

**BYLAWS OF THE TOWN OF MOUNTAIN VILLAGE
GREEN TEAM COMMITTEE**

**ARTICLE I
Formation**

Section 1. Creation and Name. The name of this Committee, organized by the Town of Mountain Village ("Town"), shall be the Green Team Committee ("Committee"), which Committee is authorized by Town Council to perform the tasks set forth herein. The Committee shall not have any binding authority on the Town or Town Council and its scope of rights to provide non-binding recommendations shall be limited as specifically set forth herein.

**ARTICLE II
Intent and Purpose**

Section 1. Intent and Purpose. The intent and purpose of the Committee shall be to encourage the Town's community to appreciate and preserve the natural world and to invite and facilitate positive change in the conservation behavior of the community and its members by sharing knowledge and resources and advise the Town Council on matters related to environmental quality.

The charge to the committee is to provide the following:

- To provide a means for dialogue between the Town and citizens with environmental concerns
- To provide local government leaders with comprehensive advice and recommendations on various protection policies and compliance standards related to the environment
- To promote intergovernmental and public/private cooperation on environmental policies
- To initiate and perform special studies and projects on environmental concerns as directed by the Town Council
- To research and apply for grants that would benefit the Town's environment
- To promote environmental stewardship by being an environmental leader within the Town and throughout the region
- Annually set goals and measures
- Annual budget development beginning for 2018
- Public outreach

**ARTICLE III
Membership**

Section 1. Appointments.

- A. The Committee shall consist of no less than seven members, each of whom shall be appointed by Town Council and reflect the following membership:
1. Two Councilors
 2. Two Residents of the Town. Residents are defined as any person who maintains his or her principal residence within the Town, to which he or she intends to return whenever absent.
 3. One member of the Telluride Ski & Golf Company (TSG)

4. One member of Telluride Mountain Village Owners Association (TMVOA)
5. One at large member

B. Town Council may interview all candidates prior to appointing the Committee as an action at any regular or special meeting.

Section 2. Purpose. The responsibilities of the Committee members are outlined in Article II. Town Council may add additional tasks at its discretion.

Section 3. Term. Committee members shall serve for two years and three years as follows:

- One Council member, one at large member and one resident shall serve two-year terms
- One Council member, one resident, the TSG representative and the TMVOA representatives shall serve three-year terms

Section 4. Replacement. Upon the vacation of a Committee member seat, the replacement Committee member(s) shall be appointed by the Town Council following the same process as the original appointment set forth in Article III, Section 1 above.

Section 5. Removal. A Committee member may be removed from the Committee by majority vote of Town Council, for good cause only. The Committee Chairperson may, but need not, request that Town Council remove a Committee member who is absent from 50% of the regularly scheduled meetings within a 12-month period.

ARTICLE V

Officers

Section 1. Officers. The Committee shall decide by majority vote to elect a Chairperson and a Vice-Chairperson.

Section 2. Duties of Council Appointed Chairperson or Vice-Chairperson.

- A. Chairperson. The Chairperson shall preside at all meetings of the Committee and shall perform all duties usually incident to the office of Chairperson and such other duties as may be assigned to him or her from time-to-time by the Committee, in accordance with these Bylaws.
- B. Vice Chairperson. The Vice-Chairperson shall, in the absence or disability of the Chairperson, have all powers of and shall be subject to all restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as may be assigned by the Committee from time-to-time, in accordance with these Bylaws.

Section 3. Staffing Support Town Staff shall provide staff support to the Committee to accomplish the tasks set forth above or as otherwise directed by Town Council. Secretarial duties for the Committee shall be maintained by Town Staff as follows: (1) keeping of minutes of Committee meetings and records of the Committee; (2) attending Committee meetings and Town Council meetings related to the Green Team Program; and, (3) assisting with such other matters as the Committee reasonably may direct to accomplish the tasks outlined above. Under no circumstances shall any Committee member direct any Town Staff in

any manner as to how that person performs his or her duties as a Town employee. Any complaints of the Committee regarding staff support shall be directed to the Mayor and/or Town Manager.

Section 4. Creation of New Positions

Each request for a new position must be reviewed by the chair, and receive a majority vote for approval. No offices may be held by the same person, and no person shall simultaneously serve as an officer and a chair. This Committee may also have such other offices as may be required. The names, terms, and duties of such offices, as well as the processes for filling of vacancies will be included in relevant provisions of the Committee's bylaws and/or policies.

ARTICLE VI Meetings

Section 1. Regular Meeting. The schedule for Committee meetings shall be as follows:

- A. The first meeting of the Committee shall occur within 30 days of the Committee members' appointment.
- B. The Committee shall meet at least quarterly.
- C. Meeting dates shall be set and scheduled by the Committee, as set forth above. Attendance by Committee members at any meeting shall be in person or by telephone conference call where all parties can hear each other.

Section 2. Special Meetings. The Committee Chairperson shall be permitted to call Special Meetings as needed.

Section 3. Order of Business. At regular meetings of the Committee, the following outline presents the recommended order of business:

- 1. Approval of the minutes of last meeting
- 2. Old business
- 3. New business
- 4. Adjourn

Section 4. Voting. When a motion for vote is made at any Committee meeting, all regular members of the Committee shall vote either by voice or roll call vote. A roll call vote shall be conducted upon the request of a regular member of the Committee or at the discretion of the presiding officer. Any action requiring a vote shall be decided by a simple majority of those Committee members in attendance at any duly convened meeting with a quorum. Any vote of the Committee is intended only to provide a means of creating nonbinding recommendations to the Town Council for consideration.

Section 5. Quorum. A majority of the Committee members shall be necessary to constitute a quorum for the transaction of business.

Section 6. Rules of Order. Unless otherwise specified in these Bylaws, the Committee will follow procedures outlined in Robert's Rules of Order, Newly Revised.

Section 7. Agenda. Town Staff shall prepare the agenda, with guidance by the Chairperson, and shall distribute no less than five calendar days in advance of any scheduled meeting. Other items of the agenda shall include, but not be limited to,

disposition of minutes of the previous meeting and of any intervening special meetings, committee reports, as well as old and new business.

**ARTICLE VII
MISCELLANEOUS**

Section 1. Authority. The authority of the Committee and its members shall be limited as to the express purposes and authority granted herein and shall not be expanded outside the scope of authority necessary to carry out these Bylaws and the Green Team Committee approved Mission Statement and Goals.

Section 2. Amendment. These Bylaws shall not be amended, except by the majority vote of the Town Council at a duly noticed Town Council meeting.

Adopted and Approved by the Town Council at a public hearing held on August 17, 2017.

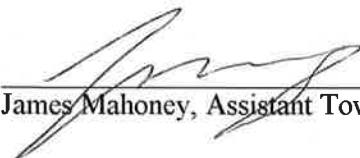
Town of Mountain Village, Town Council

By: 
Laila Benitez, Mayor

Attest:


Jackie Kennefick, Town Clerk

Approved as to Form:


James Mahoney, Assistant Town Attorney