

**CLEAR CREEK FIRE AUTHORITY
BOARD OF DIRECTORS
BYLAWS**

Section 1. Authority. The Clear Creek Fire Authority (the "Authority") is a separate legal entity organized pursuant to the Clear Creek Fire Authority Amended and Restated Intergovernmental Agreement (the "IGA") recorded on February 25, 2009 at Reception No. 251967 in the public records of Clear Creek County, Colorado and Sections 18(2)(a) and (b) of Article XIV of the Colorado Constitution and Section 29-1-203, C.R.S. Pursuant to the IGA, the Authority has and may exercise all those powers and functions as vested in statutory fire protection districts pursuant to § 32-1-1001 and § 32-1-1002, C.R.S., as may be amended from time and time, except as specifically provided therein.

Section 2. Purpose. It is hereby declared that the Bylaws hereinafter set forth will serve a public purpose. These Bylaws set forth and summarize various authorities, responsibilities, requirements and restrictions on the Board of Directors. Where the IGA, Colorado Revised Statutes, or specific written Authority policies address subject matter contained in these Bylaws, in case of conflicts such other documents shall control.

Section 3. Policies of the Board. It shall be the policy of the Board of Directors ("Board") of the Authority, consistent with the availability of revenues, personnel and equipment, to use its best efforts to provide the quality firefighting services as authorized under the IGA and by law.

Section 4. Board of Directors. All powers, privileges and duties vested in, or imposed upon, the Authority by law or the IGA shall be exercised and performed by and through the Board, whether set forth specifically or impliedly in these Bylaws. The Board may delegate to officers, employees, and agents of the Authority any or all administrative and ministerial powers. Unless delegated authority by the Board, individual Directors shall not become involved in the management of the business and affairs of the Authority, including, matters delegated to the Fire Chief, and the selection, suspensions, discipline, and discharge of employees, consultants and contractors.

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 delegate to the Fire Chief the power to manage the business and affairs 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, releases and other

documents. The Board may, on a limited basis and by resolution, give the Fire Chief or other appointed signatory the power to sign contracts and other official documents on behalf of the 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 parties to the IGA, upon reasonable request and notice.

Section 5. Office.

- a. Business Office. The principal business office of the Authority shall be at 681 County Road 308, Dumont, Colorado, 80436 until otherwise designated by the Board.
- b. Establishing Other Offices and Relocation. The Board, by resolution, may from time to time, designate, locate and relocate its executive and business office and such other offices as, in its judgment, are necessary to conduct the business of the Authority.

Section 6. Meetings.

- a. Regular Meetings. Regular meetings of the Board shall be conducted not less than one time per calendar quarter in such location or locations within the Authority's territorial jurisdiction as it deems convenient.
- b. Meeting Public. All meetings of the Board, other than executive sessions, shall be open to the public.
- c. Notice of Meetings. Advance written notice (not less than twenty-four (24) hours) of the time, location and agenda for Board meetings shall be regularly posted in a conspicuous place at the business office of the Authority. Written waivers of notice by Board members are not necessary.
- d. Special Meetings. Special meetings of the Board may be called by any one member of the Board upon seventy-two (72) hours written notice, which shall be posted in three (3) places within the Authority's boundaries and at the County Clerk and Recorder's office of the county or counties in which the Authority is located.

- e. 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:
1. Calling the Executive Session. The topic for discussion in the executive session shall be announced in a 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 (2/3rd) of the quorum present shall be required to go into executive session.
 2. 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 reasons 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 constitute 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.
 3. Records of Executive Sessions. The electronic record of any executive session shall be retained by the Authority for ninety (90) 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.
- f. Adjournment and Continuance of Meetings. When a regular or special meeting is for any reason continued to another time and place, notice need not be given of the continued meeting if the time and place of such meeting are announced at the meeting at which the continuance is taken, except as required by law. At the continued meeting, any business may be transacted which could have been transacted at the original meeting.
- g. Emergency Meetings. Notwithstanding any other provisions in this Section 6, emergency meetings may be called by the Chairperson or any two (2) 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 within the Authority's boundaries, 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; provided, however, that any action taken 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 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.

- h. E-mail Meetings. Section 24-6-402, C.R.S. requires that certain e-mail communications between three (3) Directors (or, when two Directors constitutes a quorum, two Directors) that discusses pending resolutions or other Authority business shall be considered a public meeting subject to the requirements of the Colorado Open Meetings Law.

Section 7. Conduct of Business.

- a. Quorum. All official business of the Board shall be transacted at a regular or special meeting at which a quorum (majority) of the Directors shall be present in person, telephonically or by video conference, except as provided in Section 6.h. above and Section 7.b.
- b. Vote Requirements. Any action of the Board shall require the affirmative vote of a majority of the Directors present and voting. When special or emergency circumstances affecting the affairs of the Authority and the health and safety of Authority residents so dictate, then those Directors available at the time may undertake whatever action is considered necessary and may so instruct the Authority's employees, agents and contractors. Such actions shall later be ratified by the Board.
- c. Electronic Signatures. In the event the signature(s) of one or more 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 these Bylaws shall not be interpreted as establishing the 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.

- d. Purchasing Authority. Delegations and requirements regarding Authority purchases are contained in the Authority's Procurement Policy. Such delegations and requirements are summarized in the following provisions. Purchases of \$10,000 or less that have been budgeted and appropriated may be approved by the Fire Chief. All purchases in excess of \$10,000, or which have not been budgeted for the budget year of the purchase, require the approval of the Board. Notwithstanding the foregoing, if an emergency condition is proclaimed by the Chairperson or Vice Chairperson, the Fire Chief shall have authority to make purchases without prior Board approval, including but not limited to ordering aircraft for firefighting purposes; however, the cost of such emergency purchases may not exceed the amount in the Authority's Capital or Reserve Funds. All emergency purchases shall be reported to and ratified by the Board at the next regular meeting of the Board. For purposes of these Bylaws, an emergency condition is a situation that creates a threat to public health, welfare, or safety, or a need to protect Authority assets. Potential causes include, but are not limited to, floods, epidemics, riots, equipment failures, operational work stoppages, fires, or other similar reasons.
- e. Check Signing Authority; Signature Stamp. The Fire Chief, the Chairperson, and the Vice Chairperson are authorized to (i) endorse checks or other evidences of indebtedness made payable to the Authority, but only for the purpose of deposit into an Authority bank or investment account; and (ii) sign checks and other instruments that obligate the Authority to pay money. Two signatures are required on any instrument that obligates the Authority to pay money. In the event that only one authorized signatory is available, a signature stamp for the Chairperson may be used. The signature stamp shall be stored in a locked safe. Keys to the safe shall be kept by the Administrative Assistant and the Fire Chief. The signature stamp shall be returned to the outgoing Chairperson on his or her last day of office.
- f. Transfer of Funds. The Fire Chief, the Administrative Assistant, the Chairperson, and the Vice Chairperson are authorized to transfer funds between the Authority's various bank and investment accounts.
- g. Order of Business. The business of all regular meetings of the Board shall be transacted, as far as practicable, in the following order, and the agenda

for such meetings shall describe in as much detail as is possible the topics planned for discussion within each category:

1. Call to Order, Approval of Agenda;
 2. Public comment;
 3. Reading and approval, or approval as submitted, of the minutes of the previous meeting;
 4. Approval of bills and appropriations;
 5. Hearings;
 6. Reports of officers, committees and professional consultants;
 7. Unfinished business;
 8. New business and special orders;
 9. Report from Deputy Chief;
 10. Report from Fire Chief;
 11. Executive session, as needed; and
 12. Adjournment
- h. Motions and Resolutions. Each and every 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 Article 1 of Title 32, C.R.S., shall be taken by the passage of motions or resolutions.
- i. Minutes. Within a reasonable time after passage, all resolutions, motions and minutes of Board meetings shall be recorded in a visual text format that may be transmitted electronically and kept for that purpose and shall be attested by the Recording Secretary. 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 Section 6.e of these Bylaws and shall not be open to the public except as required by law..

Section 8. Directors, Officers and Personnel.

- a. Director Qualifications and Terms. The Board shall be composed of eight (8) members to be appointed in accordance with the IGA. The term of each Director shall be determined in accordance with the IGA. Each Director shall sign an oath of office.
- b. Faithful Performance Bonds. Each Director shall furnish, at the expense of the Authority, an individual, schedule or blanket surety bond in the sum of not less than \$1,000 each, conditioned on the faithful performance of the duties of his/her office. In addition, the Finance Director shall furnish, at the expense of the Authority, a corporate fidelity bond in a sum of not less than \$5,000, conditioned on the faithful performance of the duties of his/her office.
- c. Director's Performance of Duties. A Director of the Authority shall perform all duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner which the Director reasonably believes to be in the best interests of the Authority, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing the Director's duties, the 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 subparagraphs 1, 2 and 3 of this subsection c. The Director shall not be considered to be acting in good faith if (s)he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs the Director's duties shall not have any liability by reason of being or having been a Director of the Authority. Those programs and groups upon whose information, opinions, reports, and statements a Director is entitled to rely are:
 1. One or more officers or employees of the Authority whom the Director reasonably believes to be reliable and competent in the matters presented;
 2. Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such persons' professional knowledge or expertise; and
 3. A committee of the Board upon which the Director does not serve, duly designated in accordance with the provisions of the Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

- d. 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.
- e. Election of Officers. The Board of Directors shall elect from its membership a Chairperson and President and Vice Chairperson who shall be the officers of the Board of Directors and the Authority. The Vice Chairperson shall have all powers of the office of Chairperson in the absence of such officer. The Board of Directors may, from time to time, elect from its membership a Secretary and/or Treasurer who, if so elected, shall also be officers of the Board of Directors and the Authority. The officers shall be elected by a majority of the Directors voting at such election. The Board may, from time to time, appoint an acting officer in the absence of any individual officer. The election of the officers shall be conducted biennially. Each officer so elected shall serve for a term of two (2) years, or as otherwise directed by the Board. Under any circumstance, the term shall continue until the election of his or her successor.
- f. Vacancies. Any vacancy occurring on the Board shall be filled in accordance with the IGA.
- g. Resignation and Removal. Directors may be removed from office with or without cause in accordance with the IGA. Any Director may resign at any time by giving written notice to the Board, and acceptance of such resignation shall not be necessary to make it effective, unless the notice so provides.
- h. Chairperson and President. The Chairperson shall preside at all meetings. The Chairperson shall also be the President of the Authority. The President is authorized to sign all contracts, deeds, notes, debentures, warrants, checks, and other instruments on behalf of the Authority.
- i. Vice Chairperson. In the absence of the Chairperson, the Vice Chairperson shall preside at all meetings. The Vice Chairperson shall have the authority to make all management or administrative decisions regarding Authority matters. The Vice Chairperson is also authorized to sign all contracts, deeds, notes, debentures, warrants, checks, and other instruments on behalf of the Authority.
- j. Finance Director. The Fire Chief shall serve as the Finance Director, unless otherwise determined by the Board. The Finance Director shall be authorized to invest or cause to be invested all surplus funds or other available funds of the Authority in permitted investments authorized by law or as specified by the Board. The Finance Director shall keep or cause to

be kept strict and accurate accounts of all money received by and disbursed for and on behalf of Authority in permanent records.

- k. Recording Secretary. The Authority's Administrative Assistant shall serve as Recording Secretary. The Recording Secretary shall be responsible for recording all votes and composing a record of the proceedings of the Board in a visual text format that may be transmitted electronically and kept for that purpose, which shall be the official record of the Board; shall be responsible for the records of the Authority; and shall perform all duties incident to that office. The Recording Secretary shall be the custodian of the seal of the Authority. The Recording Secretary shall have the authority to affix such seal to and attest all contracts and instruments authorized to be executed by the Board. As described in Section 16, the Recording Secretary is the Official Custodian of Records. The Recording Secretary shall not be required to take an oath of office, nor shall the Recording Secretary be required to post a performance bond.
- l. Additional Duties. The officers of the Board shall perform such other duties and functions as may from time to time be required by the Board, by the Bylaws or rules and regulations of the Authority, by law, or by special exigencies, which shall later be ratified by the Board.
- m. Fire Chief. Under the supervision of the Board, the Fire Chief shall manage the business and affairs of the Authority, including, without limitation, hiring, discharging, and supervising Authority employees and managing Authority properties. The Fire Chief 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 the Authority in such banks or savings associations as the Board may select. The Fire Chief will approve all vouchers, orders and checks for payment, and shall keep or cause to be kept regular books of account of all Authority transactions and shall obtain, at the Authority's expense, such bond for the faithful performance of its duties as the Board may designate. Individual Directors shall not become involved in the management of the Authority or matters within the responsibility of the Chief.
- n. Personnel Selection and Tenure. The selection of the Fire Chief, agents, engineers, accountants, special consultants and attorneys of the Authority by the Board will be based upon the relative qualifications and capabilities of the applicants and shall not be based on political services or affiliations. Agents and employees shall hold their offices at the pleasure of the Board. Contracts for professional services of engineers, accountants, special consultants and attorneys may be entered into on such terms and conditions as may seem reasonable and proper to the Board. Selection, suspension,

discipline and discharge for all employees shall be the responsibility of the Fire Chief except as set forth in the Authority's Personnel Manual; individual Directors shall not become involved in matters associated with Authority employees.

Section 9. Financial Administration.

- a. Fiscal Year. The fiscal year of the Authority shall commence on January 1st of each year and end on December 31st.
- b. Budget. On or before September 15th of each year, the Fire Chief shall prepare and submit to the Board a proposed budget for the ensuing fiscal year. Such proposed budget shall be accompanied by a statement which shall describe the important features of the budget plan and by a general summary wherein shall be set forth the aggregate features of the budget in such manner as to show the balanced relations between the total proposed expenditures and the total anticipated income or other means of financing the proposed budget for the ensuing fiscal year, as contrasted with the corresponding figures for the last completed fiscal year and the current fiscal year. The anticipated income of the Authority shall be classified according to the nature of receipts. In accordance with the IGA, on or before September 15th of each year, the Board shall submit a report to each party to the IGA that includes a detailed capital assets inventory, the current capital assets acquisition and disposition plan effective for the next ten fiscal years, an explanation of the outstanding lease purchase agreements of the Authority and the planned exercise of the lease options, together with a proposed budget setting forth anticipated expenses and revenues necessary to fund the Authority for the following year and the estimated contributions of each of the parties to the IGA.
- c. Notice of Budget. Upon receipt of the Fire Chief's proposed budget, the Board shall publish a notice that the proposed budget is open for inspection by the public at the business office; that the Board will consider the adoption of the proposed budget at a public hearing on a certain date; and that any interested elector may file an objection to the proposed budget at any time prior to its final adoption. Notice shall be published in substantial compliance with law.
- d. Adoption of Budget. On the day set for consideration of such proposed budget, the Board shall review the proposed budget and revise, alter, increase or decrease the items as it deems necessary in view of the needs of the District and the probable income of the District. The Board shall then adopt a budget, either during the budget hearing or at a later date and time to be set by the Board, setting forth the expenditures to be made in the

ensuing fiscal year. The Board shall provide for sufficient revenues to finance budgeted expenditures.

- e. Filing of Budget. On or before January 30th of each year, the Board shall cause a certified copy of such budget to be filed with the Division of Local Government in the Colorado Department of Local Affairs.
- f. Appropriating Resolution.
 - 1. At the time of adoption of the budget, the Board shall enact a resolution making appropriations for the ensuing fiscal year. The amounts appropriated thereunder shall not exceed the amounts fixed therefor in the adopted budget.
 - 2. The income of the District, as estimated in the budget, shall be allocated in the amounts and according to the funds specified in the budget for the purpose of meeting the expenditures authorized by the appropriation resolution.
 - 3. The Board may make an appropriation to and for a contingent fund to be used in cases of emergency or other unforeseen contingencies.
- g. No Contract to Exceed Appropriation. The Board shall have no Authority to enter into any contract, or otherwise bind or obligate the Authority to any liability for payment of money for any purposes, for which provision is not made in an appropriation resolution, including any legally authorized amendment thereto, in excess of the amounts of such appropriation for that fiscal year. Any contract, verbal or written, contrary to the terms of this Section shall be void *ab initio*, and no Authority funds shall be expended in payment of such contracts.
- h. Contingencies.
 - 1. In cases of emergency caused by a natural disaster, public enemy, or other contingency which could not reasonably have been foreseen at the time of the adoption of the budget, the Board may authorize the expenditure of funds in excess of the budget by resolution duly adopted by a two thirds (2/3rd) vote of the Board. Such resolution shall set forth in full the facts concerning the emergency and shall be included in the minutes of such meeting.
 - 2. If so enacted, a copy of the resolution authorizing additional expenditures shall be filed with the Division of Local Government in the Colorado Department of Local Affairs and shall be published in compliance with statutory requirements.

i. Payment of Contingencies.

1. If there is unexpended or uncommitted money in funds other than those to which the emergency relates, the Board shall transfer such available money to the fund from which the emergency expenditure is to be paid.
2. To the extent that transferable funds are insufficient to meet the emergency appropriation, the Board may borrow money through any other lawful and approved method, provided that it is authorized by the IGA.

j. Annual Audit.

1. The Board shall cause an annual audit to be made at the end of each fiscal year of all financial affairs of the Authority through December 31st of such fiscal year. In all events, the audit report must be submitted to the Board within six (6) months of the close of such fiscal year or as otherwise provided by law. Such audit shall be conducted in accordance with generally accepted auditing standards by a registered or certified public accountant, who has not maintained the books, records and accounts of the Authority during the fiscal year. The auditor shall prepare, and certify as to its accuracy, an audit report, including a financial statement and balance sheet based on such audit, an unqualified opinion or qualified opinion with explanations, and a full disclosure of any violation of Colorado law pursuant to statutory requirements.
2. The Board shall be responsible for the appointment, compensation, selection (to be approved by the Board), retention, and oversight of the work of any independent accountants engaged for the purpose of preparing or issuing an independent audit report or performing other independent audit, review or attest services for the Authority. The Board may, as necessary and to the extent of its ability, provide independent review and oversight of the Authority's financial reporting processes, internal controls and independent auditors. All accountants thus engaged shall report directly to the Board. The Board may, from time to time, as it deems necessary, appoint an Audit Committee composed of the Finance Director and such other persons and members of the Board as determined appropriate to carry out the responsibilities set forth in this paragraph.
3. A copy of the audit report shall be maintained by the Authority as a public record for public inspection at all reasonable times.

4. A copy of the audit report shall be forwarded to the State Auditor or other appropriate State official pursuant to statutory requirements.
5. Notwithstanding the foregoing audit requirement, the Board may file for an application from exemption from audit if the statutory criteria are met.

Section 10. Annual Report. Not later than July 30th of each fiscal year, the Authority shall present its Annual Report for the previous fiscal year to the parties to the IGA. The Annual Report shall contain the information described in paragraph 40 of the IGA.

Section 11. Corporate Seal. The seal of the Authority shall be a circle containing the name of the Authority and shall be used on all documents and in such manner as seals generally are used by public and private corporations. The Recording Secretary shall keep, or cause to be kept, the seal and shall be responsible for its safe keeping and care.

Section 12. Conflicts of Interest. Requirements and prohibitions related to Director conflicts of interest are contained in the Colorado Revised Statutes, Title 24, Article 18; and specific Authority policies including the Authority's Personnel Manual and Procurement Policy. Directors should consult these additional documents regarding specific conflict of interest requirements; however, a summary of requirements is as follows:

- a. A potential conflict of interest exists when a Director is an executive officer, or owns or controls directly or indirectly a substantial interest in any nongovernmental entity participating in a transaction with the District.
- b. A Director shall disqualify himself/herself from voting, and shall refrain from attempting to influence the decisions of other Directors, on an issue in which he/she has a conflict of interest, unless the conflict has been disclosed, and then only to vote in order to establish a quorum.
- c. A failure to disclose a conflict of interest occurs if a Director exercises any substantial discretionary function in connection with a government contract without having given at least 72 hours actual advance written notice to the Colorado Secretary of State and the District Board of a known potential conflict of interest.
- d. Further, a Director shall not 1) disclose or use confidential information acquired in the course of District duties to further his/her financial interest; 2) accept gifts of substantial value or economic benefit which would tend to improperly influence a "reasonable person" to depart from the faithful and

impartial discharge of his/her public duties or would be known to a “reasonable person” as being primarily for the purpose of rewarding the Director for official action he/she has taken; 3) engage in a substantial financial transaction for his/her private business purposes with a person whom he/she inspects or supervises in the course of his/her District duties; 4) perform an official act directly or substantially affecting, to its economic benefit, a business or other undertaking in which such Director either has a substantial financial interest or is engaged as counsel, consultant, representative or agent; or 5) be interested in any contract made in such Director’s official capacity or by any body, agency or board of which such Director is a member or employee.

Section 13. Compensation. No Director shall receive compensation as an employee of the Authority; but shall receive reimbursement for actual expenses incurred in performing Authority business. No Director receiving workers’ compensation benefits awarded in the line of duty as a volunteer firefighters or pension benefits to retired firefighters shall be allowed to vote on matters involving the member’s disability or pension benefits or payments.

Section 14. Indemnification of Directors and Employees. The Authority shall defend, hold harmless and indemnify any Director, officer, agent, or employee, whether elective or appointive, against any tort or liability, claim or demand, without limitation, arising out of any alleged act or omission occurring during the performance of official duty, as more fully defined by law or by an indemnification resolution, if any. The provisions of this Section shall be supplemental and subject to and, to the extent of any inconsistency therewith, shall be modified by the provisions of the Colorado Governmental Immunity Act, 24-10-101, *et seq.*, C.R.S.

Section 15. Bidding and Contracting Procedures. Except in cases in which the Authority will receive aid from a government agency, a notice shall be published for bids on all construction contracts for work or material, or both, involving an expense of \$60,000 or more of Authority funds. The Board may reject any and all bids, and if it appears that the Authority can perform the work or secure material for less than the lowest bid, it may proceed to do so in accordance with law. Notwithstanding the foregoing, the Authority may award an integrated project delivery (i.e., “design/build”) contract upon (i) the determination of the Board that integrated project delivery represents a timely or cost-effective alternative for a project; (ii) publication of a request for qualifications and/or request for proposals; and (iii) compliance with Part 18 of Article 1; Title 32, C.R.S. All other statutory requirements relating to performance bonds, retainage, and similar matters shall also be complied with.

Section 16. Records Management. The Authority shall comply with, and adopt and maintain policies as necessary for compliance with, applicable records retention, destruction, and disclosure requirements, including the Colorado Open Records Act,

State Archives and Public Records law, and various consumer privacy legislation. The Recording Secretary is hereby designated as the Official Custodian of Records pursuant to the Open Records Act. In the event there is any question as to whether the Authority is permitted to comply with an Open Records Act request, the Custodian of Records shall forward such request to the Authority's legal counsel. Copies of records shall be furnished at a cost of \$.25 per standard page. Where a request requires more than one hour of staff time for retrieval and/or review, the Authority may charge a nominal fee.

Section 17. Modification of Bylaws. These Bylaws may be altered, amended or repealed at any regular or special meeting of the Board to become effective immediately or at a subsequent date.

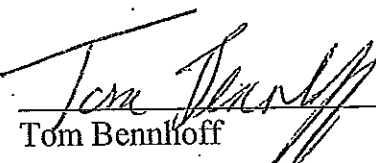
Section 18. Severability. If any part or provision of these Bylaws is adjudged to be unenforceable or invalid, such judgment shall not affect, impair or invalidate the remaining provisions of these Bylaws, it being the Board's intention that the various provisions hereof are severable.

Section 19. Conflict with the IGA. In the event there is a conflict or discrepancy between these Bylaws and the IGA, the IGA shall control.


Section 20. Termination of Prior Bylaws. These Bylaws amend, supersede and replace in its entirety all prior Bylaws, and any amendments thereto, previously adopted by the Board of Directors.


ADOPTED this 8th day of May, 2013, by the Board of Directors of the Clear Creek Fire Authority.


Gene Day, Chairman

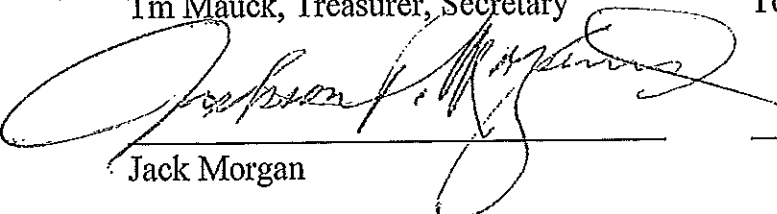

Tom Bennhoff


Wendy Koch, Vice Chairman


Mark Reynolds


Tom Mauck, Treasurer, Secretary


Tom Hayden


Jack Morgan

