

**BYLAWS  
OF  
BOULDER COUNTY REGIONAL FIRE TRAINING CENTERS, INC.**

**(A Colorado Nonprofit Public Corporation)**

**ARTICLE I  
PUBLIC NATURE OF CORPORATION**

Boulder County Regional Fire Training Centers, Inc. ("*Corporation*") shall at all times constitute a public entity and nonprofit organization organized by, and serving, county, municipal, and special district fire departments, and other nonprofit fire and emergency services agencies and public entities.

**ARTICLE II  
OFFICES**

**Section 1.   *Business Office.*** The initial principal office of the Corporation shall be located at 948 North Street, Suite 2, Boulder, Colorado 80304. The Board of Directors may from time to time designate another location as the principal office. The Corporation may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

**Section 2.   *Registered Office.*** The Corporation shall continuously maintain in Colorado a registered office and a registered agent, and the Board of Directors may change the registered office and registered agent from time to time, all as required by law.

**ARTICLE III  
MEMBERS**

**Section 1.   *Members.*** The Corporation shall have no members.

**ARTICLE IV  
BOARD OF DIRECTORS**

**Section 1.   *General Powers.*** Except as otherwise provided by law or by the Articles of Incorporation, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by, its Board of Directors.

**Section 2.   *Performance of Duties.*** A director of the Corporation shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and

groups listed in paragraphs (i), (ii), and (iii) of this Section 2; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties in compliance with this Section 2 shall not have any liability to the Corporation or its members, if any, by reason of being or having been a director of the Corporation. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are:

i. One or more officers, employees, or volunteers of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

ii. Legal counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence; or

iii. A committee of the Board of Directors upon which the director does not serve, which committee the director reasonably believes merits confidence.

**Section 3. *Qualifications.*** Each director must be a natural person who is twenty-one (21) years of age or older and a resident of the State of Colorado. A permanent director representing an agency shall be an active member of such agency.

**Section 4. *Number, Election, and Tenure.*** The number of directors of the Corporation shall be five (5). The permanent directors of the Corporation shall be the City of Boulder Fire Chief, the City of Longmont Fire Chief, the Nederland Fire Protection District Fire Chief, and the Boulder County Sheriff, or the designee of any of the foregoing specifically identified individuals. The permanent members shall appoint a fifth director at large to a two (2) year term beginning January of even-numbered years or upon vacancy. A director so appointed shall hold office until the director's successor shall have been appointed and qualified, or until such director's earlier death, resignation, or removal. Successive terms shall not be limited.

**Section 5. *Replacement of Permanent Director.*** A permanent director may not resign or be removed from office; however, a permanent director may, by the prior affirmative majority vote of the other permanent directors then in office, have an alternative representative selected by the permanent director's agency serve in his or her place.

**Section 6. *Resignation and Removal of Appointed Director.*** An appointed director at large may resign at any time by giving written notice to the Board of Directors. The resignation is effective when the notice is received unless the notice specifies a later effective date. Unless specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. An appointed director at large may be removed at any time, with or without cause, by the prior affirmative majority vote of the permanent directors then in office, whenever in the best judgment of the Board of Directors the best interests of the Corporation will be served thereby.

**Section 7. *Vacancies.*** A vacancy in the office of permanent director may be filled by the agency represented by such permanent director; provided, that if such agency fails or refuses

to fill the vacancy within one (1) year from the effective date of the vacancy, the Board of Directors may fill the vacancy. Any director selected by the Board of Directors to fill such a vacancy shall not be a permanent director, but rather, shall be an additional appointed director at large and shall be subject to all provisions provided by these Bylaws, the Articles of Incorporation, and law governing appointed directors. A vacancy in the office of an appointed director at large may be filled by the permanent directors. A director elected to fill a vacancy in the office of appointed director at large shall hold office until the director's successor shall have been appointed and qualified, or until such director's earlier death, resignation, or removal. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

**Section 8. *Annual Meeting.*** The annual meeting of the Board of Directors shall be held during the month of January at such time and place as determined by the Board of Directors for the purpose of appointing directors, if applicable, electing officers, and transacting other business. The Board of Directors may provide, by resolution, the time and place for holding the annual meetings without other notice than such resolution.

**Section 9. *Regular Meetings.*** Regular meetings of the Board of Directors shall be held each month, except for the month of the annual meeting, or as otherwise determined by the Board of Directors, at such time and place as determined by the Board of Directors. The Board of Directors may provide, by resolution, the time and place for holding these or additional regular meetings without other notice than such resolution.

**Section 10. *Special Meetings.*** Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meeting of the Board of Directors called by them.

**Section 11. *Emergency Meetings.*** An emergency meeting may be called by any director in the event of an emergency that requires the immediate action of the Board of Directors in order for the Corporation to carry out its duties and functions. At such emergency meeting, the Board of Directors, by affirmative majority vote, may take any action within the express and implied powers of the Board of Director to carry out its duties and functions; provided, 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 of Directors, at which the emergency issue is on the notice of and agenda for the meeting. At such subsequent meeting, the Board of Directors may ratify any emergency action taken. If any emergency action taken is not ratified, then it shall be deemed rescinded.

**Section 12. *Notice.*** Reasonable notice of each special meeting stating the date, time, and place of the meeting shall be given to each director at such director's business or residential address by mailing written notice by first class, certified or registered mail at least five days prior thereto, or by telephone, facsimile, or email at least two days prior thereto. If mailed, such notice is effective at the earliest of: (i) the date received; or (ii) five days after mailing. If emailed, such notice shall be deemed to be given when the email is shown as delivered to the receiving party. If sent by facsimile, such notice shall be deemed given when sent if the sender receives

automatic notice that the facsimile has been received by the receiving telecopier, otherwise such notice shall be deemed given when received by the receiving telecopier.

**Section 13. *Waiver of Notice.*** A director may waive notice of any meeting before or after the time and date of the meeting. Except as otherwise provided by this Section 13, the waiver shall be in writing and signed by the director. Such waiver shall be delivered to the Corporation for filing with the corporate records, but such delivery and filing are not conditions on the effectiveness of the waiver. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting, unless at the beginning of the meeting or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

**Section 14. *Quorum and Manner of Acting.*** A majority of the directors in office immediately before a meeting begins shall constitute a quorum of the Board of Directors. The vote of a majority of the directors present at any meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by law, the Articles of Incorporation, or these Bylaws. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice than an announcement at the meeting. No director may vote or act by proxy at any meeting of the Board of Directors.

**Section 15. *Presumption of Assent.*** A director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to such action unless (a) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (b) the director contemporaneously requests the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (c) the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or by the Corporation promptly after the adjournment thereof. Such right of dissension or abstention is not available to a director who votes in favor of the action taken.

**Section 16. *Director Conduct.*** In order to foster a cooperative environment and to further the Corporation's mission and charitable purpose, directors shall observe the following code of ethical conduct during their term of office:

- i. The dignity, style, values, and opinions of each director shall be respected;
- ii. Directors shall endeavor to be responsive and attentive in communications with other directors and third parties;
- iii. Meeting the needs of the Corporation should be the primary purpose of each director;

iv. Directors should focus on issues, not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocks based on personalities rather than issues should be avoided;

v. Different points of view are healthy in the decision-making process and are encouraged;

vi. Once the Board of Directors has voted on an issue, individual directors shall not take any actions that would create barriers or otherwise impede the Corporation's ability to implement the Board of Directors' decision;

vii. The smooth working of the Corporation is a team effort. All directors should work together in a collaborative process to assist each other in conducting the Corporation's affairs. The Board of Directors functions as a whole, and individual directors have no authority to speak on behalf of the Board of Directors or the Corporation, or to bind the Corporation through their individual actions or statements; and,

viii. Directors shall at all times conduct themselves with courtesy to each other and to third parties present at Board of Directors meetings.

**Section 17. *Committees.*** The Board of Directors may, by resolution adopted by affirmative majority vote of the directors in office at the time such resolution is adopted, designate from among its members an executive committee and one or more other committees. Each committee may, to the extent provided in the resolution of the Board of Directors and except as may be limited by law, exercise all of the authority of the Board of Directors. Such delegation of authority shall not relieve the Board of Directors or any member thereof from any responsibility or standard of conduct imposed by law or these Bylaws. Committees shall, to the extent applicable, comply with all provisions of these Bylaws related to meetings, notice, quorum, and manner of acting.

**Section 18. *Meetings by Telecommunication.*** Any director may participate in a regular, special, or emergency meeting by, or the Board of Directors may conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

**Section 19. *Informal Action by Directors.*** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, or counterparts thereof, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof and included in the minutes filed with the corporate records. Action taken under this Section 13 shall be effective when the last director signs the consent, unless the consent specifies a different effective date.

**Section 20. *Property Interest of Directors.*** No director of the Corporation shall have any right, title, or interest in or to any real or personal property or other assets of the Corporation during its existence, or upon the dissolution of the Corporation.

**Section 21. *Non-Liability for Debts.*** The private property of the directors shall be exempt from execution or other liability for any debts of the Corporation and no director shall be liable or responsible for the debts or liabilities of the Corporation.

## **ARTICLE V** **OFFICERS**

**Section 1. *Officers.*** The officers of the Corporation shall be a president, a vice president, a secretary, and a treasurer. The positions of secretary and treasurer may be held by the same person. The Board of Directors may appoint, designate, or authorize such other officers or assistant officers as it may consider necessary.

**Section 2. *Election and Term.*** The Board of Directors shall elect or appoint the officers at each annual meeting of the Board of Directors. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified, or until such officer's earlier death, resignation, or removal.

**Section 3. *Resignation, Removal, and Vacancies.*** An officer may resign at any time by giving written notice of resignation to the Board of Directors. The resignation is effective when the notice is received unless the notice specifies a later effective date. Unless specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. An officer may be removed at any time, with or without cause, by the affirmative majority vote of the Board of Directors, whenever in the best judgment of the Board of Directors the best interests of the Corporation will be served thereby. A vacancy in any office may be filled by the Board of Directors. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new officer may not take office until the vacancy occurs.

**Section 4. *Contract Rights of Officers.*** Election, appointment, or designation of an officer does not itself create contract rights. An officer's removal shall not affect the contract rights, if any, of the person so removed. An officer's resignation shall not affect the contract rights, if any, of the Corporation.

**Section 5. *President.*** Subject to the control of the Board of Directors, the president shall have general charge and control of all of the affairs of the Corporation and shall perform all duties incident to the office of president. He or she shall serve as the Chairperson and shall preside at all Board of Directors meetings. He or she shall have such powers and perform such other duties as from time to time may be determined by the Board of Directors. Notwithstanding *Robert's Rules of Order*, the president may vote or make a motion on any matter to come before the Board of Directors.

**Section 6. *Vice President.*** The vice president shall, in the absence of the president, perform the duties of the president. The vice president also shall perform such other duties as prescribed by the president and the Board of Directors.

**Section 7. *Secretary.*** The secretary shall (i) prepare and maintain as permanent records the minutes of the proceedings of the Board of Directors or a committee, a record of all actions taken by the Board of Directors or a committee without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of

the Corporation, and a record of all waivers of notice of meetings of the Board of Directors or a committee, and (ii) perform all duties incident to the office of secretary and such other duties as prescribed by the president and the Board of Directors. The Board of Directors may designate a person other than the secretary to keep the minutes of their respective meetings.

**Section 8. *Treasurer.*** The treasurer shall (i) have custody of, and when proper may pay out, disburse, or otherwise dispose of, all funds and securities of the Corporation which may have come into his or her hands; (ii) receive and give receipts for moneys due and payable to the Corporation, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; (iii) enter or cause to be entered regularly in the books of the Corporation kept for that purpose full and accurate accounts of all moneys received or paid or otherwise disposed of by him or her; and (iv) perform all duties incident to the office of treasurer and such other duties as prescribed by the president and the Board of Directors. The treasurer also shall prepare and provide a monthly finance report for the Board of Directors. The treasurer shall ensure that all funds are handled in accordance with the Intergovernmental Agreements, if any, entered into between the Corporation and other agencies. The Board of Directors may, by the affirmative majority vote of the directors then in office, designate a person or entity other than the treasurer to perform all or any of the responsibilities of the treasurer.

## **ARTICLE VI**

### **CHECKS, DEPOSITS, AND LOANS**

**Section 1. *Checks, Drafts, Etc.*** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, and/or such agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 2. *Deposits.*** All funds of the Corporation not otherwise employed may be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 3. *Loans.*** No loans shall be made by the Corporation to any of its directors or officers. The fact that a loan is made to a director or officer in violation of this Section 3 does not affect the borrower's liability on the loan.

## **ARTICLE VII**

### **INDEMNIFICATION**

**Section 1. *Directors.*** The Corporation shall indemnify directors and officers of the Corporation in their capacities as directors and officers pursuant to the procedures set forth in, and to the fullest extent authorized by, Colorado law as the same exists or may hereafter be amended. The right to indemnification provided herein shall be a contract right and shall include the right to be paid by the Corporation in accordance with Colorado law for expenses incurred in advance of the final disposition of any proceeding.

**Section 2. Insurance.** In accordance with Colorado law, the Corporation may purchase and maintain insurance for itself and on behalf of any person who is or was a director or officer of the Corporation or who, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of another foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, other person, or employee benefit plan against any liability asserted against or incurred by him or her in any such capacity or arising from his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

**Section 3. Non-Exclusivity of Rights.** The foregoing rights of indemnification and insurance shall not be exclusive of, or in any manner limit, other rights to which any director or officer may be entitled as a matter of law, or to the extent not prohibited by law, by a contract approved by the Board of Directors.

## **ARTICLE VII** **MISCELLANEOUS**

**Section 1. Seal.** The corporate seal of the Corporation shall be in such form as the Board of Directors may from time to time determine.

**Section 2. Fiscal Year.** The fiscal year of the Corporation shall be as established by the Board of Directors.

**Section 3. Corporate Records.** The Corporation's records shall be maintained in written form or in a form capable of conversion into written form within reasonable time. The Corporation shall keep a copy of each of the following records at its principal office: (a) the Articles of Incorporation; (b) these Bylaws; (c) a list of the names and business or home addresses of its current directors and officers; (d) a copy of the Corporation's most recent periodic report filed with the Colorado Secretary of State; and (e) if the Corporation has members, all documentation related to members required by law to be kept at the Corporation's principal office.

**Section 4. Amendments.** Except as otherwise provided by law or by the Articles of Incorporation, these Bylaws may be altered, amended, or repealed by the affirmative majority vote of the Board of Directors. Any proposed amendment, alteration, or repeal to the Bylaws shall be submitted to the Board of Directors, in writing, thirty (30) days in advance of consideration.

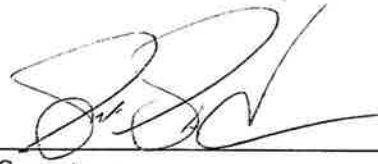
**Section 5. Savings Clause.** The invalidity or unenforceability of any particular provision of these Bylaws shall not affect the other provisions herein, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision was omitted.

**Section 6. Governing Law.** These Bylaws shall be governed by and construed in accordance with the laws of the State of Colorado.



### **CERTIFICATE**

I hereby certify that the foregoing Bylaws, consisting of nine (9) pages, including this page, constitute a complete and correct copy of the Bylaws of Boulder County Regional Fire Training Centers, Inc., adopted by the Board of Directors of the Corporation as of the 26th day of July, 2011.

A handwritten signature in black ink, appearing to be "J. J. [unclear]", written over a horizontal line.

Secretary