

**SECOND AMENDED BYLAWS
OF THE
LARIMER EMERGENCY TELEPHONE AUTHORITY**

Article I: Purpose

These Second amended bylaws are intended to supplement the provisions of the Third Amended Intergovernmental Agreement for the Establishment of the Larimer Emergency Telephone Authority dated July 21, 2009, the governing document of the Larimer Emergency Telephone Authority (“LETA”), and any future amendments to the IGA (“IGA”). They are promulgated as directed in the IGA and are limited by the IGA, as amended, and they are intended to replace the Bylaws of LETA dated April 3, 2019. 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, all of whom shall be residents of Larimer County and who shall be appointed as specified 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, but subject to removal as set forth in Section 4(B).

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, 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, 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 of the fire districts. 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 on the Board of Directors by a majority vote of the hospital districts. Thereafter, those entities shall nominate a new person for appointment to the Board of Directors by the Larimer County Board of County Commissioners.

Section 5. General Standard of Conduct. Each member shall discharge his or her duties, including the member's duties as an officer, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner reasonably believed to be in the best interest of LETA.

Section 6. Conflict of Interest. The Board of Directors may, by resolution, establish policies regarding conflicts of interest. Members shall adhere to any policies established by the Board of Directors regarding conflicts of interest.

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 Chair of the Board of Directors or any three members, and shall be at such place as the Chair 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 Chair 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 Chair 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. Rules of Order. Robert's Rules of Order shall be used as a guide to govern Board meetings. The Chair shall have the authority to make the final ruling on all issues of procedure.

Section 6. Majority Vote. An act of a majority of the LETA Board of Directors present at the time of the vote 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 7. Open Meetings. Regular and special meetings shall be open to the public pursuant to Section 24-6-402, as amended, Colorado Revised Statutes, but the LETA Board of Directors may go into executive session as allowed by applicable law.

Section 8. 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 9. 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 Chair, Vice Chair, 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.

(A.) Duties of the Chair. The Chair presides at the meetings of the Board of Directors. The Chair shall call for the vote on all motions properly presented and seconded, and shall enforce the procedural rules of the Board of Directors during meetings. The Chair shall perform an annual performance evaluation of the Chief Executive Officer and may recommend to the Board of Directors appropriate compensation for the Chief Executive Officer.

(B.) Duties of the Vice Chair. The Vice Chair performs the duties of the Chair in the absence of the Chair.

Section 6. Chief Executive Officer. The LETA Board of Directors shall appoint a Chief Executive Officer of LETA who shall have such powers and responsibilities as may be determined by the Board. The Chief Executive Officer shall have general supervision, direction, and control of the affairs and business of LETA, subject to the control of and limitations placed by the Board of Directors.

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 Chief Executive Officer or an officer of the LETA Board of Directors. All such contracts and legally binding documents shall be approved by the Board of Directors prior to execution.

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 Chief Executive Officer 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: Exercise of Powers

As stated in the IGA, LETA is responsible for administering the installation, operation, maintenance, upgrade and enhancement of emergency telephone services to the citizens of Larimer County, Colorado. LETA is authorized to undertake all actions reasonably necessary for the installation, operation and maintenance of emergency telephone services within LETA's jurisdiction and which LETA believes are necessary to carry out the intent and purpose of the IGA. The Parties to the IGA are required to provide reasonable assistance to LETA for the purposes of organizing, administering and operating emergency telephone services in Larimer County.

In the performance of its role and responsibility to support the administration of 9-1-1 and 9-1-1 programs in Larimer County, the LETA Board of Directors may adopt resolutions setting forth any rules, regulations, policies, or procedures it deems necessary and appropriate for the proper exercise of the powers granted LETA. LETA's programs include, but are not limited to: public education, continuing education and training for PSAPs, Emergency Medical Dispatch ("EMD"), Emergency Alert Systems ("EAS"), Geographic Information Systems ("GIS"), Master Street Address Guide ("MSAG"), Pictometry, and text to 9-1-1. Any modification or amendment to any rule, regulation, policy, or procedure shall be in accordance with Section VII of the IGA. The Chair of the LETA Board of Directors shall work in conjunction with the Chief Executive Officer and the Parties to the IGA to implement and to administer any rule, regulation, policy, or procedure so adopted.

Any conflict between 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 majority vote of the LETA Board

of Directors.

Upon motion duly made, seconded and carried, the foregoing Second Amended Bylaws were adopted this ___ day of October 2019.

LARIMER EMERGENCY TELEPHONE AUTHORITY

By: _____
Wes Kufeld, Chair, Board of Directors

ATTEST:

Steve Charles, Secretary

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