

- 2.5 Commercial Sponsorship: Commercial organizations may participate in activities, but do not vote or hold office, upon completion of any established application process and the payment of any established sponsorship fee or dues.
- 2.6 Membership Dues: Members and Associate Members may be assessed annual dues as established by the Board of Directors.

### ARTICLE III – DIRECTORS

- 3.1 Authority and Duties of the Board of Directors: The Board of Directors shall manage the business and affairs of the corporation, except as otherwise provided by Colorado law, the articles of incorporation, or these bylaws. In addition to any duties imposed by law, the articles of incorporation or these bylaws, each director shall have the duty to attend meetings of the Board of Directors and to fulfill any responsibilities assigned to them by the Board of Directors.
- 3.2 Number: The Board of Directors may consist of up to thirty-eight (38) Directors. The board of directors may be made up of six (6) directors elected from each of the five (5) Regions plus the standing seats defined in § 3.4.
- 3.3 Qualification: Directors shall be at least 21 years of age and the designated Representative of a Member. The CEO of the Member agency, tribe or the local CEO of a federal agency must provide a letter of designation for the upcoming year prior to the election.
- 3.4 Classification of Directors: The directors shall be chosen to serve in the following manner:
- a) Executive Directors: There shall be thirteen (13) Executive Directors who shall serve as the Board of Executive Directors responsible for the daily administration, operation, and financial affairs of the corporation. Executive Directors shall be elected from the Board of Directors. An annual review of the number of standing seats will be conducted by Board of Executive Directors based upon infrastructure commitment.
    - i) By virtue of his/her position, a representative from the State of Colorado Governor's Office of Information Technology responsible for the daily operation of the Colorado Statewide DTR system shall have a standing seat and always be a mandatory member of the Board of Executive Directors.
    - ii) By virtue of their initial investment, a representative from each of Douglas County, Jefferson County, Weld County, Northern Colorado Radio Communication Network (NCRCN), Arapahoe County, Adcom 911, and Pikes Peak Regional Communications Network (PPRCN) and any additional agencies granted standing seats as per Section 3.4 (a) shall have a standing seat on the Board of Executive Directors until such time as the Board of Directors determines these standing seats are no longer required by a vote in accordance with

Section 3.12. . Each Region shall elect one Executive Director from its Directors to be the regional representative on the Board of Executive Directors.

- iv) The Technical and Operational Committee chairs, as defined in Section 4.6 herein, shall report to the Board of Executive Directors.
- b) Technical Directors: There shall be one (1) Director, not serving on the Board of Executive Directors, who shall serve on the Technical Committee, responsible for overseeing the technical administration and development of the Colorado Statewide DTR. The Technical Committee shall determine standing sub-committees.
  - i) The Technical Committee shall be made up of User Agencies. Each User Agency present at the committee meeting shall have one (1) vote on actions requiring a vote.
- c) Operational Directors: There shall be one (1) Director, not serving on the Board of Executive Directors, who shall serve on the Operational Committee, responsible for overseeing the operational administration and development of the statewide DTR. The Operational Committee shall determine standing sub-committees.
  - i) The Operational Committee shall be made up of User Agencies. Each User Agency present at the committee meeting shall have one (1) vote on actions requiring a vote.
- d) The Technical and Operations Committees shall be made up of User Agencies. Each User Agency present at the committee meeting shall have one (1) vote on actions requiring a vote.
  - i) The Committees may be combined into one committee as deemed necessary at the start of any calendar year for the sake of coordinated efforts. Should the committees combine, there will be one chairperson and vice chairperson, preferably one technical and one operational. The number of directors will continue to be the number stated in 3.4 (b) and (c). The combined committee shall have a total of 2 Directors, each continuing their duties as stated in 3.4 (b)(i) and 3.4 (c)(i).
- e) Elected Directors: All Directors must be elected from designated member representatives of agencies on the Colorado Statewide DTR. A Director may serve on more than one functional assignment (i.e. Operational, Technical, or any subcommittees established) in an advisory capacity, but may not make motion or vote at the committee level as the Board of Directors may be voting on the matter at the next Board of Directors Meeting. Each of the (5) five Regions shall elect (6) six directors composed of (2) two from the Law Enforcement community, (2) two from the Fire/EMS community and (2) two