

**BYLAWS
OF
BOULDER COUNTY REGIONAL TRAINING CENTER, INC.**

(A Colorado Nonprofit Public Corporation)

**ARTICLE I
PUBLIC NATURE OF CORPORATION**

The Corporation shall at all times constitute a non-profit, public corporation organized by, and serving, municipal and special district fire departments, and other non-profit fire and emergency services agencies and public entities.

**ARTICLE II
OFFICES**

The principal office of the Corporation shall initially 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 from time to time. The Corporation shall continuously maintain in Colorado a registered agent and a registered office.

**ARTICLE III
MEMBERS AND DIRECTORS**

Section 1. *Designation.* The Corporation shall be managed by a Board of Directors, who shall each have one vote in the conduct of the Corporation's affairs. There shall not be any members of the Corporation.

The provisions for the appointment or election of Directors, the term of office thereof, and the provisions for meetings of Directors shall be as hereafter set forth in Article IV relating to Directors.

Section 2. *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 3. *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 IV
BOARD OF DIRECTORS**

Section 1. *General Powers.* The business and affairs of the Corporation shall be managed by its Board of Directors, except as otherwise provided by law or by the Articles of Incorporation.

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 shall not have any liability 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) Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or
- (iii) A committee of the Board of Directors upon which he or she does not serve, which committee the director reasonably believes merits confidence.

Section 3. *Number, Tenure and Qualifications.* The number of directors of the Corporation shall be fixed from time to time by the Board of Directors, provided that the number of directors not be less than four (4) nor more than five (5). Within the limits above specified, the number of directors shall be determined by resolution of the Board of Directors. The permanent directors of the Corporation are 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 designee). The permanent members shall appoint a fifth member to a two (2) year term beginning January of even years or upon vacancy. Successive terms shall not be limited.

Section 4. *Regular Meetings.* The Board of Directors shall hold regular meetings on a monthly basis or at such other time as the Board of Directors may determine. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 5. *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 pursuant to the Notice requirements in Section 7 below. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

Section 6. *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, however, 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 7. Notice. Reasonable notice of any special meeting shall be given by mail, e-mail, facsimile, or telephone to each director at his or her last known business or residence address. If mailed, such notice is effective at the earliest of: (i) the date received; or (ii) five days after mailing. If notice is given by e-mail, such notice shall be deemed to be given when the e-mail is shown as delivered to the receiving party. If notice is given by facsimile, such notice shall be deemed given when sent if the sender receives automatic notice the facsimile has been received, otherwise such notice shall be deemed given when received. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the meeting because it is not lawfully called or convened. The purpose of any regular or special meeting of the Board of Directors need not be specified in the notice of such meeting.

Section 8. Quorum and Manner of Acting. A majority of the number of directors fixed in accordance with Section 3 of this Article IV shall constitute a quorum of the Board of Directors and the act 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. 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. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Director Conduct. In order to foster a cooperative environment and to further the District's goal of providing quality, cost-effective services, Board members 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 Director's 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 Director meetings.

Section 10. *Presumption of Assent.* A director of the Corporation who is present at a meeting of the Board of Directors at which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless at the beginning of the meeting or promptly upon his or her 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 11. *Committees.* The Board of Directors may, by resolution adopted by a majority of the number of directors fixed in accordance with Section 3 of this Article IV, 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 statute, 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 imposed by law.

Regular meetings of any such committee may be held without notice at such times and places as the committee may fix from time to time by resolution. Special meetings of any such committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of the meeting, such notice may be given by mail, e-mail, facsimile, or telephone to each director.

Section 12. *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 13. *Informal Action by Directors.* Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof 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 or all of the committee entitled to vote with respect to the subject matter thereof.

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. These officers shall be elected annually by the Board of Directors. The Board of Directors or an officer(s) authorized by the Board of Directors may appoint such other officers or assistant officers as they may consider necessary. Each officer shall hold office until the first of the following to occur: the time at which his or her successor shall have been duly elected and shall have qualified; his or her death; or the time at which his or her resignation or removal is effective.

Section 2. *Resignation, Removal and Vacancies.* An officer may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. Any officer may be removed by the affirmative majority vote of the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby.

Section 3. *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 4. *Vice President.* The vice president shall, in the absence of the president, perform the duties of the president. The vice president also shall perform duties as prescribed by the president and the Board of Directors.

Section 5. *Secretary.* The secretary shall (i) prepare and maintain as permanent records the minutes of the proceedings of the Board of Directors, a record of all actions taken by the Board of Directors 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 any committee thereof and (ii) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or the Board of Directors. The Board of Directors may designate a person other than the secretary or an assistant secretary to keep the minutes of their respective meetings.

Section 6. *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) in

general perform all duties incident to the office of treasurer and such other duties as may be assigned to him or her from time to time by the Board of Directors or the president. The treasurer shall ensure that all funds are handled in accordance with the Inter-Governmental Agreements (IGAs) between the Corporation and other agencies. The treasurer shall create an annual budget for the Board of Directors to approve at the first meeting of each year, or at such time as requested by the Board of Directors. The treasurer also shall prepare and provide a monthly finance report for the Board of Directors.

ARTICLE VI CHECKS AND DEPOSITS

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 the treasurer and president, or treasurer and vice president, or 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.

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 any proceeding's final disposition.

Section 2. *Insurance.* 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 VIII
MISCELLANEOUS**

Section 1. Waiver of Notice. Whenever notice is required by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before, at or after the time stated therein, shall be deemed the equivalent of giving such notice.

Section 2. Seal. The corporate seal of the Corporation shall be in such form as the Board of Directors shall prescribe. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of the next December, unless otherwise determined by resolution of the Board of Directors.

Section 4. Amendments. The Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board of Directors at any regular meeting of the Board of Directors or at any special meeting called for this purpose. Any proposed amendment, alteration or repeal 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 seven (7) pages, including this page, constitute the Bylaws of Boulder County Regional Training Center, Inc., adopted by the Board of Directors of the Corporation as of _____, 2011.

Secretary