

CONSOLIDATED COMMUNICATIONS NETWORK OF COLORADO

AMENDED AND RESTATED BYLAWS

ARTICLE I - OFFICES

- 1.1 Offices: The principal offices of the corporation initially shall be 9008 No. U.S. Highway 85, Unit E, Littleton, Colorado 80125-9915, Attention: David A. Weaver. But the corporation may, in the discretion of the Board of Directors keep and maintain offices wherever the business of the corporation may require.
- 1.2 Registered Offices and Agent: The Corporation shall have and continuously maintain in the State of Colorado a registered office and a registered agent. The initial registered office and the initial registered agent are specified in the articles of incorporation. The corporation may change its registered office or change its registered agent, or both, upon filing a statement as specified by the laws in the office of the Secretary of State of Colorado, or by otherwise complying with Colorado law as it may apply from time to time.

ARTICLE II – MEMBERSHIP

- 2.1 Member Qualifications: A User Agency is defined as Law Enforcement, Fire, School, City, County, State, Tribal and Federal Government (a combination of all non public-safety government functions) or any agency eligible to meet FCC regulation 90.20. For membership the agency must be using and transmitting on the Colorado Statewide Digital Trunked Radio system (DTR) as its primary means of voice communications in performance of its duties or has filed a migration plan with CCNC and is in the process of doing so.
 - 2.1.1 Members shall be approved by the Executive Board of Directors upon completion of any established application process and upon recommendation of the Technical Committee.
- 2.2 Each User Agency may designate one representative within the agency to serve as a voting member of the Users Representative Group. This does not preclude multiple agency members from participating in meetings, committees or activities of the organization.
- 2.3 Each User Agency through their designated Representative has one vote to elect the members of the General Board of Directors.
- 2.4 Associate Members shall be approved by the Executive Board of Directors upon completion of any established application process and upon recommendation of the Technical Committee. Associate members are defined as a/an Law Enforcement, Fire, School, City, County, State, Tribal and Federal Government (a combination of all non public-safety government functions) or any agency eligible to meet FCC regulation 90.20 and may consist of data users and/or interoperability only users that are interested in the Colorado Statewide DTR. Associate members may participate in activities but do not vote or hold office. Associate members are those users that do not use the DTR system as their primary means of voice communications.

- 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 (NRCN), 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

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from all the other user agencies, within the region. Examples of the others are the School Districts, Public Works, and other operations within a governmental body.

- 3.5 Election and Terms: Each Director shall hold office for one year during the period of the fiscal year and will be elected at an annual statewide meeting of members held two months prior to the end of the current fiscal year. Directors shall be elected by the highest number of votes received, consistent with § 3.2 hereof (i.e. the six highest vote recipients from the Regions designated herein will become Directors regardless of the number of votes received by others).
- 3.6 Resignation or Removal: Any director may resign at any time by giving written notice to the Executive Directors. Any director may be removed for cause (in the nature of misconduct, negligence, or disregard of duty) by action of a two-thirds (2/3) vote of the remaining directors of the corporation. Prior to any action to remove a director, a notice to the Board of Directors, the general membership, and the affected director of the removal process must be made. The affected director will be given an opportunity to address the board prior to any vote. Voting for removal by teleconference or e-mail is acceptable. Alternate voting is not permitted.
- 3.7 Vacancies: Any vacancy occurring on the Board of Directors shall be filled by a vote of those persons eligible to vote from existing members from the region where the vacancy exists. They will vote in accordance with section 3.5. Replacements will serve the remainder of the term. Vacancies on the Board of Executive Directors will be filled by first filling the vacancy on the Board of Directors, who will then elect their regional Board of Directors' representative to the Board of Executive Directors.
- 3.8 Meetings: The Board of Executive Directors may establish a time and place for regular meetings, which may thereafter be held without further notice. There will be electronic notice for all special meetings of committees or the boards. Emergency meetings may be called with 24 hours notice provided written minutes are forwarded to the Board of Directors within two working days following completion of the meeting. Emergency meetings can be called by 25 % of the members of any board or committee. Minutes of the emergency meeting will be made available electronically within 72 hours of the end of the meeting.
- 3.9 These meeting rules shall apply to all meetings of Directors and Committees.
- 3.10 Quorum: Board Meetings: A quorum shall be a majority of the members of any class of Directors to conduct its official business. Each class of Directors will maintain an active list of one alternate per Director who is eligible to vote for the absent Director.
- Committee Meetings: A quorum for committee meetings shall be the number of agency designated voting members in attendance.
- Annual Election: A quorum for the annual election shall be the number of agency designated voting members in attendance.

- 3.11 Attendance: Attendance in person, by teleconference, video conference, or web conference shall be considered official attendance for voting purposes and the establishment of a quorum.
- 3.12 Voting: All actions requiring a vote, except as noted herein will be done by voice vote of the quorum in attendance, as stated in § 3.10 and § 3.11. Action which requires the immediate attention of the Board of Executive Directors may be accomplished by e-mail polling. A copy of all electronic discussion related to the point in question shall be retained by the Secretary, and the results of the e-mail vote shall be forwarded electronically to the general membership within 72 hours of tabulation.

ARTICLE IV – OFFICERS

- 4.1 Number and Election: The Board of Executive Directors shall select a President, Vice-President, Secretary, and a Treasurer, from within the Board of Executive Directors, at the annual meeting of each fiscal year.
- 4.2 President: The President shall preside at all meetings of the Board of Executive Directors meetings and at all meetings of the Board of Directors. Subject to the direction and control of the Board of Directors, (s)he shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. (S)he may negotiate for, enter into and execute contracts, deeds and other instruments and agreements on behalf of the corporation as are necessary or appropriate as approved by the Board of Directors or Executive Board of Directors. (S)he shall have such additional authority; power and duties as are appropriate and customary for the office of President, general manager, and chief executive officer and as the Board of Directors may prescribe from time to time.
- 4.3 Vice-President: The Vice President shall be the officer next in seniority after the President. (S)he shall have such authority as the Board of Directors or President prescribes. Upon the death, absence, or disability of the President, the Vice President shall have the authority, power and duties of the President.
- 4.4 The Secretary shall give, or cause to be given, notice of all meetings of the Board of Executive Directors and of the Board of Directors pursuant to section 3.8, keep the minutes of such meetings, have charge of the corporate seal, be responsible for the maintenance of all corporate records and files and the preparation and filing of reports to governmental agencies (other than tax returns), have authority to impress or affix the corporate seal to any instrument requiring it (and, when so impressed or affixed, it may be attested by his/her signature) and have such other authority, powers, and duties as are appropriate and customary for the office of Secretary or as the Board of Directors or the President may prescribe from time to time.
- 4.5 Treasurer: The Treasurer shall have control of the funds and the care and custody of all stocks, bonds, and other securities and assets owned by the corporation and shall be responsible for the preparation and filing of tax returns. (S)he shall receive all monies paid to the corporation and subject to any limits imposed by the Board of

Directors or the President, shall have authority to give receipts and vouchers, to sign and endorse checks and warrants in the corporation's name and on the corporation's behalf and give full discharge for the same. The Treasurer shall also have charge of disbursement of the funds of the corporation, shall keep full and accurate records of the receipts and disbursements, and shall deposit all moneys and other valuable effects in the name of and to the credit of the corporation in such depositories as shall be designated by the Board of Directors. (S)he shall have such additional authority, powers and duties as are appropriate and customary for the office of Treasurer, and as the Board of Directors or President may prescribe from time to time.

- 4.6 **Committee Chair:** The Technical and Operational Committees will elect a Chair at the next scheduled committee meeting following the annual election. These Chairs are responsible for providing notice and presiding over the meetings and affairs of the committee. (S)he will be responsible for the records, reports, and minutes of the committee. They are required to serve notice of all meetings and publish minutes.
- 4.7 **Committee Vice Chair:** Each committee shall select a Vice Chair who will act in the absence of the Chair as the Chair, with the same responsibilities and authority of the Chair.
- 4.8 **Appointment:** The President may appoint an Administrative Assistant and there may be an Assistant Secretary and Assistant Treasurer appointed as approved by the Board of Executive Directors.
- 4.9 **Removal and Resignation: Vacancies:** Any Officer selected by the Executive Board of Directors may be removed at any time by the Executive Board of Directors. Any person or office appointed by the President may be removed at any time by the Executive Board of Directors or the President. Any Officer, or Director may resign at any time by giving written notice of his/her resignation to the President or to the Secretary, and acceptance of such resignation shall not be necessary. Any vacancy occurring in any office, the election or appointment to which is made by the Executive Board of Directors, shall be filled by the Executive Board of Directors. Any vacancy occurring in other offices of the corporation may be filled by the Board of Directors or the President for the unexpired portion of the term.
- 4.10 **Compensation:** Officers or Directors may receive such compensation as the Board of Directors may authorize.

ARTICLE V – SEAL

- 5.1 **Seal:** the Board of directors may adopt a seal which shall be circular in form and shall bear the name of the corporation and the words "Seal" and "Colorado" which, when adopted, shall constitute the corporate seal of the corporation. Causing it or a facsimile thereof to be impressed, affixed, and manually reproduced may use the seal or rubber stamped with indelible ink.

ARTICLE VI – DEFINITIONS

- 6.1 **Fiscal year:** the "Fiscal Year" of the corporation shall be the twelve months beginning

January first of each year. This may be changed by a resolution of the corporation at any time.

- 6.2 Meetings: All meetings will be governed and determined in accordance with Roberts Rules of Order.
- 6.3 Notice: "Notice" is defined as written, electronic or e-mail notification seven (7) calendar days prior to the day in question, unless otherwise provided herein.
- 6.4 Region: "Region" or "Regions" shall refer to any or all of the following five geographic regions:

Northwest: Mesa, Moffat, Routt, Jackson, Grand, Gilpin, Clear Creek, Summit, Lake, Pitkin, Eagle, Garfield, and Rio Blanco.

Northeast: Larimer, Weld, Logan, Sedgwick, Phillips, Yuma, Kit Carson, Washington, and Morgan.

Metro: Boulder, Adams, Arapahoe, Douglas, Jefferson, Broomfield and Denver.

Southwest: Delta, Gunnison, Chaffee, Saguache, Alamosa, Costilla, Conejos, Rio Grande, Archuleta, Mineral, Hinsdale, La Plata, San Juan, Ouray, Montezuma, Dolores, San Miguel, and Montrose. Tribal Nations: Southern Ute Indian Tribe and Ute Mountain Indian Tribe.

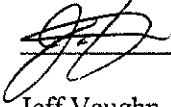
Southeast: Park, Teller, El Paso, Elbert, Lincoln, Cheyenne, Kiowa, Powers, Bent, Baca, Las Animas, Otero, Huerfano, Pueblo, Custer, Crowley, and Fremont.

- 6.5 "User Representative Group" consists of those designated by agencies recognized by the Board of Executive Directors as users of the system guided by Article II Membership Qualifications.

ARTICLE VII – AMENDMENTS

- 7.1 Amendment: These by-laws may at any time and from time to time be amended, supplemented or repealed by the Board of Directors. A two-thirds vote of all Directors is required. Voting by mail or e-mail is acceptable for amendments. Any non-responses by email will be followed by a certified delivery of a ballot. After thirty (30) days of no response from a certified delivery, that vote shall be counted as an affirmative vote. Proxy voting is not allowed.

ADOPTED this 7TH OF FEBRUARY, 2011 by the Board of Directors of the Consolidated Communications Network of Colorado, Inc. by at least a 2/3 majority vote.



Jeff Vaughn, President



Liz Shortt, Secretary