

BYLAWS OF THE LARIMER EMERGENCY TELEPHONE AUTHORITY

Article I: Purpose

These bylaws are intended to supplement the provisions of the Intergovernmental Agreement Concerning the Implementation of an "E911" Emergency Telephone Service (IGA) dated November 14, 1990, which established the Larimer Emergency Telephone Authority (LETA), a separate legal entity responsible for administering the operation of emergency telephone services in Larimer County. These bylaws establish the operating procedures of LETA. [Rev. 2/01]

Article II: Board of Directors

Section 1. General Powers. The affairs of LETA shall be conducted by a Board consisting of seven (7) members who shall be appointed as specified in section III of the IGA and who shall exercise the powers of LETA as set forth in section V of the IGA.

Section 2. Term of Office. The terms of all members shall be two (2) years, and no member shall serve for more than two (2) consecutive terms. See section III of the IGA.

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

Section 4. Vacancies. Members of the Board of Directors shall serve at the pleasure of the nominating agencies set forth in section III, paragraph C, of the IGA. 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, thereafter nominating a new person for appointment to the Board of Directors by the Larimer County Board of County Commissioners. The Larimer County Board of County Commissioners shall likewise be empowered to replace its representative to the Board of Directors during that representative's term of office.

The towns of Berthoud, Estes Park, Johnstown, Timnath, Wellington, and Windsor, having a total of two representatives on the Board of Directors, may create a vacancy by a majority vote amongst 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 Larimer County Board of County Commissioners. [Rev. 11/01]

The fire districts named in the IGA, having one representative to the Board of Directors, may likewise create a vacancy and remove their representative to the Board of Directors by a majority vote. A new representative shall be nominated 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 to the Board of Directors, may likewise create a vacancy and remove their representative to the Board of Directors by a majority vote. A new representative shall be nominated for appointment to the Board of Directors by the Larimer County Board of County Commissioners.

Other than by expiration of appointment, whenever a vacancy occurs on the Board of Directors through the process set forth above, or by resignation of a member of the Board of Directors, the Secretary will notify the Larimer County Board of County Commissioners in writing and request that another member be appointed to serve out the remainder of the unexpired term. Nominations for this appointment shall be made in accordance with section III, paragraph C, of the IGA and these bylaws. [Rev. 6/93]

Article III: Meetings

Section 1. Regular Meetings. Regular meetings for the transaction of the business of the LETA Board shall be held at such times and places as the Board may from time to time determine. The Board 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 may designate. The annual meeting shall be for the purpose of the election of officers and for such other purposes as the Board may determine. [Rev. 11/99]

Section 2. Special Meetings. Special meetings of the LETA Board may be called by or at the request of the Chairman of the Board or any three members, and shall be at such place as the Chairman or such three members determine. At least seven (7) 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. [Rev. 11/01]

Section 3. Agendas for Regular Meetings. The Chairman 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 within a reasonable time prior to distribution. Each agenda shall provide for the discussion of old and new business not specified on the agenda. [Rev. 11/01]

Section 4. Quorum. A majority of the members shall constitute a quorum for transaction of business at any regular or special meeting of the LETA Board. Whenever less than a majority of any appointed members appears for a meeting, those present shall have the power to adjourn the meeting until a quorum is present. A quorum may transact the business of LETA.

Section 5. Majority Vote. An act of a majority of the LETA Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number of the board members present at the meeting is required by law or these bylaws. All acts of the Board shall be by vote recorded by the Secretary.

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

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

Section 8. Compensation. Members shall not receive any salaries or compensation for their services as members.

Article IV: Officers

Section 1. Officers. The LETA Board shall elect from its own members a Chairman, Vice

Chairman, Secretary, and Treasurer. The Board may elect or appoint other officers, including, but not limited to, assistant secretaries and assistant treasurers, as it shall deem desirable. [Rev. 1/97]

Section 2. Election and Term of Office. The officers of the LETA Board shall be elected at the annual meeting pursuant to Article III, Section 1, of these bylaws. [Rev. 11/99]

Section 3. Removal. Any officer elected by the LETA Board may be removed by the Board 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 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 resolutions or directives of the LETA Board. 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. Administrative Assistant. The LETA Board may appoint an Administrative Assistant who shall have such powers and responsibilities as determined by the Board. [Rev. 2/01]

Section 7. Technical Committee. The LETA Board shall appoint a five-member Technical Committee. Appointment shall be made upon the recommendation of each agency maintaining a public service answering point (PSAP), including Larimer County, Fort Collins, Loveland, Estes Park and Colorado State University. Members of the Technical Committee shall be supervisor-level employees of PSAPs or lead dispatchers. For the purpose of establishing staggered terms initial appointments shall be two (2) years for two (2) members; three (3) years for (2) members and four (4) years for one (1) member. Thereafter, all appointments shall be for four (4) year terms. Members shall be limited to two (2) consecutive terms except as may be modified by the LETA Board to allow additional consecutive terms under extraordinary circumstances.

A member of the LETA Board shall be appointed by the Board annually as an ex-officio, nonvoting member of the Technical Committee.

The Technical Committee is authorized to elect such officers and to adopt such bylaws as may be necessary to enable it to function effectively.

The Chairman of the Technical Committee shall attend all regular and special meetings of the LETA Board and shall advise the LETA Board of all matters raised and discussed at Technical Committee meetings.

Upon the request of the Technical Committee, the LETA Board may annually budget funds to cover reasonable expenses of the Technical Committee. [Rev. 3/01]

Section 8. Additional Committees. The LETA Board may appoint such other special committees as may be necessary to assist and advise it. [Rev. 2/01]

Article V: Finance and Budget

Section 1. Contracts. 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. All contracts shall be approved by an act of the Board 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 in amounts less than two hundred dollars shall be issued in the name of LETA and shall require the signature of one member of the Board of Directors. For check, drafts, or orders for the payment of money in amounts in excess of two hundred dollars shall require the signatures of two members of the Board of Directors. The Board of Directors may approve payment of anticipated recurring charges by a single act of the Board of Directors approving such recurrent payments. [Rev. 11/01]

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 may select in accordance with the laws of the State of Colorado and in accordance with Article VIII of the IGA.

Section 4. Gifts. The LETA Board 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. [Rev. 11/01]

These requirements are in addition to those set forth in Article VII 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, and new bylaws adopted, as the LETA Board may determine necessary.

These bylaws are approved and adopted this 12 day of December, 2001.

MARY MOORE
Chairman of the Board

Vice Chairman of the Board

RON UTHMANN
Secretary