

CITY OF CENTENNIAL FIBER COMMISSION**ARTICLE I. AUTHORITY/MISSION**

The City of Centennial Fiber Commission has been established by the City Council and is governed by applicable provisions of the Centennial Municipal Code and Resolution No. 2016-R-80. In accordance with Resolution No. 2016-R-80, the Fiber Commission may adopt and amend bylaws for its proper operation which shall be consistent with the laws of Colorado and the City of Centennial. The City Council shall have the right to alter, amend or reject the bylaws of the Fiber Commission.

ARTICLE II. MEMBERS

In accordance with Resolution No. 2016-R-80, the Fiber Commission shall consist of three (3) members of the City Council and two (2) members who are residents of the City of Centennial. Additionally City Council may appoint non-voting advisory members with expertise in construction, operation, or management of fiber optic systems to the Fiber Commission upon recommendation of the Fiber Commission. For purposes of these bylaws, references to “Fiber Commission members” shall include *all* members whether members of City Council, residents of the City and/or non-voting advisory members unless otherwise specified. Each member of the Fiber Commission shall serve for a term of years as set forth in Resolution No. 2016-R-80 and shall be limited as to the number of terms served as specified in Resolution No. 2016-R-80.

ARTICLE III. APPOINTMENT**A. Appointment of Council Members of the Fiber Commission**

Appointment of three (3) City Council Members to serve on the Fiber Commission shall be governed by applicable provisions of the Centennial Municipal Code and the provisions of Resolution No. 2016-R-80.

B. Appointment of Non-Council Members of the Fiber Commission**a. Citizen Voting Members**

Appointment of two (2) members who are residents of the City shall be governed by Resolution No. 2016-R-80 and the procedures set forth in these bylaws.

i. Criteria for Appointment – Citizen Voting Members

Citizen voting members shall be residents of the City appointed at-large from the Council Districts of the City. The following factors shall be considered, when possible, in making recommendations to the City Council for appointment of citizen members to the Commission:

1. Appointees should demonstrate commitment and ability to attend Commission meetings on a regular basis.
2. Appointees should be without conflicts or potential conflicts of interest or appearance of impropriety. Without limitation, such conflict or appearance shall be presumed by an applicant's employment with, appointment to or

affiliation with any entity or agency which has or may seek a contract with the City or special consideration from the City and which relates to any matter within the purview of the Commission.

3. Consideration should be given to the appointees' purpose and motivation for seeking appointment to the Commission.
4. Expertise in a field relevant or associated with the purposes and goals of Centennial FiberWorks and the Commission shall be preferred.

ii. Selection Committee – Citizen Voting Members

A selection committee, consisting of the three (3) Council Members serving on the Fiber Commission, the Fiber General Manager or designee, and the Director of Fiber Infrastructure, shall convene when necessary to fill openings or vacancies of citizen voting members. The selection committee shall abide by the following process:

1. Provide publication of notice of openings;
2. Review candidates' applications;
3. Conduct interviews of qualified applicants; and
4. Prepare a written recommendation for selection to be presented to the City Council.

The recommendations of the selection committee will be presented to the City Council by the Chairperson and/or Vice Chairperson. Upon receipt of the selection committee's recommendation, City Council may, by majority vote, appoint the citizen voting members to the Commission.

b. Non-Voting Advisory Members

Non-voting advisory members of the Fiber Commission may be appointed to the Fiber Commission in accordance with the procedures set forth in these bylaws.

i. Criteria for Appointment – Non-Voting Advisory Members

The following factors shall be considered, when possible, in making recommendations to the City Council for appointment of non-voting advisory members to the Commission:

1. Appointees should have experience in construction, operation, or management of fiber optic systems.
2. Appointees should demonstrate commitment and ability to attend Commission meetings on a regular basis.
3. Appointees should be without conflicts or potential conflicts of interest or appearance of impropriety. Without limitation, such conflict or appearance shall be presumed by an applicant's employment with, appointment to or affiliation with any entity or agency which has or may seek a contract with the City or special consideration from the City and which relates to any matter within the purview of the Commission.
4. Consideration should be given to the appointees' purpose and motivation for seeking appointment to the Commission.

5. Familiarity with the purposes and goals of Centennial FiberWorks and the Commission shall be preferred.

ii. Recommendation – Non-Voting Advisory Members

The Commission may recommend that the City Council consider appointment of non-voting advisory members at any time by a majority vote of those present and voting. A written recommendation for appointment will be prepared and presented to City Council. Upon receipt of the recommendation, City Council, may, by majority vote, appoint non-voting advisory members to the Commission.

ARTICLE IV. REMOVAL

Removal of members of the Fiber Commission shall be governed by applicable provisions of the Centennial Municipal Code and Resolution No. 2016-R-80. Removal shall occur at the sole discretion of the City Council and shall customarily be imposed for issues listed in Section 2-4-90 of the Centennial Municipal Code, which include removal for unexcused absences which, in the opinion of the majority of the Fiber Commission, render the member unable to be an effective participant on the Fiber Commission.

ARTICLE V. OFFICERS

SECTION 1. OFFICERS: CHAIR PERSON AND VICE-CHAIR

Unless otherwise specified by ordinance or resolution, the Chair Person (or “Chair”) and Chair Pro-Tem/Vice-Chair shall constitute the officers of the Fiber Commission. The City Council Members serving on the Commission shall be eligible for the positions of Chair Person and Chair Pro-Tem/Vice-Chair. The Chair Person shall be the presiding officer and parliamentarian of the Fiber Commission and shall conduct the meetings of the Fiber Commission. When necessary, the Chair Person or another member of the Fiber Commission shall present formal reports or recommendations to the City Council. The Chair Person is authorized to sign any official documents of the Fiber Commission. Additionally, the Chair Person shall clarify and restate motions prior to any vote of the Fiber Commission. In the absence of the Chair Person, or any time at the Chair Person's option, the Chair Pro-Tem/Vice-Chair shall be the presiding officer of the Fiber Commission. In the absence of the Chair Person, the Chair Pro-Tem/Vice-Chair may sign any documents required to be signed by the Chair Person. In the case of the absence of the Chair Person and Chair Pro-Tem/Vice-Chair, the Staff Liaison shall call the Fiber Commission to order. The Fiber Commission shall then proceed to elect, by a majority vote of those present, a presiding officer of the meeting to act until the Chair Person or Chair Pro-Tem/Vice-Chair appears.

SECTION 2. ELECTION OF OFFICERS

The Chair Person and Chair Pro-Tem/Vice-Chair of the Fiber Commission shall be elected on an annual basis at the first meeting of each calendar year unless otherwise determined by the Fiber Commission. There is no limit on the number of terms an officer may serve. Any member may nominate any member, including themselves, and no second shall be required. Any nominee may decline the nomination. After nominations, each officer shall be elected by a

majority vote of the Fiber Commission members present. Should any officer resign or be unable to carry out his/her duties, an election shall be held at the earliest convenience of the Fiber Commission for the purposes of filling the vacancy. Officers shall retain office until new officers are elected by the Fiber Commission.

ARTICLE VI. STAFF LIAISON AND CITY ATTORNEY

SECTION 1. STAFF LIAISON

The Fiber Commission will have a Staff Liaison to be appointed by the City Manager. The Staff Liaison shall be responsible for the proper posting of the meetings. The Staff Liaison shall also take roll call and keep minutes of the meetings. The Staff Liaison shall furnish each member of the Fiber Commission with a copy of the minutes of all Fiber Commission meetings. Agendas for meetings of the Fiber Commission shall be set by the officers of the Fiber Commission or may be set by the Staff Liaison for the Fiber Commission. All agendas and supporting materials must be retained for two (2) years. The Staff Liaison may also assist in setting the schedule of meetings, arranging for space, clerical help, records, and/or other general assistance or coordination requested by the officers of the Fiber Commission subject to approval of the City Manager.

SECTION 2. CITY ATTORNEY

The Fiber Commission may, at any time, call upon the City Attorney for an oral or written opinion to decide any question of law related to the duties of the Fiber Commission. Members of the Fiber Commission shall seek the assistance of the City Attorney for direction on legal issues and matters such as motions for executive session.

ARTICLE VII. FIBER COMMISSION MEETINGS

SECTION 1. REGULAR FIBER COMMISSION MEETINGS

The Fiber Commission shall meet regularly at a day and hour and place to be determined by the Fiber Commission. On an annual basis, the Fiber Commission may establish the meeting schedule and the members shall approve the schedule by a majority vote of the Fiber Commission members present and voting. When a scheduled meeting falls on a holiday which is officially recognized by the City of Centennial, the meeting shall be cancelled and the Fiber Commission may, at its discretion, reschedule the meeting for another date and time in consultation with the Staff Liaison.

SECTION 2. SPECIAL MEETINGS

Special meetings may be called by the Fiber Commission Staff Liaison on the request of the Chair Person or any two (2) members of the Fiber Commission with at least twenty-four (24) hours notice to each member of the Fiber Commission and to the public in accordance with the Colorado Open Meetings Law, delivered to each member via their specified email address or served personally or left at their usual place of residence. A special meeting may also be called and notice thereof given by the Chair Person or by the Fiber Commission at any regular meeting of the Fiber Commission subject to the time and notice requirements set forth herein, provided,

however, that further written notice of such special meeting will not be necessary for those Fiber Commission members present.

SECTION 3. STUDY SESSIONS

Study sessions (or work sessions) may be called by the Fiber Commission Staff Liaison on the request of the Chair Person or any two (2) members of the Fiber Commission with at least twenty-four (24) hours notice to each member of the Fiber Commission and to the public in accordance with the Colorado Open Meetings Law, delivered to each member via their specified email address or served personally or left at their usual place of residence. A study session may also be called and notice thereof given by the Chair Person or by the Fiber Commission at any regular meeting of the Fiber Commission subject to the time and notice requirements set forth herein, provided, however, that further written notice of such study session will not be necessary for those Fiber Commission members present. A study session shall customarily be limited to the presentation of information to the Fiber Commission and to the Fiber Commission's discussion of such information. No quorum shall be required at any study session and no final or official action of the Fiber Commission may be taken at a study session.

SECTION 4. EXECUTIVE SESSION

Executive sessions may be called and conducted by the Fiber Commission in compliance with the Colorado Open Meetings Law for topics as enumerated in C.R.S. § 24-6-402(4). A vote to conduct an executive session requires a two-thirds vote of the quorum present. It is the Fiber Commission's general intent to limit the use of executive sessions to the greatest degree possible.

SECTION 5. MEETINGS TO BE PUBLIC AND NOTICE TO BE POSTED

All regular meetings, special meetings, and/or study sessions of the Fiber Commission shall be open to the public as required by the Colorado Open Meetings Law. Meetings at which three (3) or more Fiber Commission members are present, and during which any public business is discussed or any formal, official action may be taken, are considered open to the public and shall be noticed as such in conformance with the Colorado Open Meetings Law. Notice of all meetings shall be posted in accordance with City policy no less than twenty-four (24) hours prior to the holding of the meeting.

SECTION 6. QUORUM

A majority of the members of the Fiber Commission in office at the time shall constitute a quorum for the transaction of official action at all Fiber Commission meetings. In addition, a quorum shall require the presence of two (2) City Council Members serving on the Commission. Non-voting advisory members of the Fiber Commission shall not be counted for purposes of establishing a quorum. In the absence of a quorum, a lesser number may adjourn a meeting or continue a meeting to a later time or date.

SECTION 7. MEETING MINUTES

In accordance with the Colorado Open Meetings Law, minutes of the Fiber Commission shall be taken by the Staff Liaison and promptly recorded and such records shall be open to public

inspection. The minutes of a meeting during which an executive session is held in compliance with the Colorado Open Meetings Law shall reflect the topic of the discussion at the executive session. The Fiber Commission, by majority vote, shall approve the minutes after any corrections, comments, or questions are addressed. All minutes of the Fiber Commission are records of the City and must be retained and filed with the City Clerk's Office after approval.

ARTICLE VIII. CONDUCT OF MEETINGS

SECTION 1. DECORUM AND ORDER

The Chair Person shall preserve decorum and decide all questions of order, subject to appeal to the Fiber Commission. The Fiber Commission shall conduct and discuss business in a respectful and open manner and shall utilize Bob's Rules of Order (attached) to foster the efficient operations of the Fiber Commission.

SECTION 2. PARLIAMENTARY PROCEDURE

The actions and procedures of the Fiber Commissions shall be governed by Bob's Rules of Order (attached). In the event a question of proper parliamentary procedure arises during a meeting, the Fiber Commission may rely upon Bob's Rules of Order. The Chair Person may also consult with the Staff Liaison or the City Attorney to resolve any questions related to procedural matters.

SECTION 3. ORDER OF BUSINESS

Subject to change at the discretion of the Fiber Commission, the business of all regular meetings of the Fiber Commission shall generally be transacted in the following order:

1. Call to Order
2. Roll Call of Members (determination of quorum)
3. Public Comment
3. Approval of Minutes of Preceding Meeting(s)
4. General Business/Official Action
5. Other Business/Reports
6. Adjournment

SECTION 4. VOTING

A voice vote by "Yes" or "Yay" and "No" or "Nay" shall be taken upon all motions and entered upon the minutes of the Fiber Commission proceedings. Voting by proxy or through telephone or other electronic means shall be prohibited. Any member may explain his or her vote after the motion is made or after the vote is taken. A motion shall pass if it receives the affirmative votes of a majority of Fiber Commission members present and voting. In the case of a tie in votes on any affirmative motion (e.g., a motion to make a recommendation to the City Council), the proposed action shall be declared by the Chair Person as denied. However, a tie in votes upon a negative motion shall not be construed to constitute approval and, in such event, a Fiber Commission member is encouraged to make an affirmative motion to resolve the matter.

SECTION 5. ATTENDANCE

A. Attendance Required. Fiber Commission members are expected to attend all meetings. More than three (3) *unexcused* absences by a Fiber Commission member in any one calendar year shall be considered unacceptable and may be cause for Council action (such as removal) if the majority of the Fiber Commission members render the member unable to be an effective participant on the Fiber Commission. The Fiber Commission may adopt a policy permitting remote meeting participation.

B. Excused from Attendance. In the event any member of the Fiber Commission is unable to attend any meeting of the Fiber Commission, such member is requested to make a reasonable effort to so advise the Staff Liaison or Chair Person in advance of the meeting. The Chair Person shall excuse an absence of any member where the Fiber Commission member contacted the Staff Liaison or Chair Person in advance of the meeting regarding the reason for the absence or announced a scheduled absence at a previous meeting of the Fiber Commission.

C. Excused During Meeting. No member may leave a Fiber Commission meeting without permission from the Chair Person or other member presiding over the particular meeting.

SECTION 9. RECESS

A recess may be called at any time either by the Chair Person or upon motion by a member and with the consent of the majority. The Fiber Commission shall not adjourn while in recess but must reconvene prior to adjournment of a meeting.

ARTICLE IX. MEETING STIPEND

Pursuant to Resolution No. 2016-R-80, Fiber Commission members who are members of the City Council and Fiber Commission members who are residents of the City of Centennial are entitled a stipend of three hundred and fifty (\$350.00) dollars per month, prorated for any partial month of service. Non-voting advisory members shall not receive a monthly stipend.

ARTICLE X. ETHICS

The Fiber Commission shall adhere to the City of Centennial Code of Ethics (for Fiber Commission members who are members of the City Council) and the City of Centennial Code of Ethics for Appointed Officials (for all other Fiber Commission members) (both documents attached).

ARTICLE XI. AMENDMENT OF BYLAWS

These Bylaws may be amended or new Bylaws adopted by a vote of a majority of the members of the Fiber Commission.

Attachments:

Code of Ethics

Code of Ethics for Appointed Officials

Bob's Rules of Order