



El Paso-Teller County 9-1-1 Authority

2020 Board Bylaws



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**RESTATED BYLAWS OF THE
EL PASO - TELLER COUNTY 9-1-1 AUTHORITY**

PREAMBLE

These Restated Bylaws (the "Bylaws") amend and replace in their entirety the Bylaws of the El Paso – Teller County 9-1-1 Authority (the "Authority") which were adopted on March 28, 1990, amended on August 27, 1996 and amended and restated on February 21, 2001. These Bylaws are adopted by the Board of Directors of the Authority pursuant to the provisions of the Restated Intergovernmental Agreement (the "IGA") on November 24, 2000 which replaced the original IGA on June 1, 1989. The original IGA created the Authority and the IGA maintains the existence of the Authority as a separate legal entity, subject to the provisions of the IGA and Article 11 of the Title 29, C.R.S. (the "Emergency Telephone System Act" or the "ACT").

ARTICLE I

PURPOSE

These Bylaws contain provisions for the regulation and management of the affairs of the Authority with changes made necessary by the adoption of the IGA.

ARTICLE II

BOARD OF DIRECTORS

- I. **General Powers.** The powers of the Authority shall be exercised by or under the authority of, and the business and affairs of the Authority shall be managed by its Board of Directors, except as otherwise provided by the IGA or applicable Colorado law. Without restricting the general powers conferred by these Bylaws, it is hereby expressly declared that the Board shall have the following powers and duties:
 - A. To confer upon any appointed officer or employee of the Authority the power to choose, remove or suspend employees or agents upon such terms and

- conditions as may seem fair and just and in the best interest of the Authority.
- B. To determine and designate, except as otherwise provided by law or these Bylaws, who shall be authorized to make purchases, negotiate leases for office space, and sign receipts, endorsements, checks, release and other documents. The Board may, on a limited basis and by resolution, give an Authority manager or other appointed signatory the power to sign contracts and other official documents on behalf of Authority.
 - C. To create standing or special committees and to delegate such power and authority thereto as the Board deems necessary and proper for the performance of such committee's functions and obligations.
 - D. To prepare or cause to be prepared financial reports, other than the statutory audit, covering each year's fiscal activities; and such reports shall be available for inspection by the public, as requested.

II. **Number, Section, and Tenure.**

A. **Number.**

- i. The Board of Directors shall consist of nine members.

B. **Section and Appointment.**

- i. In accordance with the provisions of the IGA, the Board of County Commissioners of El Paso County shall appoint two members of the Board; the Board of County Commissioners of Teller County shall appoint one member of the Board; and the City Council of the City of Colorado Springs shall appoint three members of the Board. The Board of Directors of the Authority shall appoint three members to the Board from a list of nominees submitted by the Parties to the IGA (other than the three appointing authorities listed above). If the Parties to the IGA (other than the three appointing authorities) determine, by a majority vote, their choice(s) for appointment to the Board, the Board of Directors will make such appointment at the next regular meeting of the Board following receipt of the notice of the selection(s). Residency requirements for Board Members, if any, shall

be as set forth in the IGA and any amendments thereto.

- III. **Voting.** Each Director shall have one vote. There shall be no proxy voting.
- IV. **Participation Requirements.** Each member of the Board of Directors is expected to attend scheduled meetings of the Board and any special meetings called pursuant to the provisions of these Bylaws. If a member of the Board is absent from three successive regular or work session meetings of the Board of Directors, without being excused, such absences shall disqualify the individual from continuing to serve as a Director, and his or her term of office shall terminate on the date of the third consecutive unexcused absence. To be excused from a meeting of the Board, a Director must submit a written request, by email or otherwise, to the Board Chair or Authority CEO at least twenty-four hours in advance of the meeting and receive approval of the Board for such absence. When twenty-four hours advanced written notice is not provided, a Director's absence will be unexcused unless (i) the absence was due to an unexpected emergency, such as an illness or injury of the Director or an immediate family member, and (ii) the Board approves such absence.
- V. **Vacancies.** Any vacancy in the Board because of death, resignation, removal, disqualification, or otherwise shall be filled by the original appointing authority. The Board shall notify the appropriate original appointing authority of the vacancy (and in the case of a vacancy in a Board appointed position, notice shall be sent to the other Parties to the IGA) within thirty days requesting a replacement be appointed (or in the case of a Board appointed position, requesting nominations) to serve for the remainder of the unexpired term.
- VI. **Terms.** The term of office for each Director shall be three years. Each Director is eligible to serve for two consecutive terms. Should a Director position become vacant, the appropriate appointing authority shall fill the position. If an appointment is made to fill a vacancy that has more than eighteen months of the term remaining at the time the vacancy is created, such appointment shall be considered a full-term, thus allowing such Director to serve one additional consecutive three-year terms. If the appointment is made to fill a vacancy that

has less than eighteen months of the term remaining at the time the vacancy is created, such appointment shall not be considered full-term, thus allowing such Director to serve two additional consecutive three-year terms. Directors shall take office at the next regular meeting of the Board following their appointment and hold office until the end of their terms, unless sooner terminated pursuant to Article II, Section V.

VII. **Fidelity Insurance.** The Authority shall provide fidelity or similar insurance coverage in a sum of not less than \$500,000 for the Treasurer, CEO and any other employees or Directors who have control of Authority accounts and funds.

VIII. **Oath of Office.** Each member of the Board, before assuming the responsibilities of his or her office, shall take and subscribe an oath of office in the form prescribed by law.

IX. **CEO.** The Board may appoint a CEO to serve for such term and upon such conditions, including compensation, as the Board may establish. The CEO shall have general supervision over the administration of the affairs, employees and operation and business of the Authority and shall be charged with the hiring and discharging of employees and the management of Authority properties. The CEO shall have the care and custody of the general funds of the Authority and shall deposit or cause to be deposited the same in the name of Authority in such banks or saving associations as the Board may select. The CEO shall keep or cause to be kept regular books of account of all Authority transactions. The Board may delegate additional financial powers and duties to a Chief Financial Officer ("CFO") or other employees as it deems appropriate.

ARTICLE III

MEETINGS

I. **Regular Meetings.** Regular meetings for the transaction of the business of the Board shall be held at such times and places as the Board may from time to time determine. The Board shall hold its annual meeting in the month of January each year at a time and place designated by the Board. The principal purpose of

the annual meeting is to elect officers.

- II. **Special Meetings.** Special meetings of the Board may be called at the request of the Chairman of the Board or any three Directors, and shall be at such place, date and time as the Chairman or such three Directors may determine. Notice of any special meeting of the Board stating the date, time, and place of the meeting, shall be given by the mailing of written notice by first class mail postage prepaid at least five days prior to the meeting, or at least three days prior thereto if the notice is given by personal delivery of written notice or by telephone, facsimile, electronic transmission or by any other form of wire or wireless communication (and the method of notice need not be the same as to each Director). Any Director may waive notice of any such meeting before or after the time and date of the meeting stated in the notice. The attendance of a 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 any 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 waive of notice of such meeting if such business is related to matters of budget, contracts or major policy decisions by the Board of Directors.
- III. **Agenda for Regular Meetings.** Agendas shall be distributed to all Directors at least five days before any meeting other than a special meeting. The CEO and all Directors shall have the right to have items placed on the agenda. Any Director desiring to have an item placed on the agenda must present it to the administrative office of the Authority at least ten days prior to the next meeting. Each agenda shall provide for the discussion of other items of old and new business not specified on the agenda.
- IV. **Open Meetings.** Regular and special meetings of the Board shall be governed by the Colorado Open Meetings Law, C.R.S. § 24-6-401, *et seq.* All Meetings of the Board, other than executive sessions and social gatherings, shall be open to the public. Meetings include any and all sessions of the Board, at which a quorum of the Board or three or more Directors are expected to be in attendance

for discussion of Authority business, either in person, telephonically, or electronically.

- V. **Quorum of Board.** All official business of the Board shall be transacted by the affirmative vote of a majority of the Directors present at a regular or special meeting either in person, telephonically, or electronically, except as provided in Article III, Sections VI and X. A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. All official actions of the Board must receive the affirmative vote of a majority of the Directors present in a meeting in which a quorum exists.
- VI. **Vote Requirements.** Except as specifically required by law or in the case of an emergency meeting pursuant to Article III, Section IX, any action of the Board shall require the affirmative vote of a majority of the Directors in attendance and voting.
- VII. **Committees.** The Board of Directors may establish committees and appoint the chairman of any such committees. The Board of Directors may delegate certain powers and responsibilities to such committees as set forth in any resolution or motion adopted by the Board. Meetings of committees of the Board shall be subject to the Open Meetings Law if three or more Directors are in attendance.
- VIII. **No Informal Action by Directors/Executive Sessions.** All official business of the Board shall be conducted at regular or special meetings. Executive sessions may be called at regular or special meetings, and conducted according to the following guidelines:
 - A. **Calling the Executive Session.** The topic for discussion in the executive session shall be announced in the motion, and the specific statute that authorizes the executive session shall be cited. The matter to be discussed shall be described in as much detail as possible without compromising the purpose of being in executive session. An affirmative vote of two-thirds of the quorum in attendance shall be required to go into executive session.
 - B. **Conducting the Executive Session.** No adoption of any proposed policy,

position, resolution, rule, regulation or formal action shall take place in an executive session. The discussion in executive session shall be limited to the reason for which the executive session was called. An electronic record (such as an audio tape) of the actual contents of the discussion in the executive session shall be kept. No electronic or other record is necessary to be kept for any portions of the discussion which the Authority's attorney reasonably believes constitutes attorney-client privileged communication. The attorney shall state on the electronic record when any portion of the executive session is not recorded as an attorney-client privileged communication or sign a statement to the same effect.

C. **Records of Executive Sessions.** The electronic record of any executive session shall be retained by the Authority for ninety days from the date of the executive session and then destroyed. Electronic recordings of the executive session, or transcripts or other reproduction of the same, shall not be released to the general public for review under any circumstances, except as required by law.

IX. **Emergency Meetings.** Notwithstanding any other provisions in this Article III, emergency meetings may be called by the Chair or any two Board members in the event of an emergency that requires the immediate action of the Board in order to protect the public health, safety and welfare of the property owners and residents of the Authority, without notice if notice is not practicable. If possible, notice of such emergency meeting may be given to the Board by telephone or whatever other means are reasonable to meet the circumstances of the emergency. At such emergency meeting, any action within the power of the Board that is necessary for the immediate protection of the public health, safety and welfare may be taken by those Board members present; provided, however, that any action taken at an emergency meeting shall be effective only until the first to occur of (i) the next regular meeting, or (ii) the next special meeting of the Board at which the emergency issue is on the public notice of the meeting. At such subsequent meeting, the Board may ratify any emergency action taken. If any emergency

action taken is not ratified, then it shall be deemed rescinded as of the date of such subsequent meeting.

- X. **Email Meetings.** Section 24-6-402, C.R.S., requires that e-mails between three Directors (or, when two Directors constitutes a quorum, two Directors) that discuss pending resolutions, formal action, or other Authority business shall be considered a public subject to the requirement of the Colorado Open Meeting Law.
- XI. **Electronic Signatures.** In the event one or more of the individuals authorized by the Board to execute a written document, contract, note, bond, deed, and/or other official papers of the Authority is unable to be physically present to sign said documentation, such individual or individuals are authorized to execute the documentation electronically via facsimile or e-mail signature, unless said documentation provides otherwise. Any electronic signature so affixed to a document shall carry the full legal force and effect of any original, handwritten signature. This provision is made pursuant to Article 71.3 of Title 24, C.R.S., also known as the Uniform Electronic Transactions Act.

ARTICLE IV

OFFICERS

- I. **Officers.** The officers of the Authority shall consist of a Chairman, Vice-Chairman, Secretary, and Treasurer, all of whom must be members of the Board of Directors.
- II. **Election and Term of Office.** The officers of the Authority shall be elected annually by the Board at the regular meeting held in January of each year. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office from the end of the meeting at which such officer was elected until a successor has been duly elected, or until such officer's earlier death, resignation or removal.
- III. **Duties of Officers.**
 - A. **Chairman:** The Chairman shall preside at all meetings of the Board of Directors: see that all orders and resolutions of the Board are carried out; assume responsibility for the general governance of the Authority; be a signor

on the Authority's financial accounts; and perform all other duties assigned by the Board.

B. **Vice-Chairman:** The Vice-Chairman will assume the responsibilities of the Chairman in his/her absence; be a signor on the Authority's financial accounts; and perform all other duties assigned by the Board.

C. **Secretary:** The Secretary shall be responsible for all written correspondence issued and received by the Board; shall prepare, or cause to be prepared, agendas for meetings and minutes of all meetings, shall act as the purchasing officer for the Authority; be a signor on the Authority's financial accounts; and perform all other duties assigned by the Board.

D. **Treasurer:** The Treasurer shall be responsible for the care and custody of all funds of the Authority; shall act as the budget officer, and prepare, or cause to be prepared, all budget documents required by the state of Colorado; shall prepare, or cause to be prepared, monthly financial reports of the Authority; be a signor on the Authority's financial accounts; and perform all other duties assigned by the Board.

IV. **Removal.** Any officer may be removed from office by the affirmative vote of a majority of the Directors at a regular or special meeting called for such purpose when in their judgment the best interest of the Authority would be served thereby.

V. **Vacancies.** The Board of Directors shall fill a vacancy in any office, however occurring, for the unexpired portion of the term of office.

ARTICLE V

FINANCE AND BUDGET

I. **Contracts.** All contracts and other legally binding documents shall be signed by the Chairman (or Vice-Chairman in the absence of the Chairman) and be attached to a Resolution of the Board authorizing the Chairman to execute such document, unless the Board has delegated authority to sign the contract to the CEO or another individual.

II. **Checks, Drafts, and Orders.** The CEO may sign checks, drafts, or orders up to

the amount of \$5,000 without additional Board approval. The CEO will report to the Board at each Board meeting on any such checks, drafts, or orders signed by the CEO. Two Directors authorized by the Board to execute such document shall sign all checks, drafts, or orders for the payment of money issued in the name of the Authority in excess of \$5,000. All checks, drafts, or orders for payment of money issued in the name of the Authority in excess of \$5,000 shall be approved by motion of the Board prior to signature by the two Directors authorized by the Board to execute such document. The Board may approve payment of anticipated recurring charges by a single act of the Board, provided that they Board gives specific written direction to the Treasurer concerning which charges are thereby approved for recurring payment.

- III. **Deposits.** All fund of the Authority shall be deposited as directed by the Board of Directors in accordance with the Public Deposit Protection Act (Article 10.5 of Title 11, C.R.S.), the Savings and Loan Association Public Deposit Protection Act (Article 47 of Title 11, C.R.S.), and the Act.
- IV. **Gifts.** The Board may accept on behalf of the Authority any contribution, grant, funding, gifts, bequest or devise for any of the lawful purposes of the Authority.
- V. **Budget and Audits.** The Authority follows the Local Government Budget Law of Colorado (Part 1 of Article 1 of Title 29, C.R.S.). The internal procedures of the Authority are as follows:
 - A. **Revised Budget.** The Authority Board established the following procedure for revising a yearly budget.
 - i. The treasurer or designated budget officer submits to the Board, prior to October 1, a proposed revised operating budget for the current year. The revised operating budget includes proposed expenditures and the means of financing them.
 - ii. Public notice and comment period are provided for in a public hearing to be held during a regular meeting. Following the public hearing, the Board formally adopts the revised budget.
 - iii. The Authority is authorized to transfer budgeted amounts between line

items within the fund. However, the Board must approve any revision that alters the total expenditure of any fund.

- iv. The budget for the enterprise fund is adopted on a basis consistent with general accepted accounting principles (GAAP).
- v. All annual appropriations lapse at the end of the year. Any reserve amount is carried forward into a general reserve for the following budget year.

B. Establishing Annual Budget. The Board establishes the following procedure for setting the upcoming yearly budget:

- i. The treasurer or designated budget officer submits to the Board, prior to October 1, a proposed operating budget for the upcoming year. The operating budget includes proposed expenditures and the means of financing them.
- ii. Public notice and comment period are provided for in a public hearing to be held during a regular meeting. Following the public hearing, the Board formally adopts the budget setting forth the expenditures to be made in the ensuing fiscal year. The Board shall provide for sufficient revenues to finance budgeted expenditures with special consideration given to the current or proposed emergency telephone surcharges.
- iii. The Authority is authorized to transfer budget amounts between line items within the fund. However, any revision that alters the total expenditure of any fund must be approved by the Board.
- iv. The budget for the enterprise fund is adopted on a basis consistent with general accepted accounting principles (GAAP).
- v. All annual appropriations lapse at the end of the year. Any reserve amount is carried forward into a general reserve for the following budget year.

C. Annual Audit. The Board of Directors shall have an annual audit of the financial statements of the Authority made in accordance with the Colorado Local Government Audit Law.

ARTICLE VI
BOOKS AND RECORDS

- I. **Records of Meetings.** The Authority shall keep minutes of the proceedings of the Board at all regular and special meetings, and shall keep a record showing the names and addresses of its Directors. The minutes of the Board shall reflect the current financial statement prepared by the treasurer of the Authority. Minutes of regular sessions shall be available for public review as soon as practicable following acceptance of the minutes by adoption of a motion therefore by the Board. Executive sessions shall be electronically recorded on audio tape or other electronic media, and such electronic recording or reproduction of the same shall be kept separate from minutes of regular sessions as described in Article III, Section VIII.C of these Bylaws and shall not be open to the public except as required by law.
- II. **Fee Schedule.** The Authority realizes that requests for copies of records of the Authority will be made. A fee schedule will be established for charging for copies of Board records and shall be reviewed periodically.
- III. **Annual Report.** A comprehensive annual report of the Authority's activities and finances will be submitted annually to the parties to the IGA.

ARTICLE VII
FIDUCIARY MATTERS

- I. **Indemnification.**
- A. **Scope.** The members of the Board of Directors of the Authority, and its officers, shall not be personally liable for any acts performed or omitted in good faith. The Authority shall indemnify, defend, and hold harmless members of the Board, its officers, and volunteers, from and against claims or judgments of third parties, resulting from the acts or omissions of any Board member, officer, or volunteer of the Authority, to the fullest extent permissible under the laws of the State of Colorado. The Authority may in

its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Article VII, Section I.

- B. **Savings Clause.** If any provision of these Bylaws dealing with indemnification shall be invalidated by any court on any ground, then the Authority shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of these Bylaws that not have been invalidated.

II. **General Standards of Conduct for Directors and Officers.**

- A. **Discharge of Duties.** Each Director or Officer shall discharge his or her duties as a Director or as an officer, including the Director's duties as a member of a committee of the Board, under that authority (i) in good faith; (ii) with the care of an ordinarily prudent person in a like position would circumstances; and (iii) in a manner the Director or officer reasonably believes to be in the best interest of the Authority.
- B. **Reliance on Information and Reports.** In discharging his or her duties, a Director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: (i) one or more officers or agents of the Authority whom the Director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the Director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a Director, a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director or officer is not acting in good faith if the Director or officer had knowledge concerning the matter in question that makes reliance otherwise permitted by this Article VII, Section II.B to be unwarranted.

- III. **Conflicts of Interest.** A potential conflict of interest of any Director shall be disclosed in accordance with State law, particularly Article 18 of Title 24, C.R.S.,

and Sections 32-1-902(3) and 18-8-308, C.R.S.

Article VIII

AMENDMENT OF BYLAWS

- I. **Normal Procedure.** These bylaws may be altered, amended, or repealed at any regular or special meeting of the Authority, at which a quorum is present, by a two-thirds majority of the Directors present. All Directors must have received written notice thirty days prior to the meeting specifying the nature of the proposed alterations, amendments, or Bylaws to be repealed.
- II. **Emergency Procedure.** If the entire Board of Directors determines that it is in the best interest of the Authority to alter, amend, or repeal any of the bylaws and that the business of the Authority will be impaired by following the procedure in Article VIII, Section I, action taken by the affirmative vote of all of the members of the Board of Directors at a regular meeting or a special meeting called for such purpose, shall be effective to make sure change(s) to the bylaws.

ARTICLE VIX

TERMINATION OF PRIOR BYLAWS.

These Bylaws amend, supersede and replace in their entirety all prior Bylaws, and any amendments thereto, previously adopted by the Board of Directors.