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**BYLAWS**  
For the Town of Windsor  
Historic Preservation Commission

Article I  
Introduction

- A. The Windsor Home Rule Charter and the Windsor Municipal Code authorize the Town of Windsor Historic Preservation Commission to adopt bylaws for the transaction of business.
- B. The within Bylaws have been adopted by the Town of Windsor Historic Preservation Commission.
- C. The Town of Windsor Historic Preservation Commission shall be referred to herein as the "Historic Preservation Commission" or "the Commission".

Article II  
Membership and Officers

- A. The Historic Preservation Commission shall be composed of members appointed by the Town Board of the Town of Windsor in accordance with the provisions of the Windsor Municipal Code.
- B. The Commission shall elect a chair, vice chair, and secretary.
  - 1. The chair shall preside at all regular and special meetings of the Commission and shall decide all points of procedure.
  - 2. The vice chair shall assume the duties and responsibilities of the chair in the chair's absence.
  - 3. The secretary shall keep, or cause to be kept, all records of the Commission, and shall transmit all appropriate records to the Town Clerk to become part of the official Town Record.

4. Commission officers shall serve for a term of one (1) year and shall be elected annually at the first Commission meeting of each calendar year.
5. Officer vacancies shall be filled at the next regular meeting of the Commission by election of the members. Officers elected to fill vacancies shall serve until the next regular election of officers.

### Article III Meetings

- A. The chair shall prepare, or cause to be prepared, an agenda for every regular or special meeting of the Commission.
- B. The Commission shall meet at regularly scheduled intervals, no less frequently than quarterly, on a date and a time and location designated by the chair. These regular meetings may be postponed, rescheduled, or canceled upon a vote by the Commission.
- C. The secretary shall prepare, or cause to be prepared and posted, a notice of each regular or special meeting of the Commission. Such notice shall contain the meeting agenda.
- D. Special meetings may be called by the chair at the request of two (2) members, provided that notice of same, including a listing of all items to be considered (agenda), is delivered to each member of the Commission or to his or her residence at least forty-eight (48) hours prior to the time set for such meeting, and further provided that announcement of a special meeting, or any other meeting at which all members of the Commission are present, shall be sufficient notice of such meeting. Formal action taken at a special meeting called in accordance herewith shall be considered as though it were taken in a regular meeting for those, and only those, matters referred to in the agenda contained in the notice of the meeting.
- E. All meetings of the Commission shall be open to the public.
- F. Before official and formal action can be taken on any matter at any meeting of the Commission, a quorum shall be present and in session. A *quorum* is defined for purposes of these Bylaws as any three (3) members. The vice chair shall preside in the absence of the chair. Where both the chair and the vice chair are absent, members present shall by majority vote select a member to preside over the meeting.
- G. The chair may from time to time call for work session meetings for receiving information, hearing presentation, and discussing information, provided that no formal or informal action is taken.

- H. All voting shall be by roll-call vote.
- I. The members of the Commission shall be bound by the Code of Ethics as set forth in Article V of the Town of Windsor Home Rule Charter shown on the Appendix, attached hereto and incorporated herein by this reference, and, to the extent applicable, the Colorado Public Official Disclosure Law.
- J. The order of business for all meetings shall be the order as it appears on the agenda except that the chair may, under special circumstances, rearrange the order of business unless otherwise directed by a majority of the members there present and in session.
- K. The secretary shall keep, or cause to be kept, minutes and keep the same recorded to date, showing all-important facts pertaining to each meeting and hearing, the vote of each regular member upon each matter, or those absent or failing to vote, and such other details as the Commission or its chair shall direct. The minutes of each meeting shall be approved by the Commission at its next meeting.
- L. When applicable, the secretary shall prepare and transmit to the Town Manager's office, notice of actions of the Commission requiring further action by the Windsor Town Board.

#### Article IV Committees

- A. There shall be no standing committees of the Commission.
- B. With the consent of the Commission, the chair may appoint ad hoc committees of the Commission for special study or review.

#### Article V Alternate Members

- A. **Authorization.** The appointment of alternate members to the Commission is authorized and governed by Section 2-1-70 of the *Windsor Municipal Code*, and all subsequent amendments thereto.
- B. **Attendance.** Alternate members shall attend all meetings and/or work sessions except as otherwise specified by the Chair. Alternate members shall receive notification of all meetings and/or work sessions in the same manner as the regular members of the Commission are notified.

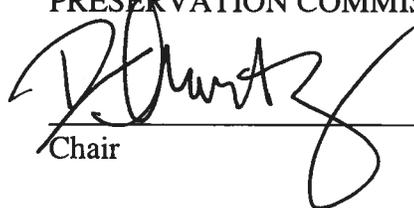
- C. **Preparation.** Alternate members shall be provided all materials provided to regular members in anticipation of meetings and/or work sessions. Alternate members shall review all such materials, and shall be prepared to participate at all meetings and/or work sessions.
  
- D. **Quorums, Vacancies and Recusals.** At the call of the Chairman, alternate members shall be seated as voting members for the following purposes: (1) to achieve a quorum in accordance with Section III. F. above; or (2) having achieved a quorum, one or more regular members are not in attendance at a meeting; or (3) in the event a regular member for any reason (including recusal) is unable to participate in the discussion and voting relative to an official and formal action.
  
- E. **Voting.** Provided that all requirements for achieving a quorum and the additional criteria described in Section D., Quorums, Vacancies and Recusals, above are met, alternate members shall be accorded a vote upon any matter requiring action by the Commission. In the event a conflict arises as to whether a regular member or an alternate member is to be seated, the regular member in attendance shall be seated and the alternate member shall not be accorded a vote.

Article VI  
Amendments

These Bylaws may be amended by majority vote of a quorum of members present and in session at any regular meeting, provided that notice in writing has been given to each member at least ten (10) days prior to such meeting, or provided that such amendment was read at the last regular meeting of the Commission.

THE WITHIN BYLAWS WERE APPROPRIATELY ADOPTED BY THE TOWN OF WINDSOR HISTORIC PRESERVATION COMMISSION BY MAJORITY VOTE ON THE 12<sup>th</sup> DAY OF JANUARY, 2011.

TOWN OF WINDSOR HISTORIC  
PRESERVATION COMMISSION

  
Chair

ATTEST:

  
Secretary

## APPENDIX

### ARTICLE V OF THE TOWN OF WINDSOR HOME RULE CHARTER

#### Code of Ethics

##### 5.1 Purpose

The purpose of this code is to establish guidelines for the ethical standards of conduct for Town officials, public body members and employees. Public servants and volunteers are expected to act in the best interest of the Town. Town officials, public body members and employees are expected to disclose any personal, financial or other interests in matters affecting the Town that come before them for action. Town officials, public body members and employees are expected to recuse themselves from decision making if they have a conflict of interest or even the appearance of one. Town officials, public body members and employees are expected to be independent, impartial, and responsible to their fellow townspeople in their actions. Official decisions and policies will be made following proper channels of town government. Public offices or volunteer positions in our Town will not be used for personal gain. It is important that the public has confidence in the integrity of its government and that town officials, public body members, volunteers and employees have an opportunity to protect their personal reputation. This code establishes a process by which one may obtain guidance regarding potential ethical issues and it establishes a course of action for resolving disputes in a manner that is fair to all of the parties involved.

##### 5.2 Standards

A. The following requirements shall constitute reasonable standards and guidelines for the ethical conduct of elected or appointed officials, public body members, and employees.

B. No elected or appointed official, public body member, or employee who has the power or duty to perform, or has any influence over, an official action related to a contract, shall:

1. Have or acquire an interest in a contract between a business entity and the Town, unless the Town's procedures applicable to the solicitation and acceptance of such contract are followed and unless the elected or appointed official, public body member, or employee has complied with the provisions of Article 5.3;
2. Have an interest in any business entity, which is a party to the contract with the Town, unless the elected or appointed official, public body member, or employee has complied with the provisions of Article 5.3;
3. Represent or appear before the Town Board, any public body, or any other elected or appointed official, public body member, or employee, on behalf of any business entity which is a party to the contract with the Town;

4. Have solicited or accepted present or future employment with any business entity which is a party to a contract with the Town, if the offer or acceptance of such employment is related to or results from any official action performed by the elected or appointed official, public body member, or employee with regard to the contract; or

5. Solicit, accept, or be granted a present or future gift, favor, discount, items of perishable or nonpermanent value, service or thing of value from or for any person involved in the contract. Nothing in this paragraph shall prohibit any elected or appointed official, public body member, or employee from accepting an occasional non-pecuniary gift of an amount to be determined by ordinance, or from accepting an award, publicly presented, in recognition of public service. However, no elected or appointed official, public body member, or employee shall accept a non-pecuniary gift of any value if the gift is or may be in any way associated with a contract that is or may be one for which the elected or appointed official, public body member, or employee has the power or duty to perform an official action.

C. No elected or appointed official, public body member, or employee shall influence or attempt to influence the compensation, benefits, or other terms and conditions of Town office or Town employment applicable to a relative of the elected or appointed official, public body member, or employee.

D. No relative of an elected or appointed official, public body member, or employee shall be hired as a full time, permanent employee unless the Town's personnel procedures applicable to such employment have been followed.

E. No elected or appointed official, public body member, or employee shall use for personal or private gain, or for any other personal or private purposes, any information which is not available to the public and which is obtained by reason of his or her position with the Town, or disclose any such information except as required by law or for Town purposes.

F. No employee shall engage in or accept any employment or service, other than employment by the Town, if such employment or service reasonably would tend to impair the employee's independence of judgment in the performance of the employee's duties. This restriction shall not be construed to prohibit any other restrictions or prohibitions on outside employment applicable to an employee.

G. Neither the Town Manager, nor any employee who is the head of a Town department, shall be appointed to serve as a voting member of a public body, but this does not preclude town staff from serving in an advisory capacity.

H. No elected or appointed official, public body member, or employee shall request or direct the use of any Town resources for personal or private gain, including work time, except in the same manner and under the same circumstances applicable to any other

person. No special consideration, treatment, or advantage beyond that which is available to every other person in similar circumstances or need shall be granted unless such use will substantially benefit the Town.

I. No elected or appointed official, public body member, or employee shall, at any time within two (2) years after termination from the Town:

1. Appear on behalf of the elected or appointed official's, public body member's, or employee's interest, or on behalf of the interest of any other person, before the Town Board, any public body, or department of the Town, in relation to any matter concerning which the elected or appointed official, public body member, or employee performed an official act; or

2. Represent the interest of the elected or appointed official, public body member, or employee, or of any other person, in any other matter before the Town Board, any public body, or department of the Town, without disclosing to the Town the elected or appointed official's, public body member's, or employee's prior relationship to the Town and present relationship to the interest.

J. Except as provided in Subsection K, no elected or appointed official, public body member, or employee shall appear before the Commission or any public body on behalf of any business entity.

K. A member of a public body may appear on behalf of a business entity before the Commission or before a public body other than the public body of which he or she is a member, so long as the appearance does not concern any matter that has or may come before the public body of which he or she is a member.

L. Nothing in the Code of Ethics shall preclude an elected or appointed official, public body member, or employee from appearing before the Town Board, any public body, or any other elected or appointed official, public body member, or employee on behalf of any person which is not a business entity, so long as the appearance does not concern the elected or appointed official's, public body member's, or employee's interest.

M. No elected or appointed official or public body member shall offer or promise to give his or her vote or influence in favor of or against any proposed official action in consideration or upon condition that any other elected or appointed official, public body member, will promise or assent to give his or her vote or influence in favor of or against any other proposed official action.

N. No elected or appointed official shall become a full-time employee of the Town at any time during the term of office, or for two (2) years after leaving office.

O. No elected or appointed official shall acquire or seek to acquire any real estate or interest therein if the elected or appointed official knows, or reasonably should know, that the Commission is evaluating, proposing, or pursuing the acquisition of such real estate

or interest therein. The elected or appointed officials knowledge shall be presumed. The prohibitions of this subsection shall continue to apply until after the Commission has abandoned any effort to acquire such real estate or interest therein, and such abandonment has been reflected in the minutes or other record of a Commission meeting.

### 5.3 A Duty to Disclose

An official, public body member or employee of the Town of Windsor shall not participate in the conduct of business on behalf of the Town or enter into discussion or deliberation of any matter without first, publicly and on the record, stating all possible conflicts of interest that may exist between themselves and their family members, and the principals or the issue under consideration.

### 5.4 No Misuse of Confidential Information

No official, public body member or employee of the Town of Windsor shall use any confidential information acquired by virtue of that individual's official position for personal benefit, or for the benefit of any other person or business. This does not apply to information, which is readily available to the general public. In addition, no official, public body member or employee of the Town of Windsor shall violate the privacy of others by discussing information confidentially acquired in the course of official duties.

### 5.5 Exclusions

The provisions of this Code of Ethics shall not be interpreted so as to bar:

- A. Any official, public body member or employee who is a resident of the Town of Windsor from fully participating in any Town Meeting;
- B. Acceptance of donations for the expressed purpose of financing a political campaign, provided such contributions are reported in accordance with all local, state and federal laws that pertain to such donations;
- C. Participation in a matter that relates to a person or business from which an official, public body member or employee has merely purchased goods or services, if the individual in question has no other conflict of interest relating to that person or business;
- D. Police officers, fire fighters, and other emergency personnel from acting in the course of their official capacities when responding to emergencies in accordance with the rules and regulations of their departments.

### 5.6 Enforcement

- A. The provisions of Articles 5.2 through 5.5 shall be enforced as follows:
  - 1. The Town Attorney shall have the primary responsibility for

administration of said provisions.

2. Any person who believes that an elected or appointed official, public body member, or employee has violated any of said provisions and wishes to initiate proceedings on such alleged violations shall file a written complaint with the Town Attorney. The complaint shall state in detail the facts of the alleged violation, shall specify the section or sections of the Code of Ethics alleged to have been violated, and shall contain a sworn or verified statement signed by the complainant and stating under penalty of perjury that the information in the complaint is true and accurate, and that the complaint is filed in good faith and not out of malice or any other improper motive or purpose. Any complaint that does not contain such a signed statement shall be returned forthwith to the complainant without action.

3. If the complaint is made against an officer or public body member, within ten (10) days after receipt of the complaint the Town Attorney shall forward a copy of the complaint to the elected or appointed official or public body member against whom the complaint is made, and to an advisory judge referred to in Article 5.7. The Town Attorney shall request the advisory judge to appoint a qualified disinterested attorney to serve as special prosecutor. If, within ten (10) days after the request, the advisory judge has not appointed a special prosecutor, the Town's Municipal Judge shall appoint a qualified disinterested attorney to serve as special prosecutor. The reasonable expenses and fees of an advisory judge making such an appointment and of the attorney serving as special prosecutor shall be paid by the Town. The attorney recommended or appointed pursuant to this paragraph shall serve as special prosecutor for purposes of investigation and action on the complaint, and shall take such actions concerning the complaint as are consistent with the Code of Ethics, the Colorado municipal court rules of procedure, and the prosecutor's ethical responsibilities. Before completing the investigation, the special prosecutor shall provide the elected or appointed official or public body member against whom the complaint is made an opportunity to provide information concerning the complaint.

4. If the complaint is against an employee, the Town Attorney shall investigate the complaint and shall take such actions concerning the complaint as are consistent with the Code of Ethics, the Colorado municipal court rules of procedure, and the prosecutor's ethical responsibilities. Within ten (10) days after receipt of the complaint the Town Attorney shall forward a copy of the complaint to the employee against whom the complaint is made and, before completing the investigation, shall provide the employee an opportunity to provide information concerning the complaint.

B. A person commits false reporting of a complaint under this Article if:

1. The person makes a complaint of a violation under Articles 5.2 through 5.5 or knowingly causes the transmission of a complaint to the Town Attorney of

such a violation when the person knows that the violation did not occur; or

2. The person makes a complaint or knowingly causes the transmission of a complaint to the Town Attorney pretending to furnish information relating to a violation of Articles 5.2 through 5.5 when the person knows that he or she has no such information or knows that the information is false.

C. A person who is convicted of false reporting of a complaint under this article shall be punished as provided in Article 16.5 of this Charter.

#### 5.7 Advisory Opinions

A. The Municipal Judge shall maintain the consent of one (1) or more judges of municipalities other than the Town, to provide advisory opinions with respect to the applicability of Articles 5.2 through 5.6. The names of such advisory judges shall be provided to the Town Board, the Town Manager, and the Town Attorney. The reasonable expenses and fees of an advisory judge providing such an opinion shall be paid by the Town.

B. If any officer, public body member, or employee is uncertain as to the applicability of Articles 5.2 through 5.6 to a particular situation, or as to the definition of terms used in said Articles, the officer, public body member, or employee may apply in writing to the Town Board, Mayor, or Town Manager for an opinion from an advisory judge pursuant to these Articles, and the Town Board, Mayor, or Town Manager may submit an application to the advisory judge for procurement of an opinion. Any officer or public body member may apply directly to an advisory judge for an opinion. The application shall state in detail the applicable facts and the Article or Articles of the Code of Ethics concerning which the opinion is requested.

C. Any person who requests and acts in accordance with an advisory opinion issued pursuant to this Article shall not be subject to any penalties for such action under the Code of Ethics, unless material facts were omitted or misstated in the request for the advisory opinion.

D. An opinion rendered by an advisory judge pursuant to these Articles shall be disclosed to the public by posting, unless the advisory judge who issued the opinion determines it in the best interest of the Town to delay such posting, in which case the opinion shall be posted as soon as the judge determines that the best interest of the Town will no longer be harmed by public disclosure of the opinion.

#### 5.8 Violations Injunction

The Town Prosecutor shall have the power and the duty, where a violation of the provisions of the Code of Ethics is threatened or has occurred, to bring a civil action or proceeding at law or in equity for a judgment enjoining any violation of the provisions of the Code of Ethics. Any

member of the community shall have the opportunity to submit, in good faith, a sworn statement of any suspected violation of the Charter to the Town Attorney.

#### 5.9 Violations Voiding of Contract

Any contract that was the subject of any official action of the Town in which there was or is an interest prohibited by the Code of Ethics shall be voidable at the option of the Town, if legally permitted. Where the Town Attorney determines that the public interest may best be served by not voiding such contract, it may be enforced and an action or proceeding may be brought against any elected or appointed official, public body member, or employee in violation of the provisions of the Code of Ethics for damages in an amount not to exceed twice the damages suffered by the Town or twice the profit or gain realized by the elected or appointed official, public body member, or employee, whichever is greater.

#### 5.10 Distribution

The Town Clerk shall cause any forms required for compliance with the Code of Ethics, to be distributed to each elected or appointed official, public body member, and employee of the Town within twenty (20) days after the adoption of the ordinance, and to each elected or appointed official, public body member, and employee elected, appointed, or hired thereafter, before entering into any duties with the Town, and to each candidate for elective office at the time the candidate obtains a nomination petition. In addition, the Town Clerk shall cause a copy of any amendment to the Code of Ethics to be distributed to each elected or appointed official, public body member, and employee of the Town within twenty (20) days after the enactment of the amendment.