BYLAWS
OF THE
LARIMER EMERGENCY TELEPHONE AUTHORITY

Article I: Purpose

These bylaws are intended to supplement the provisions of the Third Amended Intergovernmental Agreement for the Establishment of the Larimer Emergency Telephone Authority ("IGA") dated July 21, 2001, the governing document of the Larimer Emergency Telephone Authority ("LETA"). LETA is a separate legal entity responsible for administering the operation of emergency telephone services in Larimer County, Colorado.

Article II: Board of Directors

Section 1. General Powers. The affairs of LETA shall be conducted by a Board of Directors consisting of seven (7) members who shall be appointed as specified in the IGA. The Board of Directors shall exercise the powers of LETA as those powers are set forth in the IGA. Pursuant to the provisions of the IGA, members of the Board of Directors shall serve at the pleasure of the LETA nominating agencies.

Section 2. Term of Office. The terms of all members shall be two (2) years, and shall otherwise be governed by the provisions of the IGA.

Section 3. Voting. Each member shall have one (1) vote. There shall be no proxy voting.

Section 4. Vacancies.

(A.) Vacancies by Expiration of Term or Resignation. Upon the expiration of the term of a member of the Board of Directors or the resignation of a member during a current term, replacement of that member shall be in accordance with the appointment process specified in the IGA.

(B.) Vacancy by Removal. The cities of Fort Collins and Loveland, each having one representative on the Board of Directors, each shall have the authority to create a vacancy thereon with regard to their representative, and thereafter shall appoint a new representative to the Board of Directors. The Larimer County Board of County Commissioners shall likewise be empowered to remove and replace its representative on the Board of Directors. The towns of Berthoud, Estes Park, Johnstown, Timnath, Wellington, Windsor and Colorado State University, collectively having a total of two representatives on the Board of Directors, may create a vacancy by a majority vote of those entities to replace one or both of the existing representatives to the Board of Directors. Thereafter, those entities shall nominate new persons for appointment to the Board of Directors by the Larimer County Board of County Commissioners. The fire districts named in the IGA, having one representative on the Board of Directors, may likewise create a vacancy and remove their representative to the Board of Directors by a majority vote. Thereafter, those entities shall nominate a new person for appointment to the Board of Directors by the Larimer County Board of County Commissioners. The hospital districts named in the IGA, having one representative on the Board of Directors, may likewise create a vacancy and remove their representative to the Board of Directors by a majority vote. Thereafter, those entities shall nominate a new person for appointment to the Board of Directors by the Larimer County Board of County Commissioners. The city districts named in the IGA, having one representative on the Board of Directors, may likewise create a vacancy and remove their representative to the Board of Directors by a majority vote. Thereafter, those entities shall nominate a new person for appointment to the Board of Directors by the Larimer County Board of County Commissioners. The county districts named in the IGA, having one representative on the Board of Directors, may likewise create a vacancy and remove their representative to the Board of Directors by a majority vote. Thereafter, those entities shall nominate a new person for appointment to the Board of Directors by the Larimer County Board of County Commissioners. The other districts named in the IGA, having one representative on the Board of Directors, may likewise create a vacancy and remove their representative to the Board of Directors by a majority vote. Thereafter, those entities shall nominate a new person for appointment to the Board of Directors by the Larimer County Board of County Commissioners.
Directors, may likewise create a vacancy and remove their representative on the Board of Directors by a majority vote. Thereafter, those entities shall nominate a new person for appointment to the Board of Directors by the Larimer County Board of County Commissioners.

**Article III: Meetings**

Section 1. *Regular Meetings.* Regular meetings for the transaction of the business of the LETA Board of Directors shall be held at such times and places as the Board of Directors may from time to time determine. The Board of Directors shall hold at least one regular meeting per year as its annual meeting, which shall be held at such time and place as the Board of Directors may designate. The annual meeting shall be for the purpose of the election of officers and for such other purposes as the Board of Directors may determine.

Section 2. *Special Meetings.* Special meetings of the LETA Board of Directors may be called by or at the request of the Chairman of the Board of Directors or any three members, and shall be at such place as the Chairman or such three members determine. At least two days' prior notice of any special meeting shall be given to each member in writing by personal delivery, regular mail, or electronic mail to each member at the address shown in the records of LETA. Any member may waive notice of any meeting. The attendance of any member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting and expressly objects on the record to the transaction of business because the meeting was not lawfully called or convened. The business to be transacted at the meeting must be specified in the notice or waiver of notice if such meeting relates to matters of budget, contracts, or major policy decisions of LETA.

Section 3. *Agendas for Regular Meetings.* The Chairman or his designee shall be responsible for preparing and distributing agendas for all regular and annual meetings. Agendas shall be distributed by personal delivery, regular mail, or electronic mail to all members within at least three (3) days before any regular or annual meeting. All members shall have the right to have items placed on the agenda. It shall be the responsibility of any member desiring to have an item placed on the agenda to present the item to the Chairman or his designee within a reasonable time prior to distribution.

Section 4. *Quorum.* A quorum shall be required for the transaction of business at any regular or special meeting of the LETA Board. A quorum of the Board of Directors shall consist of four (4) members, except that, should there be four (4) or more vacancies at any time, then during that time a quorum shall consist of three (3) members. No official action may be taken by the Board of Directors on any matter unless a quorum is present. The affirmative vote of a majority of the Board of Directors present at the time of the vote shall be required for the Board of Directors to take action. In the absence of a quorum at any meeting, those present shall have the power to adjourn the meeting until a quorum is present.
Section 5. **Majority Vote.** An act of a majority of the LETA Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number of the members present at the meeting is required by law or these bylaws. All acts of the Board of Directors shall be by vote recorded by the Secretary or the Secretary’s designee.

Section 6. **Open Meetings.** Regular and special meetings shall be open to the public pursuant to Section 29-9-101, as amended, *Colorado Revised Statutes*, but the LETA Board of Directors may go into executive session as therein allowed.

Section 7. **Books and Records.** In addition to the requirements of the IGA, LETA shall keep minutes of the proceedings of its Board of Directors at all regular and special meetings and shall keep a record showing names and addresses of its members.

Section 8. **Compensation.** Members of the Board of Directors shall not receive any salaries or compensation for their services as members.

**Article IV: Officers**

Section 1. **Officers.** The LETA Board of Directors shall elect from its own members a Chairman, Vice Chairman, Secretary, and Treasurer. The Board of Directors may elect or appoint other officers, including, but not limited to, assistant secretaries and assistant treasurers, as it shall deem desirable.

Section 2. **Election and Term of Office.** The officers of the LETA Board of Directors shall be elected at the annual meeting. Officers of the LETA Board of Directors shall serve one year terms.

Section 3. **Removal.** Any officer elected by the LETA Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of LETA would be served thereby.

Section 4. **Vacancies.** Any vacancy in any office shall be filled by the LETA Board of Directors for the unexpired portion of the term.

Section 5. **Powers and Duties.** The officers shall have the powers and shall perform the duties as may from time to time be specified in the IGA or in resolutions or directives of the LETA Board of Directors. In the 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. **Executive Director.** The LETA Board of Directors may appoint an Executive Director who shall have such powers and responsibilities as may be determined by the Board.

Section 7. **Committees.** The LETA Board of Directors may appoint such special
committees as may be necessary to assist and advise the Board.

**Article V: Finance and Budget**

Section 1. **Contracts.** Except as otherwise authorized by the Board of Directors, all contracts and other legally binding documents signed on behalf of LETA shall be signed by the Chairman or Vice Chairman and shall be countersigned by one other member of the LETA Board of Directors. All such contracts shall be approved by an act of the Board of Directors prior to execution by any Board officer or member.

Section 2. **Checks, Drafts, or Orders.** All checks, drafts, or orders for the payment of money shall be issued in the name of LETA. The Board of Directors may approve payment of anticipated recurring charges by a single act of the Board of Directors approving such recurrent payments. The Board of Directors may designate the Executive Director as the authorized signatory on all checks, drafts, or orders for payment.

Section 3. **Deposits.** All funds of LETA shall be deposited to the credit of the authority in such banks, trust companies or other depositories as the LETA Board of Directors may select in accordance with the laws of the State of Colorado and in accordance with the IGA.

Section 4. **Gifts.** The LETA Board of Directors may accept on behalf of LETA any contribution, grant, funding, gift, bequest, or devise for any of the purposes of LETA.

Section 5. **Budget and Fiscal Administration.** The LETA Board of Directors shall annually adopt a budget and provide for an audit of the financial records on an annual basis in accordance with the requirements of Colorado law. The operating budget shall be certified by the members of the LETA Board of Directors, and copies shall be sent to all signatories of the IGA as well as such other governmental entities, as Colorado law may require. These requirements are intended to be consistent in all respects with the provisions of Article VI of the IGA.

**Article VI: Authority**

Any conflict of these bylaws and the IGA shall be resolved in favor of the IGA.
Article VII: Amendment

These bylaws may be altered, amended or repealed by action of the LETA Board of Directors consistent with the provisions of the IGA.

These bylaws are approved and adopted this 1 day of July, 2009.

Justin Smith
Chairman of the Board of Directors

Dennis Harrison
Secretary of the Board of Directors