, appearance of impropriety, etc.).
2. Responsibility for notification of potential conflict: Whenever the OSAC is considering a matter which raises a question of conflict of interest for a particular OSAC member, the OSAC member is responsible for contacting the Open Space and Trails Department prior to the meeting, if possible, to alert the staff to their situation. If, in the staff's opinion, there is a potential conflict of interest, the County Attorney may be asked for an official opinion, which shall be provided to the member prior to the meeting. Members are responsible for determining when a conflict of interest exists. Members are also responsible for alerting the OSAC chairman of the situation prior to commencement of the meeting if possible.
3. Conduct at meetings for OSAC members having conflict of interest: If an OSAC member has a conflict of interest on a particular item, the OSAC member shall explain to the OSAC and the public in attendance of the conflict of interest, and shall retire to the back of the meeting room and not attempt to influence the decisions of the other members of the OSAC. The abstaining member shall not participate in either the discussion or voting on the item.
4. Minimizing conflicts: It is intended that situations resulting in conflict of interest for OSAC members be minimized. If, in the opinion of the BOCC, the Open Space and Trails

the meeting, if possible, to alert the staff to their situation. If, in the staff's opinion, there is a potential conflict of interest, the County Attorney may be asked for an official opinion, which shall be provided to the member prior to the meeting. Members are responsible for determining when a conflict of interest exists. Members are also responsible for alerting the OSAC chairman of the situation prior to commencement of the meeting if possible.

3. Conduct at meetings for OSAC members having conflict of interest: If an OSAC member has a conflict of interest on a particular item, the OSAC member shall explain to the OSAC and the public in attendance of the conflict of interest, and shall retire to the back of the meeting room and not attempt to influence the decisions of the other members of the OSAC. The abstaining member shall not participate in either the discussion or voting on the item.
4. Minimizing conflicts: It is intended that situations resulting in conflict of interest for OSAC members be minimized. If, in the opinion of the BOCC, the Open Space and Trails Department or the County Attorney, an OSAC member fails to abide by the standards for conflict of interest as stated herein, the member may be asked to appear before the BOCC to explain the situation. The BOCC may remove the member from the OSAC for failure to abide by the standards for conflict of interest.

B. Rules of Ethics and Standards of Conduct: Should the BOCC adopt separate rules of ethics or standards of conduct for OSAC members, each member shall abide by such rules or standards.

Section 8: Staff and Expenses. The County shall provide necessary staff support and supplies to the OSAC, within the amounts budgeted and appropriated for such staff and expenses, and pay all budgeted and approved expenses incurred.

Section 9: Repeal. All previous bylaws or rules of procedure established for the Summit County Open Space Advisory Council are hereby repealed and superseded.

Section 10: Severability. If any part of these bylaws is for any reason held invalid, such shall not affect the remainder of these bylaws.

Section 11: Effective Date. These bylaws shall be effective upon adoption by the BOCC.

ADOPTED THIS 9th DAY OF February, 2010.



COUNTY OF SUMMIT
STATE OF COLORADO
BY AND THROUGH ITS
BOARD OF COUNTY COMMISSIONERS

Robert H.S. French, Chairman

ATTEST:

Kathleen Neel, Clerk & Recorder

EXHIBIT A
Executive Session Rules for OSAC

The requirements of CRS § 24-6-402, Open Meetings Law, apply to the OSAC as it is a “Local Public Body.” Pursuant to the Open Meetings Law CRS § 24-6-402(2)(b), “All meetings of a quorum or three or more members of any local public body, whichever is fewer, at which any public business is discussed or at which any formal action may be taken are declared to be public meetings open to the public at all times.” Pursuant to the Open Meetings Law CRS § 24-6-402(2)(c), a public meeting must be properly noticed, and minimum noticing requirements are considered “a local public body shall be deemed to have given full and timely notice if the notice of the meeting is posted in a designated public place within the boundaries of the local public body no less than twenty-four hours prior to the holding of the meeting.”

24-6-402(2)(d.5)(II): provides for the manner of keeping records of an executive session: 1. keep records of executive session in the same manner as records are kept for the regular meeting; 2. No records need be kept of privileged attorney-client communication at executive session, but record should reflect that “no further record was kept of the discussion based upon the opinion of the attorney representing the local public body, as stated for the record during the executive session, that the discussion constitutes privileged attorney-client communication.” The minutes of the executive session must contain a signed statement from the attorney representing the local public body attesting that the portion of the executive session that was not recorded constituted a privileged attorney client communication in the opinion of the attorney and a signed statement from the chair of the executive session attesting that the portion of the executive session that was not recorded was confined to the topic authorized for discussion in an executive session pursuant to § 24-6-402(4). 3. The record of an executive session shall be retained for at least 90 days after the date of the executive session.

24-6-402(4) provides the procedure for conducting an executive session:

1. OSAC announces that is going into executive session pursuant to CRS § 24-6-402(4).
2. The OSAC announces the subject/topic of the proposed executive session with as much detail as possible without compromising the purpose of the executive session.
3. OSAC votes on whether to go into executive session – must have two-thirds vote in favor to proceed to executive session.

24-6-402(4) provides the purposes for validly holding an executive session:

1. First, it is provided what may not occur at an executive session, “no adoption of any proposed policy, position, resolution, rule, regulation, or formal action, except the review, review, approval, and amendment of the minutes of a previous executive session.
2. Executive sessions may be held to consider any of the following matters:
 - (a) The purchase, acquisition, lease, transfer, or sale of any real, personal, or other property interest; except that no executive session shall be held for the purpose of concealing the fact that a member of the local public body has a personal interest in such purchase, acquisition, lease, transfer, or sale;
 - (b) Conferences with an attorney for the local public body for the purposes of receiving legal advice on specific legal questions. Mere presence or participation of an attorney at an executive session of the local public body is not sufficient to satisfy the requirements of this subsection (4);
 - (c) Matters required to be kept confidential by federal or state law or rules and regulations. The local public body shall announce the specific citation of the statutes or rules that are the basis for such confidentiality before holding the executive session;
 - (d) Specialized details of security arrangements or investigations, including defenses against terrorism, both domestic and foreign, and including where disclosure of the matters discussed

- might reveal information that could be used for the purpose of committing, or avoiding prosecution for, a violation of the law;
- (e) Determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators;
 - (f) (I) Personnel matters except if the employee who is the subject of the session has requested an open meeting, or if the personnel matter involves more than one employee, all of the employees have requested an open meeting. With respect to hearings held pursuant to the "Teacher Employment, Compensation, and Dismissal Act of 1990", article 63 of title 22, C.R.S., the provisions of section 22-63-302(7)(a), C.R.S., shall govern in lieu of the provisions of this subsection (4).
(II) The provisions of subparagraph (I) of this paragraph (f) shall not apply to discussions concerning any member of the local public body, any elected official, or the appointment of a person to fill the office of a member of the local public body or an elected official or to discussions of personnel policies that do not require the discussion of matters personal to particular employees;
 - (g) Consideration of any documents protected by the mandatory nondisclosure provisions of part 2 of article 72 of this title, commonly known as the "Open Records Act"; except that all consideration of documents or records that are work product as defined in section 24-72-202(6.5) or that are subject to the governmental or deliberative process privilege shall occur in a public meeting unless an executive session is otherwise allowed pursuant to this subsection (4);
 - (h) Discussion of individual students where public disclosure would adversely affect the person or persons involved.