

BYLAWS
OF
THE JEFFERSON COUNTY, COLORADO
EMERGENCY COMMUNICATIONS AUTHORITY

ARTICLE I

BOARD OF DIRECTORS

Section 1. **General Powers.** The affairs of the Authority shall be conducted by an Authority Board of Directors consisting of five board members who hereafter shall be called "Directors", each of whom shall have one vote and who shall be appointed in the following manner:

- A. Two Directors shall be appointed to serve on the Authority Board by the Board of County Commissioners of Jefferson County from a list of nominees submitted by member cities and towns; however, no member city or town may submit more than one nominee for each vacancy.
- B. Two Directors shall be appointed to serve on the Authority Board by the Board of County Commissioners of Jefferson County from a list of nominees submitted by member fire districts; however, no member fire district may submit more than one nominee for each vacancy.
- C. One Director shall be a member of the Jefferson County Board of Commissioners, who shall be designated annually by the Board of County Commissioners to serve as the County's representative. This Director shall serve until a successor is duly appointed.
- D. Nothing shall preclude either member cities and towns or member fire districts from determining by a simple majority vote of all the nominating entities the entities' choice(s) for appointment to the Authority Board of Directors. Upon written notification to the Board of County Commissioners of the majority's choice(s) for appointment, the County Commissioners shall make the appointments in accord with the majority's choice(s).
- E. The Director serving as the representative of the County shall be permitted to designate , in writing, an alternate to attend Board meetings and vote on said Director's behalf. The alternate shall have all the power and authority of this Director. No other Director shall be permitted to designate an alternate.
- F. All Directors' terms shall be for four (4) years and shall be staggered in even and odd years, except as provided for in this Article.

- G. Any Director, except the Director serving as the representative of the County, that misses four or more meetings in any calendar year may be removed from the Authority by a majority vote of the Directors at which a quorum is present. Any Director so removed shall have no further vote or participation in the affairs of the Authority. The member cities and towns, if the person removed is from a city or town, or member fire districts, if the person removed is from a fire district, shall nominate a person to fulfill the unexpired term of the person removed from the Authority and the Board of County Commissioners of Jefferson County shall appoint a replacement director as set forth in Article I.
- H. Directors may attend and participate in meetings in person, by telephone, electronically or by other means of communication. A Director desiring to attend a meeting via telephone, electronically or by other means shall be responsible to make arrangements for such alternate means of attending the meeting.

ARTICLE II

MEETINGS

Section 1. **Regular Meetings.** Regular meetings of the Authority shall be held at such time and place as the Board may from time to time determine.

Section 2. **Special Meeting.** Special meetings of the Authority may be called by or at the request of the Chairperson of the Authority or any two Directors, and shall be at such place as the Chairperson or three or more directors may determine. Notice of any special meeting of the Authority shall be given at least seven days previously thereto by written notice delivered personally or sent by mail, facsimile or electronic mail to each Director at his address or facsimile number or electronic mail address as shown by the records of the Authority. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not properly convened.

Section 3. **Agendas for Meetings.** The Chairperson shall be responsible for preparing and distributing agendas for all meetings, Agendas shall be distributed by mailing, faxing or electronic mail to all Directors at least twenty-four hours before any regular meeting. All Directors shall have the right to have items placed on the agenda. It shall be the responsibility of any Director desiring to have an item placed on the agenda to present the desired agenda item to the Chairperson within a reasonable time for the Chairperson to have the item included on the agenda prior to distribution. Notice of all meetings shall be given in compliance with the Colorado Open Meetings Law, Section 24-6-401, C.R.S. et seq.

Section 4. **Quorum.** A majority of the Directors of the Authority shall constitute a quorum for transaction of business at any meeting of the Authority. Whenever less than a majority of the appointed Directors appear at any appointed time for a meeting those so present shall have the power to reschedule the meeting. A quorum may transact the business of the Authority.

Section 5. **Acts of the Authority Board.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Authority Board, unless the act of a

greater number is required by law. All formal acts of the Authority Board shall be by majority vote and in a public meeting as required by law.

Section 6. **Compensation.** Directors shall not receive any salaries or compensation for their services as Directors. The Directors shall set the salary and benefits of the Executive Director and all other personnel. Actual expenses for Directors to attend meetings, training or travel associated with Authority business may be reimbursed by the Authority.

ARTICLE III

OFFICERS

Section 1. **Officers.** The officers of the Authority shall be Chairperson, one or more Vice-Chairpersons (the number thereof shall be determined by the Authority Board), a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article.

Section 2. **Election and Term of Office.** The officers of the Authority shall be elected annually by the Directors at the first meeting of the Authority in each calendar year. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Authority Board. Each officer shall hold office until his successor has been elected.

Section 3. **Removal.** Any officer elected to the Authority Board may be removed by the Directors whenever in their judgment the best interest of the Authority would be served thereby.

Section 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Directors for the unexpired portion of the term.

Section 5. **Powers and Duties.** The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or directives of the Authority Board. In absence of such specifications, each officer shall have the power and authority and shall perform and discharge duties as are usually incumbent upon such officers.

Section 6. The Authority Board, may in its discretion, retain an Executive Director or other personnel to assist the Board. The Board shall specify duties and responsibilities of the Executive Director and other personnel. The Executive Director and other personnel shall have such powers and perform such duties as the Board may delegate from time to time, including the management of the business affairs of the Authority, except that such personnel shall have no power to amend the annual budget; sign checks; change the Emergency Telephone Charge; or change the scope of the emergency telephone service provided by the Authority.

Section 7. Additional committees may be appointed at the discretion of the Directors to properly administer the affairs of the Authority. All committees created under such section of this Article shall serve at the will of the Board.

Section 8. The Board may appoint steering committees consisting of one or more Directors and other persons who may be appointed by the Board. Steering Committees shall be responsible for given projects to be conducted by the Authority.

ARTICLE IV

FINANCES

Section 1. **Contracts.** To conduct Authority business the Executive Director may enter into contracts on behalf of the Authority in the dollar amount to be set by the Directors. All other contracts, and any contracts requested by the Executive Director, shall be considered by the Authority. Contracts not entered into by the Executive Director shall be signed by an officer of the Authority after approval by the Directors in a public meeting.

Section 2. All checks or drafts expending Authority monies shall be signed by the Chairman or other Board member designated with authority to sign checks or drafts. Except for prior grants of authority given to the Executive Director, no Authority monies shall be expended without the Authority's prior approval, which shall be evidenced by the signature of two officers of said Authority. The Authority shall be notified at each meeting of all expenditures by the Executive Director after the previous meeting. Recurring budgeted expenses may be paid when presented without prior Authority approval.

Section 3. **Donations.** The Authority may accept on behalf of the Authority any contribution, grant, funding, donation, bequest or devise for any purposes of the Authority.

ARTICLE V

BOOKS AND RECORDS

The Authority shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Authority, and shall keep a record giving the names, telephone numbers and electronic addresses of those Directors entitled to vote. The Authority shall also keep a record of any written designation of an alternate tendered in accordance with Article I of these Bylaws. All books and records of the Authority may be inspected by any member of the Authority, or his agent, any reasonable time in accordance with the availability of the custodian of such record. Records shall be maintained and destroyed as provided by law. The Authority shall cause to be conducted an annual audit, which audit shall be conducted by an independent certified public accountant, registered accountant, or partnership of certified public accountants or registered accountants, licensed to practice in the State of Colorado. The Authority shall file a copy of said audit with the Division of Local Government as provided by law.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Authority shall be the calendar year.

ARTICLE VII

BUDGET

The Authority shall adopt a budget in compliance with the Local Government Budget Law of Colorado, Section 29-1-1001, 12A, C.R.S. (1992 Supp.), et. seq. Said budget shall be filed with the Division of Local Government, Department of Local Affairs, State of Colorado, as provided by law.

ARTICLE VIII

DISSOLUTION

Upon the dissolution of the Authority, any funds may be transferred to the general funds of the public agencies who are members of the Authority on a basis roughly in proportion to the "Service Users" contribution, as that term is defined in C.R.S. 29-11-102. Any cost or liability incurred by the Authority during the dissolution of this Authority and as an expense of dissolution shall be paid prior to any distribution of funds.

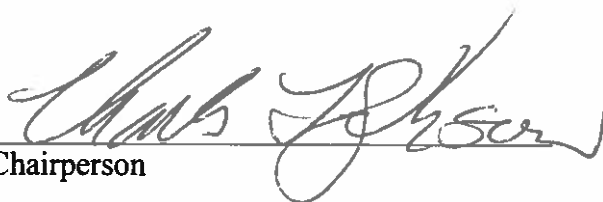
Upon the dissolution of the Authority, any assets of the Authority may be liquidated and the proceeds therefrom paid to each of the members of the Authority on the same basis as the transfer of funds upon dissolution.

ARTICLE X

AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of a quorum of the Directors.

Adopted this 20th day of August, 2009.



Chairperson