

FOURTH AMENDED BYLAWS OF LARIMER EMERGENCY TELEPHONE AUTHORITY

Article I: Purpose

These Fourth Amended Bylaws are intended to supplement the provisions of the Fifth Amended Intergovernmental Agreement for the Establishment of Larimer Emergency Telephone Authority (“LETA”) effective November 1, 2023 and any future amendments to the IGA (“IGA”). They are promulgated under Article V(7) of the IGA and are limited by the IGA. They are intended to replace the Bylaws of LETA dated December 1, 2021.

Article II: Board of Directors

Section 1. General Powers. The affairs of LETA shall be conducted by a Board of Directors consisting of eight (8) members (“Directors”), each of whom shall meet the qualifications of a Director as set forth in the IGA, and each shall be nominated and appointed in the manner set forth in the IGA. Pursuant to the provisions of the IGA, Directors shall serve at the pleasure of the appointing agency, subject to removal as set forth in Section 4(B) of these Bylaws.

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

Section 3. Voting. Each Director 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 Director or the resignation of a Director during a current term, replacement of that Director shall be in accordance with the nominating and appointment process specified in the IGA.

(B.) Vacancy by Removal. Larimer County, the City of Fort Collins, the City of Loveland, and the Town of Estes Park, each having one Director on the Board of Directors, shall have the authority to remove their respective Director in the exercise of their discretion in order to create a vacancy, and, thereafter, shall appoint a new Director to the Board of Directors. The Jackson County Sheriff shall have the authority to remove the Sheriff’s designee in the exercise of the Sheriff’s discretion in order to create a vacancy, and, thereafter, shall appoint a new designee to the Board of Directors.

The IGA gives the Board of Directors the authority to nominate and appoint three (3) Directors to represent each of the following: (a) fire districts and fire authorities, (b) hospital and health services districts, and (c) Colorado State University and towns not otherwise represented on the Board.

The Board of Directors, by majority vote, may remove any Director in order to create a vacancy if a Director fails to perform the duties of a Director as described in the IGA, in these Bylaws (including three unexcused absences from Board meetings in a twelve month period), in the Board Handbook, in LETA's policies, or in LETA's fiscal or operating procedures. The Board of Directors thereafter shall nominate and appoint a new representative to the Board of Directors by majority vote or notify the appointing agency of the request for a new Board Member.

Section 5. General Standard of Conduct. Each Director shall discharge his or her duties, including the Director'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. Directors 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 CEO, the Chair of the Board of Directors, or any three Directors, and shall be at such place as the Chair or such three Directors determine. At least two days' prior notice of any special meeting shall be given to each Director in writing by personal delivery, regular mail, or electronic mail to each Director at the address shown in the records of LETA. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director 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 the Chair's 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 Directors within at least three (3) days before any regular or annual 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 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 meetings of the LETA Board. A quorum of the Board of Directors shall consist of four (4) Directors, except that, should there be four (4) or more vacancies at any time, then during that time a quorum shall consist of three (3) Directors. 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 Directors 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 the names and addresses of its Directors.

Section 9. Compensation. Directors of the Board of Directors shall not receive any salaries or compensation for their services as Directors.

Article IV: Officers

Section 1. Officers. The LETA Board of Directors shall elect from its own Directors 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 using a process approved by the Board of Directors 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.

(C.) Duties of the Secretary. The Secretary performs the duties of meeting minutes before each meeting to ensure accuracy, signing contracts, signing budget documents, and signing audit documents after review and approval by the Board of Directors.

(D.) Duties of the Treasurer. The Treasurer performs duties as outlined in policy. The Treasurer has a critical role in ensuring the monthly financial statements are provided prior to each meeting, and participating in the annual audit as needed and requested by the outside auditing firm.

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. The transactions contemplated therein must be approved or ratified by the Board of Directors in the annual budget

process or through discussion and approval obtained in a Board meeting.

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 adopt a budget each year and provide for an audit of the financial records on an annual basis in accordance with the requirements of Colorado law and the IGA. The operating budget shall be certified by the Board of Directors, and copies shall be available 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 VII of the IGA.

Article VI: Exercise of Powers

As stated in the IGA, LETA is responsible for the installation, administration, management, operation, maintenance, upgrade, and enhancement of emergency telephone service and emergency notification service to the citizens of Larimer County and Jackson County, Colorado. LETA is authorized to undertake all actions reasonably necessary for the exercise of its powers 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 and cooperation to LETA as LETA carries out the functions, services, and facilities described in the IGA.

In the proper exercise of the powers granted to LETA in Article VI of the IGA, the LETA Board of Directors may adopt resolutions setting forth any rules, regulations, policies, or procedures it deems necessary and appropriate. 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 Fourth Amended Bylaws were adopted this 6th day of December 2023.

LARIMER EMERGENCY TELEPHONE AUTHORITY

By: Stephen Charles
Stephen Charles, Chair, Board of Directors

ATTEST:

Joseph Shellhammer
Joseph Shellhammer, Secretary