

BYLAWS OF
RICO FIRE PROTECTION DISTRICT

ARTICLE I

ORGANIZATION:

The Rico Fire Protection District was created on the 12th day of February, 1992 in accordance with Title 32 of Colorado Revised Statutes. The Rico Fire Protection District has the powers and purposes provided for in Title 32, Article 1, as amended, to serve a public use and shall promote the health, safety, prosperity, security and general welfare of the inhabitants of said District and of the people of the State of Colorado.

ARTICLE II

GOVERNING BODY:

A Board of Directors, consisting of five (5) members, shall be elected in accordance with Title 32, Article 1, Part 2, as amended. Vacancies on the Board shall be filled in accordance with CRS 32-1-905 by appointment by the remaining members of the Board for the remainder of the regular term of the Director whose office is vacant. If the Board fails, neglects or refuses to fill any such vacancy within sixty (60) days after the same occurs, the Board of County Commissioners of the county in which the organizational petition is filed may fill such vacancy. Failure to attend three consecutive regular meetings of the Board, without the Board having entered upon the minutes an approval for such an absence, shall be deemed to have created a vacancy in accordance with 32-1-905, as amended.

ARTICLE III

GENERAL POWERS OF THE BOARD:

The Board of Directors shall have those powers as outlined in Title 32, Article 1, Part 10, as amended, which are as follows:

- (a) To have perpetual existence.
- (b) To have and use a corporate seal.

(c) To sue and be sued, and to be a party to suits, actions and proceedings.

(d) To enter into contracts and agreements affecting the affairs of the special district except as otherwise provided in Title 32, Article 1, Part 10, including contracts with the United States and any of its agencies or instrumentalities. Except in cases in which a special district will receive aid from a governmental agency or purchase through the state purchasing program, a notice shall be published for bids on all construction contracts for work or materials, or both, involving an expense of twenty-five thousand dollars or more of public moneys. The special district may reject any and all bids, and if it appears that the special district can perform the work or secure material for less than the lowest bid, it may proceed so to do.

(e) To borrow money and incur indebtedness and evidence the same by certificates, notes or debentures and to issue bonds, including revenue bonds, in accordance with the provisions of Part 11 of Article 1, Title 32, and to invest any moneys of the special district in accordance with state law.

(f) To acquire, dispose of and encumber real and personal property, including, without limitation, rights and interests in property, leases and easements necessary to the functions or the operation of the special district.

(g) To refund any bonded indebtedness as provided in Part 13 of Article 1, Title 32, or Article 54 or 56 of Title 11, CRS.

(h) To have the management, control, and supervision of all the business and affairs of the special district and all construction, installation, operation and maintenance of special district improvements.

(i) To appoint, hire and retain agents, employees, engineers and attorneys.

(j) To fix and from time to time increase or decrease fees, rates, tolls, penalties or charges for services, programs or facilities furnished by the special district as provided in Section 32-1-1002(1) (e). The Board may pledge such revenue for the payment of any indebtedness of the special district. Until paid, all such fees, rates, tolls, penalties or charges shall constitute a perpetual lien on and against the property served, and any

such lien may be foreclosed in the same manner as provided by the laws of this state for the foreclosure of mechanic's liens.

(k) To furnish services and facilities within the boundaries of the special district and to establish fees, rates, tolls, penalties or charges for such services and facilities.

(l) To accept, on behalf of the special district, real or personal property for the use of the special district and to accept gifts and conveyances made to the special district upon such terms or conditions as the Board may approve.

(m) To adopt, amend and enforce Bylaws and rules and regulations not in conflict with the Constitution and laws of this state for carrying on the business, objects and affairs of the Board and of the special district.

(n) To have and exercise all rights and powers necessary or incidental to or implied from the specific powers granted to special districts.

(o) To acquire, dispose of or encumber fire station, fire protection and firefighting equipment and any interest therein, including leases and easements.

(p) To have and exercise the power of eminent domain and dominant eminent domain and, in the manner provided by Article I of Title 38, to take any property necessary to the exercise of the powers granted, both within and without the special district.

(q) To undertake and to operate as a part of the duties of the fire protection district an ambulance service, an emergency medical service, a rescue unit and a diving and grappling service.

(r) To adopt and enforce fire codes, as the Board deems necessary, but no such code shall apply within any municipality or the unincorporated portion of any county unless the governing body of the municipality or county, as the case may be, adopts a resolution stating that such code or specific portions thereof shall be applicable within the fire protection district's boundaries: except that nothing in this paragraph (d) shall be construed to affect any fire codes existing on June 30, 1981, which have been adopted by the governing body of a municipality or county.

(s) To fix and from time to time increase or decrease fees and charges as follows, and the Board may pledge such revenue for the payment of any indebtedness of the district:

(i) For ambulance or emergency medical services:

(ii) For requested inspections, if a fire code has been adopted by the Board of the Fire Protection District, whether or not the code has been adopted by a municipality or county.

(t) In areas of the special district where the county or municipality has rejected the adoption of a fire code submitted by the Fire Protection District, to compel the owners of premises, whenever necessary, for the protection of public safety, to install fire escapes, fire installations, fireproofing, automatic or other fire alarm apparatus, fire extinguishing equipment and other safety devices.

(u) To create and maintain a firemen's pension fund, under the provisions of Parts 4 and 8 of Article 30 of Title 31, subject to the provisions of Part 10 of Article 1, Title 32.

ARTICLE IV

MEETINGS:

1. The Board shall meet regularly at a time and in a place to be designated by the Board. Special meetings may be held as often as the needs of the special district require upon notice to each Director.

2. Notice of time and place designated for all regular meetings shall be posted in at least three public places within the limits of the special district, and, in addition, one such notice shall be posted in the office of the county clerk in the county or counties in which the special district is located. Such notices shall remain posted and shall be changed in the event that the time and place of such regular meetings is changed. Special meetings may be called by any Director by informing the other Directors of the date, time and place of such special meeting and the purpose for which it is called and by posting notice as provided in this section at least three (3) days prior to said meeting. All official business of the board shall be conducted only during said regular or special meetings at which a quorum is present and all said meetings shall be open to the public.

OFFICE:

The office of the special district shall be at some fixed place to be determined by the Board.

ARTICLE V

VOTING:

1. A quorum shall consist of at least three (3) members at any given meeting.

2. Unless otherwise provided herein, voting results shall be based upon a simple majority of the total Board membership or three (3) members and all voting shall be done by voice vote unless one or more nay or negative votes registered and in that event, voting shall be done by roll call.

ARTICLE VI

1. Each Director, within thirty (30) days after his election, except for good cause shown, shall appear before an officer authorized to administer oaths and take an oath that, he will faithfully perform the duties of his office as required by law and will support the Constitution of the United States, the Constitution of the State of Colorado, and the laws made pursuant thereto. The oath may be administered by the county clerk and recorder, by the clerk of the court, by any person authorized to administer oaths in this state or by the chairman of the Board and shall be filed with the clerk of the court and with the Department of Local Affairs (DOLA).

2. At the time of filing said oath, there shall also be filed for each Director an individual schedule or blanket surety bond at the expense of the special district in an amount determined by the Board of not less than \$1,000.00 each, conditioned upon the faithful performance of his duties as Director.

3. If any Director fails to take the oath or furnish the requisite bond within the period allowed, except for good cause shown, his office shall be deemed vacant and the vacancy thus created shall be filled in the same manner as other vacancies in the office of Director.

ARTICLE VII

COMMITTEES OF THE BOARD OF DIRECTORS:

SECTION 1: Committees of the Board of Directors shall be standing or special. Standing committees shall be the Fiscal Affairs Committee and other such standing committees as the Board President may appoint.

SECTION 2: All committees will have as the chairperson a member of the Board of Directors. The membership shall be recommended by the committee chairperson unless otherwise specified herein and appointed by the President of the Board. Committee members must be residents of the District and must be qualified by education, experience or interest in the responsibilities of the respective committees. Committee chairpersons shall be appointed at the regular monthly meeting in May of each year and members shall be appointed at the regular monthly meeting in June of each year.

SECTION 3: The Fiscal Affairs Committee shall consist of the Secretary/Treasurer of the Board, two other Board members and the Fire Chief. This committee shall meet as requested by the board and shall be responsible for the following:

(a) Review the financial condition of the District.

(b) Review and recommend to the Board plans for the investment of District funds.

(c) Select an accounting firm to recommend to the Board to perform the annual audit or the request for exemption from audit.

SECTION 4: Special committees may be appointed by the President.

A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically authorized by the Board. Upon completion of the tasks for which appointed, such special committee shall be dissolved.

ARTICLE VIII

ADMINISTRATION:

SECTION 1: The Board of Directors shall appoint the elected Fire Chief of the Rico Volunteer Fire Department who shall be its direct executive representative in the management of the Fire District. This Fire Chief shall be given the necessary authority and responsibility to operate the facility in all its activities and departments, subject only to such policies as may be adopted and such orders as may be issued by the Board of Directors. He shall act as the duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person to so act.

SECTION 2: The authority and duties of the Administrator shall include the responsibility to:

(a) Carry out all policies established by the Board of Directors.

(b) Develop and submit to the Board of Directors for approval of a plan of organization of the personnel and others concerned with the operation of the District and facilities.

(c) Prepare an annual budget showing the expected receipts and expenditures as required by the Board of Directors.

(d) Supervision of business affairs to insure that funds are collected and expended to the best possible advantage.

ARTICLE IX

VOLUNTEER AUXILIARIES:

SECTION 1: It shall be the policy of this District to actively support and promote volunteer services and auxiliaries.

ARTICLE X

AMENDMENTS:

SECTION 1: These Bylaws of the Rico Fire Protection District and of the Board of Directors may be amended by affirmative vote of a two-thirds majority of the entire Board of Directors provided notice shall, have been mailed or emailed to each member of the Board at least seven (7) days prior to said meeting, and provided further that such written notice shall fully present the proposed amendments.

ARTICLE XI

INDEMNIFICATION:

Each trustee, director or officer, or former trustee, director or officer of this corporation and his legal representatives, shall be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such trustee, director or officer: provided that the corporation shall not indemnify such trustee, director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceedings to have been liable for gross negligence or willful misconduct in the performance of his duties as such trustee, director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such trustee, director or officer (including expenses, counsel fees and costs reasonably incurred in connection herewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the trustee, director or officer involved was not guilty of gross negligence or willful misconduct; but in taking such action any trustee or director involved shall not be qualified to vote thereon and if for this reason a quorum of the Board of Directors cannot be obtained to vote on such matter, it shall be determined by a committee of three (3) persons appointed by the Board of Trustees at a duly called special meeting or at a regular meeting. In determining whether or not a trustee, director or officer was guilty of gross negligence or willful misconduct in relation to any such matter, the Board of Directors or committee appointed by the Board of Trustees, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by the Board of Directors. The right of indemnification herein provided shall not be exclusive of any other right to which such trustee, director or officer may be lawfully entitled.

ARTICLE XII

BYLAWS REVIEW:

The President of the Board of Directors of Rico Fire Protection District shall insure that the Bylaws of the District are reviewed and approved in January of even numbered years. Nothing in this paragraph shall preclude

