

**AMENDED AND RESTATED BYLAWS OF THE
EL PASO COUNTY EMERGENCY SERVICES AGENCY
EL PASO COUNTY, COLORADO**

ARTICLE I. BACKGROUND AND PURPOSE

These Amended and Restated Bylaws (“Bylaws”) are adopted pursuant to Section 2.7 of the Intergovernmental Agreement Concerning the El Paso County Emergency Services Agency (IGA), as amended, effective January 21, 2010, which establishes the El Paso County Emergency Services Agency (the “Agency”). These Bylaws are intended to supplement the provisions of the IGA.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Agency shall be conducted by a Board of Directors (“Board”) as outlined in Article 2 of the IGA, which shall exercise the powers of the Agency as set forth in the IGA.

Section 2. Ex-Officio Members. The Board may appoint ex-officio members as deemed necessary by the Board and as outlined in the IGA.

Section 3. Appointment of Directors. The Directors from the Colorado Springs City Council (City Council) and El Paso County Board of County Commissioners (Board of County Commissioners) shall be appointed by their respective elected bodies. The City Council and Board of County Commissioners shall each also appoint an alternate to serve in the absence of the appointed Director. All other Directors shall be recommended for appointment by their respective organizations and their appointments must be approved by both the City Council and the Board of County Commissioners. The provisions of this section apply whenever an Agency Board member vacancy occurs, either by the expiration of a Director’s term or otherwise. Vacancies occurring through the removal or resignation of a Director must be filled as soon as possible, but not more than ninety (90) days following the notice of removal or resignation.

Section 4. Terms. The term of office for each Director other than the Council member and the County commissioner shall be three (3) years. A Director whose term has expired may serve until a successor is appointed, but in no case may an elected official serving as a Director who no longer holds elected office continue in service.

Section 5. Term Limits. Each Director, other than the Council member, County commissioner, El Paso County Sheriffs Office Fire Marshal or his/her designee, and the representatives from the Colorado Springs Fire Department and Pikes Peak Fire Chiefs Forum, shall serve no more than two (2) consecutive terms, for a total of six (6) consecutive years. If a person is appointed to fill one-half or less of a term of office, the person shall be permitted to serve an additional two (2) full terms.

Section 6. Removal of Directors. Directors shall serve at the discretion of the City Council and Board of County Commissioners. The Council member or County commissioner may be removed by their respective appointing bodies at any time, for any reason or for no reason. Notice of removal shall be given to the other body and the Agency Board. A Director other than the Council member and the County commissioner may be removed upon the joint request of the City Council and Board of County Commissioners, or by the organization appointing such

Director, at any time, for any reason or for no reason. Notice of removal shall be given to the Director so removed and to the Agency Board.

ARTICLE III. MEETINGS

Section 1. Regular Meetings. Regular meetings shall be held each month at a date, time and location to be determined by the Chairperson at the meeting held the previous month. Regular meetings may be canceled by the affirmative vote of the majority of Board members present at a meeting where a quorum is present, or by the Chairperson for good cause.

Section 2. Order of Business. The order of business at regular Board meetings shall be:

- A. Call to Order. The Chairperson shall call the Board to order and determine whether a quorum is present.
- B. Approval of Minutes. The minutes of the preceding meeting shall be submitted for approval and shall be approved by a majority vote of those present, pending any corrections by Directors.
- C. Old Business. The Board shall hear and act upon those items which were postponed from previous meetings.
- D. New Business. The Board shall hear and act upon those items appropriately placed on the agenda.
- E. Adjournment. Upon the completion of all items on the agenda, the Chairperson shall declare the meeting to be adjourned.

Section 3. Special Meetings. Special meetings may be held upon the call of the Chairperson or of any three (3) Directors.

Section 4. Quorum. A quorum shall consist of at least seven (7) Directors. No official action may be taken by the Board unless a quorum is present.

Section 5. Voting. Each Director shall have one vote. Ex-officio members shall not be permitted to vote. The affirmative vote of a majority of Directors present at a meeting where a quorum is present is required for the Board to take any formal action.

Section 6. Rules of Order. Regular and special meetings of the Board shall be conducted according to Robert's Rules of Order.

Section 7. Attendance. A Director's failure to attend three (3) or more regular or special meetings in a twelve-month period constitutes grounds to recommend the removal of said Director.

Section 8. Work Sessions. The Chairperson may from time to time call work sessions for the purpose of receiving information, hearing presentations and discussing information. No official or formal action may be taken at such work sessions.

Section 9. Subcommittees. Standing and ad hoc subcommittees to address particular issues or projects may be created by the affirmative vote of a majority of Directors present at a meeting

where a quorum is present. Subcommittee members may be, but are not required to be, members of the Board. Subcommittee membership is subject to the affirmative vote of a majority of the Directors present at a meeting where a quorum is present. Any decisions affecting the Board's business must be referred to and approved by the affirmative vote of a majority of the Directors present at a meeting where a quorum is present. Policies and procedures governing a subcommittee shall be approved by the Board.

Section 10. Open Meetings Requirements. All regular and special meetings and any subcommittee meetings where public business is discussed or at which formal action may be taken shall be open to the public and subject to the Colorado Open Meetings Law, C.R.S. §§ 24-6-401, *et seq.* Notice of all regular and special meetings shall include an agenda and shall be posted at the City Clerk's Office, located at 30 S. Nevada, Colorado Springs, Colorado and the El Paso County Administration Building, located at 27 E. Vermijo, Colorado Springs, Colorado, no less than 24 hours prior to the meeting. Meeting notices may also be posted on the Agency's website, www.esaboard.org.

Section 11. Open Records Requirements. The Board shall keep minutes of its proceedings showing the presence or absence of each Director and the vote of each Director upon every motion. Failure to vote and any abstentions shall be noted in the minutes. Minutes and records of the Board shall be open to the public and subject to the Colorado Open Records Act, C.R.S. §§24-72-201, *et seq.*

ARTICLE IV. OFFICERS

Section 1. Officers. At the Board's first regular meeting of the calendar year, the Board shall elect a Chairperson, Vice-Chairperson, Secretary and Treasurer.

Section 2. Duties of Officers. Officers shall perform the duties customary for their office, including but not limited to the following:

- A. The Chairperson shall preside over all Board meetings and sign all contracts or agreements on behalf of the Agency, except contracts or agreements which may be signed by officers delegated that responsibility by the Board or by the IGA, and shall perform other duties as authorized by the Board.
- B. The Vice-Chairperson shall perform all the duties of the Chairperson or the Treasurer in the absence of the Chairperson or the Treasurer, and such other duties as may be authorized by the Board.
- C. The Secretary shall attest to all contracts or agreements signed by the Chairperson, Vice-Chairperson, or other officers of the Agency, except routine purchase orders which need no attestation, shall oversee the keeping and maintenance of the minutes and records of the Agency, and shall perform such other duties as may be authorized by the Board.
- D. The Treasurer shall sign routine purchase orders which need no attestation, shall oversee the keeping and maintenance of the financial books and records of the Agency, and shall perform such other duties as may be authorized by the Board.

Section 3. Absence of Chairperson and Vice-Chairperson. In the absence of the Chairperson, the Vice-Chairperson shall act as Chairperson. In the absence of both the

Chairperson and Vice-Chairperson, the Directors shall, provided that a quorum is present, elect by majority vote a temporary Chair to act until the Chairperson or Vice-Chairperson appears.

Section 4. Vacancy of Chairperson. A vacancy of the office of Chairperson shall be filled by the Vice-Chairperson, and a new Vice-Chairperson shall be elected at the next regular meeting of the Board. The new Chairperson and Vice-Chairperson shall then serve until elections at the first meeting of the following year.

ARTICLE V. RECORD-KEEPING

The Board has the authority to designate a City of Colorado Springs or El Paso County employee to keep all records of the Board under the oversight of the Secretary and the Treasurer. Subject to the direction of the Board, such designee shall prepare all correspondence of the Board, receive and file all materials referred to the Board and copies of all e-mail and written correspondence of the Directors, send out all notices required by law, prepare and keep agendas, minutes, and files of the Board's proceedings, keep and maintain the financial books and records of the Agency, and perform other duties as assigned by the Board.

ARTICLE VI. BUDGETING

Section 1. Annual Budget. No later than October 1 of each year, the Board shall submit a recommended budget for the next fiscal year to the City Council and Board of County Commissioners for their review and approval.

Section 2. Budget Submittal Requirements. The recommended annual budget and any supplemental budget requests shall conform to and be submitted in accordance with the requirements outlined in the IGA.

ARTICLE VII. CONTINGENCY ACTIONS

Section 1. Procedures. In the event of a contingent action involving the provision of emergency ambulance services, the following procedures shall apply:

- A. The contract administrator for the emergency ambulance services contract entered into by the Agency, as defined by that contract, or his/her designee, shall notify the Chairperson of the contingent situation.
- B. The Chairperson or his/her designee shall contact all Directors, advisory members, and ex-officio Members to convene a special meeting. Public notice of the meeting shall be given in compliance with the Colorado Open Meetings Law.
- C. At the special meeting, the Board shall review the contingent situation and consider possible actions in accordance with the emergency ambulance services contract. The Board shall take such action as is necessary to ensure the adequate provision of emergency ambulance to the extent practicable.
- D. Directors shall keep appropriate elected officials informed.

Section 2. Information to be Available. For the purpose of implementing this Article:

- A. Directors and ex-officio members shall keep their respective agencies and the contract administrator advised of their availability and emergency contact information at all times.
- B. The contract administrator shall have available for Board use both the City of Colorado Springs and El Paso County Emergency Operations Plan and a current roster of all County emergency ambulance service providers with a list of equipment.

ARTICLE VIII. AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed by the affirmative vote of at least two-thirds of the Directors at any regular or special meeting of the Board where a quorum is present, subject to final approval by both the City Council and Board of County Commissioners.

Amended by resolution adopted November 1, 2011.