

LOVELAND FIRE RESCUE AUTHORITY BYLAWS

Section 1. Authority. The Loveland Fire Rescue Authority (“Authority”) is a separate legal entity with powers specifically authorized by, and in compliance with applicable provisions of, the Colorado Constitution and Colorado Revised Statutes, and the Intergovernmental Agreement for the Establishment and Operation of the Loveland Fire Rescue Authority (“Agreement”) dated August 19, 2011, between the City of Loveland (“City”) and the Loveland Rural Fire Protection District (“District”).

Section 2. Board of Directors.

- a. Composition. The Board of Directors (“Board”) shall be comprised of five (5) members (“Board Members”) selected in accordance with the provision of the Agreement.
- b. Powers. All powers, privileges and duties vested in, or imposed upon, the Authority by the Agreement shall be exercised and performed by and through the Board. The Board may delegate to officers, employees, and agents of the Authority any or all administrative and ministerial powers.
- c. Vacancies. Vacancies on the Board shall be filled in the manner provided by the Agreement. A Board vacancy shall occur when a Board Member is no longer eligible to serve on the Board due to resignation from the Board, death, incapacity, removal by the appointing governing body or, if applicable, for any reason the Board Member is no longer a member of the District’s or of the City’s governing body.

Section 3. Office.

- a. Business Office. The principal business office of the Authority shall be at Station No. 1, 410 East 5th Street, Loveland, Colorado, 80537, until otherwise designated by the Board.
- b. Establishing Other Offices and Relocation. The Board may, from time to time, designate, locate and relocate its business office and such other offices as are necessary to conduct the business of the Authority.

Section 4. Meetings.

- a. Notice of Meetings.
 - (i) Section 4.b. shall constitute formal notice of regular meetings to Board Members and no other notice to Board Members shall be required.
 - (ii) Notice of any regular or special meeting shall be posted at least twenty-four (24) hours prior to the meeting at the officially designated location for public notice established by the Board.
- b. Regular Meetings. The Board shall adopt annually by resolution a schedule of regular

meetings that sets the dates, time and location of such meetings for the following year. A resolution setting the meeting dates, time and location for 2012 shall be adopted by the Board as soon as practicable.

- c. Open Meetings. All meetings of the Board shall be open to the public pursuant to the Colorado Open Meetings Law, C.R.S. §24-6-402.
- d. Special Meetings. Special meetings of the Board may be called by the Chairperson or upon request of two (2) Board Members and shall be preceded by twenty-four (24) hours written notice to each Board Member. Notice of a special meeting shall be posted at the principal business office of the Authority and at the officially designated location for public notice established by the Board. A Board Member may sign a waiver of notice, which waiver shall be in lieu of any other notice requirement. A Board Member attending a special meeting shall be deemed to have received the required notice.
- e. Executive Sessions. Executive sessions may be held at regular or special meetings and shall be conducted according to the Colorado Open Meetings Law.
- f. Adjournment and Continuance of Meetings. When a regular or special meeting is continued to another time and place, notice need not be given if the time and place of such continued meeting are announced at the meeting at which the continuance is taken, except as required by law. Any business which could have been transacted at the original meeting may be transacted at the continued meeting.
- g. Emergency Meetings. Notwithstanding any other provisions in this Section 4, emergency meetings may be called by the Chairperson or any two (2) Board Members in the event of an emergency that requires immediate action by the Board in order to protect the public health, safety and welfare, and may be held without notice if notice is not practicable. The Chairperson or Board Members calling the meeting shall make reasonable efforts to give all other Board Members notice of and an opportunity to participate in the emergency meeting by whatever means are reasonable to meet the circumstances of the emergency. Any Board Member who signs a waiver of notice or attends the emergency meeting shall be deemed to have received the necessary notice. 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; provided, however, that any action at an emergency meeting shall be effective only until the first to occur of (a) the next regular meeting, or (b) the next special meeting at which the emergency issue is on the agenda. 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.

Section 5. Conduct of Business.

- a. No Formal Action by the Board. No official action on any matter may be taken by

the Board unless a quorum of the Board is present.

- b. Presence at Meetings. A Board Member shall be considered present at a Board meeting if such member attends in person, by telephone or by contemporaneous electronic media.
- c. Quorum. A quorum of the Board shall be three (3) Board Members, provided that one of the Members is a District member.
- d. Vote Requirements. Any action of the Board shall require the affirmative vote of a majority of the Board Members present and voting. The following actions shall require an affirmative vote of at least four members of the Board:
 1. The location of any new fire station; and
 2. The approval of the Authority's annual budget.
- e. Electronic Signatures. In the event the signature(s) of one or more of members of the Board or appointed signatories are required to execute a written document, contract, note, bond, deed, and/or other official papers of the Authority, and the appropriate individual(s) 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. Except as approved herein, this provision of the Bylaws shall not be interpreted as establishing Authority's consent or authorization to bind the Authority to any transaction by the use of electronic records or electronic means. This provision is made pursuant to Article 71.3 of Title 24, C.R.S., also known as the Uniform Electronic Transactions Act.
- f. Motions and Resolutions. Any official action of the Board necessary for the governance and management of the affairs of the Authority, for the execution of the powers vested in the Authority, and for carrying into effect the provisions of the Agreement, shall be taken by the passage of motions or resolutions.
- g. Minute Book. Within a reasonable time after passage, all resolutions, motions and minutes of the Board meetings shall be attested by the Secretary and recorded in a visual text format that may be transmitted electronically and kept for that purpose. Minutes of regular or special meetings shall be available for public review as soon as practicable following acceptance of such minutes by the Board.

Section 6. Officers and Personnel.

- a. Election of Officers. The officers of the Authority shall be a Chairperson, Vice-Chairperson and Secretary, and such other officers and assistant officers as may be

authorized by the Board from time to time, to perform such duties as may be approved by the Board. All officers shall be elected by a majority of the Board Members present and voting. The Chairperson and Vice-Chairperson shall be members of the Board, but the Secretary and other officers of the Authority need not be members of the Board. At the first meeting of the Board, the Board shall appoint officers who shall serve in their elected capacities for one year. Thereafter, officers shall be appointed annually by the Board at the Board's last regularly scheduled meeting of each calendar year. Vacancies may be filled and new officers may be appointed at any meeting of the Board.

- b. Chairperson. The Chairperson shall preside at all meetings and, except as otherwise delegated by the Board, shall execute on behalf of the Authority any legal instruments approved by the Board. The Chairperson shall execute all ministerial documents on behalf of the Authority. The Chairperson, subject to these Bylaws, shall decide all points of order or procedure unless otherwise directed by a majority of the Board present.
- c. Vice-Chairperson. The Vice-Chairperson shall perform all of the Chairperson's duties in the absence of the Chairperson.
- d. Secretary. The Secretary shall maintain the official records of the Authority.
- e. Additional Duties. The officers of the Board shall perform such other duties and functions as may be required by the Board from time to time, by the Bylaws or rules and regulations of Authority, by law, or by special exigencies which shall later be ratified by the Board.

Section 7. Fiscal Year. The fiscal year of the Authority shall commence on January 1 of each year and end on December 31.

Section 8. Disclosure of Conflict of Interest. A Board Member who has a personal interest in a matter before the Board shall disqualify himself or herself from considering, discussing or voting on the matter. Being an elected official or employee of the City or the District shall not constitute a conflict of interest.

Section 9. Modification of Bylaws. These Bylaws may be altered, amended or repealed at any regular or special meeting of the Board, subject to the approval of the City Council and District Board.

Section 10. Consistency with the Agreement. These Bylaws shall be interpreted consistent with the provisions of the Agreement. In case of conflict, the terms of the Agreement shall control.

Section 11. Severability. If any part or provision of these Bylaws is adjudged to be unenforceable or invalid, such judgment shall not affect, impair or invalidate the remaining provisions of these Bylaws, it being the Board's intention that the various provisions hereof are severable.