

Business Intelligence Center Advisory Board Bylaws

Article 1 – Creation

The Business Intelligence Center Advisory Board (“Board”) is created in Section 24-21-116(4)(a), C.R.S., “to assist the Department in the operation of the program.”

Article 2 – Membership

Section 1 – Members

1. Section 24-21-116(4)(b), C.R.S., details board membership as follows:
 - a) The Secretary of State or his or her designee;
 - b) A representative from the Governor’s Office;
 - c) A representative from the Colorado Office of Economic Development;
 - d) A representative from the Governor’s Office of Information Technology;
 - e) A representative from the Statewide Internet Portal Authority; and
 - f) Up to six additional representatives whom the Secretary of State appoints from state or local government, the private sector, or the nonprofit community.
 - g) The Secretary of State or his or her designee may also invite additional representatives to attend board meetings and participate as non-voting members.

Section 2 – Terms

2. All Board members serve two-year terms.
3. All Board members serve at the pleasure of the Secretary of State.
4. If a Board member ceases to serve in the position he or she served when appointed, the member must notify the Chairperson in writing before the next scheduled meeting. The Secretary of State may consider the specific circumstances of the change and ask for the Board member to resign if the Secretary deems appropriate.
5. A member whose term has expired but whose successor has not been appointed by the Secretary of State may continue to serve until replaced.

Section 3 – Resignation, termination, and absences

1. Resignations from the Board must be in writing and delivered to the Chair, who has the authority to accept the resignation.
2. A Board member may be removed from the board due to excess absences, meaning more than two unexcused absences from board meetings in a calendar year. The Chair maintains the authority to excuse an absent member.

3. A Board member may also be removed for other reasons, including, but not limited to, lack of participation in Board meetings, violation of conflicts of interest provisions, or meeting disruptions. Any discussion regarding removal of a Board member will be done in executive session. A motion to remove a Board member will be made in an open meeting. The vote to remove a Board member will also be made in an open meeting. The vote will be from a minimum of three-fourths of the remaining Board members approving the motion. If the Board approves the motion, the final vote will then be taken to the Secretary of State for a new person to be named to the position.

Section 4 – Compensation and Support

1. Pursuant to Section 24-21-116(4)(c), C.R.S., all Board members serve without compensation and without reimbursement for expenses.
2. The Department of State will provide technical assistance and staff support, to the extent practicable within existing resources, to assist the Board in completing its duties.

Article 3 – Officers

Section 1 – The officers of the Board are the Chairperson and Vice-Chairperson.

1. Pursuant to Section 24-21-116(4)(c), C.R.S., the Secretary of State or his or her designee serve as Chairperson.
2. At the first meeting of each calendar year, the Board will elect from its members a Vice-Chairperson to serve a one-year term. The Vice-Chairperson will hold his or her office at the pleasure of the Board.

Section 2 – Duties of Officers

1. The Chairperson presides at all meetings of the Board and has all powers and duties conferred by the Board's procedures. The Chairperson or a designee will represent the Board at official functions. The Chairperson will approve and sign all correspondence that reflects the position of the Board. The Chairperson is responsible for the following, though it is the expectation of the board that Department of State staff will assist in executing these tasks: keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and publishing minutes and the agenda to the designated website for public review.
2. The Vice-Chairperson acts in the capacity of the Chairperson when the Chairperson is absent, unavailable, has a conflict of interest, or is otherwise unable to serve.

Article 4 – Meetings of the Board and Committees

Section 1 – Meetings and Attendance

1. Regular meetings of the Board will be held at a place and time determined by the Chairperson, or at such other times as may be established by a majority vote of the entire

membership of the Board. The meetings will be held at the Department of State offices unless otherwise designated.

2. Emergency or special meetings of the Board may be called by the Chairperson or upon written request of a majority of Board members. Notice of any emergency or special meeting of the Board will be emailed to each member of the Board stating the time, place and purpose of the meeting. Notice must be given no later than 24 hours prior to the time set for the meeting.
3. The Chairperson will prepare an agenda for all regular meetings, and have such agenda electronically mailed to Board members and posted to the official website of the Department of State (www.sos.state.co.us) at least three days prior to each meeting. The meeting agenda must also be available at the site of the meeting on the day of the meeting.
4. Minutes will be prepared for every meeting of the Board. Copies of the minutes of each regular meeting will be electronically mailed or posted to the official website of the Department of State for review at least three days prior to the next succeeding regular meeting.

Section 2 – Notices

Notices of Board meetings must be posted for public review 24 hours in advance of the meeting to the official website of the Department of State for public review.

Section 3 – Quorum

The quorum of members necessary for the Board to transact business will be a simple majority of the voting membership of the Board. Decisions of the Board will be by simple majority vote of the members of the Board present unless otherwise specified.

Section 4 – Meetings to be Open and Public

1. All regular, special and emergency meetings of the Board will be open to the public as required by law.
2. At any Board meeting, the Board may proceed in Executive Session in accordance with Section 24-6-402, C.R.S. (Open Meetings Law).

Article 6 – Procedures and Rules of Order

1. Meetings of the Board will be conducted with procedures as informal as circumstances permit.
2. The Chairperson will preside at all meetings. In the absence of the Chairperson, the Vice-Chairperson will perform all the duties of the Chairperson. In the absence of the

Chairperson and Vice-Chairperson, a member selected by those Board members present will preside.

3. The Chairperson may participate in discussion and will vote as any other Board member.
4. A roll call vote will be taken upon the request of any Board member for any issue in front of the Board. The names of the Board members will be called in alphabetical order by the Chairperson, and each member will vote "yes" or "no" at such time unless he or she chooses to abstain.
5. Voting by proxy is not allowed.

Article 7 – General Policies

1. The Board will act only by resolution at a duly called meeting of the Board and no individual member of the Board will act individually or claim any administrative authority with respect to the Board, except when the Chairperson is carrying out the duties specified in Article 3, Section 2 of these bylaws.
2. No individual member of the Board will make a statement of policy which purports to be that of the Board unless the Board will have adopted such policy, but no one will be prohibited from stating his or her personal opinions, provided they are clearly identified as such.
3. Whenever a Board member has a financial or personal interest in any matter coming before the Board on a vote, the member will:
 - (a) Fully disclose the nature of the interest, and,
 - (b) Withdraw from discussing, lobbying, and voting on the matter

A majority of the disinterested members of the Board may decide that it is in the best interest of the Board for a member who has disclosed a conflict of interest to nonetheless participate on the matter. The minutes of meetings at which such votes are taken must include such disclosure, abstention, and rationale for approval.

Article 8 – Amendments

Section 1– Certification

1. The Chairperson will provide a copy of these procedures to all new members of the Board upon their appointment and to any other person who requests a copy in writing.
2. It being the desire of the Board to meet its responsibilities to the people of Colorado, and, in the most efficient and conscientious manner possible, to discharge its duties under the law, the Board does by resolution hereby adopt these procedures.

Section 2 – Amendments

These procedures may be amended or repealed and new procedures may be adopted by a majority vote of the entire membership of the Board at any regular meeting of the Board. This is provided that the proposed changes have been made part of the agenda and provided, in advance to all members and the public.

Adopted February 7, 2017