

BYLAWS
of
Colorado 9-1-1 Resource Center, Inc.

The following Bylaws were adopted by the original Board of Directors at the organizational meeting of Colorado 9-1-1 Resource Center, Inc. (sometimes hereinafter “the Corporation” or “Resource Center”), held on _____ 2006.

I. Office

A. Office.

The principal office of the Corporation shall be located at Office Level One, 1580 Logan Street, Denver, CO 80203, Attention: John Epley, but meetings of Directors may be held at such places as may be designated by the Board of Directors.

B. Registered Office 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 agent are specified in the articles of incorporation. The corporation may change its registered office or agent, or both, upon filing a statement as specified by the laws of Colorado in the Office of the Secretary of State of Colorado, or by otherwise complying with Colorado law as it may apply.

II. Stockholders and Members.

The Corporation shall not have stockholders or members.

III. Board of Directors.

A. 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.

B. Number.

There shall be a total of five (5) Directors. The Colorado Public Utilities Commission (“PUC”) shall appoint one (1) Director. Four (4) Directors shall be appointed by the 9-1-1 Advisory Task Force established by the PUC pursuant to 4 CCR 723-2-2145.

C. Qualifications.

The Board of Directors shall consist of representatives from the following organizations or groups:

- 1-State of Colorado Office of Consumer Counsel
- 1- Public Safety Answering Points (PSAPs) or 9-1-1 Authority Board
- 1-Telcommunications Industry
- 2- Voting or non-voting member of the 9-1-1 Advisory Task Force

The PUC may appoint any one (1) of the five (5) Director positions. Directors shall be at least 21 years of age and a voting or non-voting member of the 9-1-1 Advisory Task Force.

D. Appointment and Term of Office.

All Directors shall serve a staggered two year term. Two (2) Directors shall be appointed annually by the 9-1-1 Advisory Task Force. The PUC shall appoint one (1) Director every other year. Director terms shall commence and terminate on the date of the regular annual meeting of the Corporation. Each Director shall hold office until a successor has been duly appointed.

For the first appointed Directors of the Corporation, three Directors shall serve a two year term and two Directors shall serve a one year term. The first appointed Directors shall determine amongst themselves which three Directors will serve an initial two year term and which will serve an initial one year term. Thereafter, all Directors shall serve a two year term.

The initial Directors named in the articles of incorporation shall hold office until their successors have been appointed.

E. Duties of the Board of Directors.

It shall be the duty of the Board of Directors to:

1. Elect Officers as provided below, hire or otherwise make provisions for a Resource Center Director to tend to the day-to-day operations of the Corporation, attorneys, financial advisor and other professional consultants, as deemed necessary by the Board, and to meet with the Resource Center Director and/or employees of the Resource Center as frequently as necessary but no less than once a year.
2. Supervise the Officers of the Corporation, and see that their duties are properly

performed, and that the obligations of the Corporation with respect to the PUC are met.

F. Meetings.

1. Regular Meetings.

Regular meetings for the transaction of the business of the Board of Directors shall be held at such times and places as the Board of Directors may from time to time determine. Such meetings may be attended by teleconference or other electronic means if the President so directs. The Board of Directors shall hold at least one regular meeting per year as its annual meeting. The regular annual meetings of the Board of Directors shall be held immediately following the regular annual meeting of the 9-1-1 Advisory Task Force. The President shall provide all Directors with notice of any regular meeting at least two weeks prior to the date of such meeting.

2. Special Meetings.

Special meetings of the Board of Directors may be called at the request of the President or any three Directors, and shall be at such place as the President or such three Directors may determine. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days prior thereto by written notice delivered personally or sent by facsimile or sent by first class mail or electronic mail to each Director at the address shown in the records of the Resource Center maintained by the Secretary. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and expressly objects on the record to the transaction of any business because the meeting was not lawfully called or convened. The business to be transacted at the meeting must be specified in the notice or waiver of notice of such meeting. It shall be the responsibility of each Director to keep the Secretary of the Resource Center informed of the current address, telephone, fax, email if any, and any other relevant contact information of the Director.

3. Agenda for Meetings.

An agenda shall be distributed by mail or sent by facsimile, personal delivery or electronic mail to all Directors at least five (5) days before the meeting. All Directors shall have the right to have items placed on the agenda. It shall be the responsibility of any Director desiring to have an

item placed on the agenda to present it to the President within a reasonable time to allow inclusion on the agenda prior to distribution. Each agenda shall provide for the discussion of other items of old and new business not specified on the agenda.

G. Open Meetings.

Regular and special meetings of the Board of Directors shall be open to the public, however, the Board of Directors may go into executive session as needed.

H. Actions Taken Without a Meeting.

The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved will have the same effect as though taken at a meeting of the Directors.

I. Replacement.

A Director may be removed from the Board only for good cause, by the entity that appointed the Director. In the event of death, resignation, or removal of a Director, his or her successor shall be appointed by the entity which appointed the Director originally. The replacement will serve the remainder of the term.

J. Committees.

The Board may appoint such committees as it may deem necessary or useful from time to time, however, no such committee shall have the power to bind the Corporation.

K. Quorum.

A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

IV. Officers

A. Number.

The Board of Directors shall select a President, Vice-President, and Secretary from within the Board of Directors. The Board of Directors shall also select a

Treasurer, who may, but is not required to be, a Director of the Corporation. The Treasurer shall be a voting or non-voting member of the 9-1-1 Advisory Task Force.

B. Term and Election.

Officers shall be elected annually by a simple majority of the Board of Directors present at the annual meeting of the Directors. Officers shall take office immediately following such annual meeting of the Directors and shall hold office for one (1) year unless they shall sooner resign, or be removed, or otherwise be disqualified to serve.

C. Special Appointments.

The Board may appoint such other Officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may from time to time determine. The Board may appoint or designate an assistant secretary, assistant treasurer, or make other appointments as the Board may from time to time deem appropriate. Such persons so appointed or designated may execute those documents the Board shall authorize, as appropriate.

D. Resignation and Removal.

Any Officer may be removed from office with or without cause by the Board. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

E. Vacancies.

A vacancy in any office may be filled by appointment by the Board. The Officer appointed to fill such vacancy shall serve for the remainder of the term of the office he or she replaces.

F. Duties of Officers

The duties of the Officers are as follows:

1. President: The President shall be a Director, and shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out, shall sign all contracts, leases, mortgages, deeds

and other recordable or written instruments and shall co-sign all promissory notes, and shall have primary responsibility for the supervision of the agents and employees of the Corporation.

2. Vice-President: The vice-president shall be a Director, and shall sit in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.
3. Secretary: The Secretary shall be a Director and shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors, keep the corporate seal of the Corporation and affix it on all papers requiring said seal, maintain the Corporation's files, serve notice of meetings of the Board, and shall perform such other duties as required by the Board.
4. Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors, shall sign all checks and promissory notes of the Corporation, keep proper books of account, assist with investment of funds, and prepare an annual budget and a statement of income and expenditures to be presented to the Board of Directors at the regular annual meeting.

G. Compensation.

Officers shall not receive compensation for serving as an Officer. However, Officers may be reimbursed for their actual expenses incurred in the performance of their duties.

V. Indemnification of Officers and Directors.

Each Director and Officer of this Corporation, whether or not then in office, and his or her personal representatives, shall be indemnified by the Corporation against all costs and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she may be involved or to which he or she may be made a party by reason of his or her being or having been such Director or Officer, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have breached a fiduciary duty or to be liable for willful or wanton acts in the performance of duty. Such reimbursable costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the costs of litigation, but only if the Corporation is advised in writing of its counsel's opinion that the person indemnified did not commit such willful or wanton acts. The foregoing right of indemnification shall not be exclusive of other rights to which the Officer or Director

may be entitled as a matter of law or by agreement.

VI. Books and Records.

The books, records and papers of the Corporation shall be subject to inspection by any member of the 9-1-1 Advisory Task Force or Director of the Resource Center during reasonable business hours, upon three days notice to the Secretary.

VII. Corporate Seal.

The Corporation shall have a seal in circular form having within its circumference the words: Colorado 9-1-1 Resource Center, Inc.

VIII. Amendments.

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors, at a regular or special meeting of the Board, by a vote of a majority of the Board of Directors who may be present in person or by proxy. In the case of any conflict between the Articles of Incorporation and these bylaws, the Articles shall control.

IX. Miscellaneous

- A. The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.
- B. Waiver of Notice. Whenever any notice is required to be given to any Director of the Corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- C. The Resource Center is self governing and all decisions will be made by the Board of Directors as described in these bylaws and not by the PUC except where expressly allowed.

IN WITNESS WHEREOF, the initial directors of Colorado 9-1-1 Resource Center, Inc., have signed this ____ day of _____, 2006.

John Epley

Brian K. Shepherd

Cory Friend

PB Schechter

Muriel Haglind

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly appointed and acting secretary of Colorado 9-1-1 Resource Center, Inc., a Colorado nonprofit corporation, and,

That the foregoing Bylaws constitute the original Bylaws of said Corporation, as duly adopted at a meeting of the Board of Directors thereof, held on the ____ day of _____, 2006.

In witness, I have subscribed my name and affixed the seal of said Corporation this ____ day of _____, 2006.

Secretary