

**9-1-1Colorado Foundation**  
**Minutes of July, 6 2011 Meeting of Board of Directors.**

The Meeting of the Board of Directors of the 9-1-1Colorado Foundation, a Colorado not-for-profit-corporation, was called to order on July 6, 2011, at 11:00 a.m., at 1720 S. Bellaire Street, Suite 607 in Denver.

The directors present were: P. Bryan Bassett, Chairperson, Roger Crosby, Vice Chairperson, and Michael L. Glaser. Also in attendance was Joseph P. Benkert, the Corporation's CEO, Secretary and Treasurer.

*Approval of Minutes.*

Mr. Benkert presented the minutes of the March 18, 2011 Board of Director's Meeting. Mr. Crosby moved that the minutes be approved as written. Mr. Bassett seconded the motion, and the motion was unanimously approved.

*Permanent Agenda Items.*

*Report on 9-1-1 Industry Fundraising.*

Mr. Benkert reported on the status of fundraising from the 9-1-1 Industry. There has not been any significant change since the previous report.

*Report on Public Education Program.*

Mr. Benkert reported on the status of fundraising from the 9-1-1 Industry. There has not been any significant change since the previous report.

*Report on Internet Promotion Campaign.*

Mr. Benkert reported on the status of fundraising from the 9-1-1 Industry. There has not been any significant change since the previous report.

*Financial Report.*

Mr. Benkert reported on the income and expenses of the Foundation. Mr. Benkert provided statements of the Foundation's income and expenses, copies of which are attached to the Minutes.

*New Business.*

*Amendment of Articles of Incorporation.*

Mr. Benkert presented Articles of Incorporation amended in accordance with the direction of the Board to provide for seven (7) Directors. Mr. Crosby moved that the Amended Articles of

Incorporation be approved and adopted as the Articles of the Foundation. Mr. Bassett seconded the motion, and the motion was unanimously approved.

*Amendment of ByLaws.*

Mr. Benkert presented ByLaws amended in accordance with the direction of the Board to provide for seven (7) Directors. Mr. Crosby moved that the Amended Bylaws be approved as written and adopted as the ByLaws of the Foundation. Mr. Bassett seconded the motion, and the motion was unanimously approved.

*Conflict of Interest Policy.*

Mr. Benkert referenced the requirement for the Directors and Officers to each review and sign the Conflict of Interest Policy for the current year. The Board Members reviewed and executed the Conflict of Interest Policy.

*Potential Project With Commlabs Inc.*

Mr. Bassett described an opportunity presented to the Foundation to participate with Commlabs Inc. in a demonstration of its Wide Area Positioning System, which will permit wireless phones to determine their GPS location when indoors. Mr. Crosby moved the adoption of a resolution approving the Foundation moving forward with the demonstration project. Mr. Bassett seconded the motion, and the motion was unanimously approved.

*Old Business.*

*Advisory Board.*

Mr. Benkert discussed the potential for the Foundation to have an Advisory Board, which could provide opportunities for people with varied backgrounds, representing various areas of the State, and with various talents and contacts which might benefit the Foundation's Mission, to serve the Foundation without meeting the qualifications and fulfilling the obligations and duties of the Board of Directors. The Board decided that consider this further once the vacancies on the Board are filled.

*Vacant Seats on the Board of Directors.*

The Board discussed the need to fill vacancies on the Foundation's Board of Directors. With the increase in the number of Directors approved by the Board, there are now four (4) vacancies on the Board. The Directors will consider individuals they might nominate for the Board.

*Website Improvement.*

The Board discussed the interest in making improvements to the Foundation website. Because of the priority being given to the Commlabs Project, the improvement of the website is not being addressed on a priority basis.

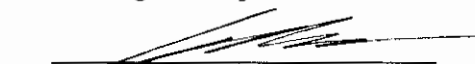
*Smartphone Application.*

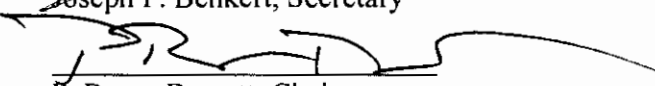
The Board discussed at the March 18, 2011 meeting the potential of developing a smartphone application to address 9-1-1 or related public safety purposes. Because of the priority being given to the Commlabs Project, the development of a smartphone application is not being addressed on a priority basis.

*Public Speaking Project.*

The CEO has been developing a presentation regarding 9-1-1, Emergency Notification Services and the Foundation to be provided to business, service and social organizations. Because of the priority being given to the Commlabs Project, the development of this presentation is not being addressed on a priority basis.

There was no further business, and on motion made, seconded and carried unanimously, the meeting was adjourned.

  
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Joseph P. Benkert, Secretary

  
\_\_\_\_\_  
P. Bryan Bassett, Chairperson


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Roger Crosby, Vice Chairperson

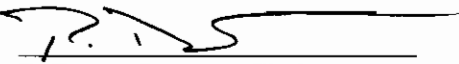
9-1-1 Colorado Foundation  
Board of Directors Resolution 110706a  
July 6, 2011


Adoption of Amended and Restated Articles of Incorporation

RESOLVED, that the board of directors approves and adopts the Amended and Restated Articles of Incorporation, appended hereto, which eliminate provision for "9-1-1 Directors," 9-1-1 Directors having never been appointed to the Board.

*Adopted: July 6, 2011*

  
\_\_\_\_\_  
Joseph P. Benkert, Secretary


  
\_\_\_\_\_  
P. Bryan Bassett, Chairperson

  
\_\_\_\_\_  
Roger Crosby, Vice Chairperson

**ARTICLES OF INCORPORATION**  
**of**  
**9-1-1Colorado Foundation**  
**A Colorado Nonprofit Corporation**

- I. Name and address.** The name of the Corporation is 9-1-1Colorado Foundation. The principal address of the Corporation shall be 17400 W. 54th Place, Golden, Colorado 80403.
- II. Registered Agent and Office.** The name of the initial registered agent is: Joseph P. Benkert. The address of the initial registered office is 17400 W. 54th Place, Golden, Colorado 80403.

**Consent of Registered Agent.** The initial registered agent consents to his appointment as evidenced by his signature below:

  
\_\_\_\_\_  
Joseph P. Benkert

- III. Incorporator.** The name and address of the incorporator is as follows:

Joseph P. Benkert  
PO Box 621323  
Littleton, CO 80162-1323

- IV. Purposes.** The Corporation is organized and shall operate exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the general purpose of the Corporation, acting principally within the State of Colorado, is to promote public safety and lessen the burden of government through support of the following activities and purposes:
- To educate the public in Colorado regarding the 9-1-1 System and its proper uses, and Emergency Notification Systems;
  - To raise funds from grants and public contributions to fund a grant program in support of the 9-1-1 System, Public Safety Answering Points ("PSAP") and public safety in Colorado;
  - To make grants to rural Colorado Emergency Telephone Service Authorities ("ETSA") and/or PSAPs for the purchase of PSAP equipment, systems and services;
  - To make grants to support the deployment of Next Generation 9-1-1 in Colorado;

- To make grants to public safety agencies in Colorado for the purchase of First Responder equipment and training;
- To generally support 9-1-1 and Emergency Notification Services, ETSA's, PSAPs and First Responders; and
- To conduct such other business as is reasonably necessary to accomplish the above purposes.

**V. Powers.** In furtherance of the foregoing purposes (but not otherwise) and subject to the restrictions set forth below, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

- A.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any Director or Officer of the Corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, or for direct expenses incurred by a Director, Officer, or agent of, and at the direction of, the Corporation), and no Director, Officer or other agent of the Corporation shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation.
- B.** The Corporation shall not have the power to pledge the credit of any of its Directors or Officers, nor to create any financial obligation between any creditor of the Corporation and any Director or Officer
- C.** No substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.
- D.** Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, during any period of time in which the corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code:

- (i) The corporation shall not engage in any act of "self dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941(a) of the Internal Revenue Code;
- (ii) The corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942(a) of the Internal Revenue Code;
- (iii) The corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code;
- (iv) The corporation shall not make any investments which would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code; and
- (v) The corporation shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945(a) of the Internal Revenue Code.

**E.** All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

**VI. Stockholders and Members.** The Corporation shall not have stockholders or members.

**VII. Board of Directors.** The management of the affairs of the Corporation shall be vested in the Board of Directors. There shall be a minimum of five (5) and a maximum of seven (7) Directors. The Directors shall be appointed initially as provided in Section VII.D. of these Articles, and thereafter by majority vote of the Board of Directors as provided in the Bylaws of the Corporation.

**A. Term.** Each Director shall hold office until a successor has been duly appointed.

**B. Compensation.** Directors shall not receive compensation for serving as a Director. However, a Director may be reimbursed for his/her actual

expenses incurred in the performance of his/her duties, and reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

**C. Qualifications.** No Director appointed by majority vote of the Board shall, while serving as a Director of the Corporation, be simultaneously employed by or hold a position with an ETSA, PSAP or agency operating a PSAP; the State of Colorado or any Department, agency or subdivision thereof; nor any manufacturer or representative of PSAP, Public Safety or First Responder equipment, systems or services.

**D. Initial Directors.** The Incorporator shall elect the initial Board of Directors of the Corporation in accordance with C.R.S. §7-122-105(1)(a) or (2) and giving effect to the provisions of this Article VII at the organizational meeting of the Incorporator.

**VIII. No Personal Liability.** A Director or Officer shall have no personal liability to the Corporation for monetary damages for any breach of fiduciary duty occurring after the effective date of these articles, except as otherwise required by the Colorado Revised Nonprofit Corporations Act, C.R.S. §7-128-402. The Corporation's Bylaws may indemnify its Directors and Officers to the fullest extent permitted under the Colorado Revised Nonprofit Corporations Act.

**IX. Receipt of Gifts, Bequests, Etc.** In furtherance and not in limitation of the powers conferred by law, the Corporation may take, receive, and hold real and personal property, including the principal and interest of any money or other fund that is given, conveyed, bequeathed, devised to, or otherwise vested in the Corporation in trust for use consistent with the purposes set forth in these articles of incorporation. Except where a trust instrument prescribes otherwise, the Corporation may invest trust property or its proceeds in accordance with the laws of the State of Colorado.

**X. Distribution of Assets Upon Dissolution.** Upon dissolution or final liquidation of the Corporation, all of its assets remaining after payment or provision for all of its liabilities, shall be paid over or transferred to a corporation or governmental entity established to fulfill the same purposes (in whole or in part) for which this Corporation was established. If no such entity is created for that purpose, the assets may be distributed or conveyed to one or more governmental units within the meaning of Section 170(b)(1)(A)(v) of the Internal Revenue Code or if such a transfer is not possible or practical, the assets may be distributed to and among one or more exempt organizations described in Section 501(c)(3) of the Internal Revenue Code for exclusively public purposes. The organizations or governmental units to receive such property, and their respective shares and interests, shall be determined by the Board of Directors. Any such assets not disposed of shall be disposed of by the appropriate court of the county in which




the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations as said court shall determine are organized and operated exclusively for exempt purposes.

- XI. Amendments.** The Corporation shall have the right to amend any provisions contained in these Articles of Incorporation, except that no alteration, amendment, change or repeal of any provision hereof shall have the effect of changing the particular business and objects of this Corporation, as set forth in Article IV hereof, in such a manner that the Corporation shall cease to be an organization described in Section 501(c)(3) of the Internal Revenue Code. An amendment to these Articles of Incorporation may be adopted by a majority vote of the Directors at an annual or special meeting.
- XII. Term of Existence.** Unless dissolved as provided herein, the existence of the Corporation shall be perpetual.
- XIII. Return of Form.** The Secretary of State may send a copy of these articles of incorporation, once completed for filing, to the address of the Registered Agent stated in Article II above.

Dated: July 6, 2011

Signature of Incorporator:




Joseph P. Benkert

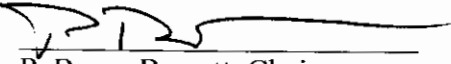
9-1-1 Colorado Foundation  
Board of Directors Resolution 110706b  
July 6, 2011

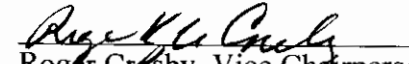
Adoption of Amended and Restated Bylaws

RESOLVED, that the board of directors approves and adopts the Amended and Restated Bylaws, appended hereto, which (i) eliminate provision for "9-1-1 Directors," 9-1-1 Directors having never been appointed to the Board, and (ii) increase the number of Directors to seven (7).

*Adopted: July 6, 2011*

  
\_\_\_\_\_  
Joseph P. Benkert, Secretary

  
\_\_\_\_\_  
P. Bryan Bassett, Chairperson

  
\_\_\_\_\_  
Roger Crosby, Vice Chairperson

**BYLAWS**  
**of**  
**9-1-1COLORADO FOUNDATION**  
**A Colorado Nonprofit Corporation**

**ARTICLE 1 - DEFINITIONS**

**Section 1.1. Definitions.**

The following terms used in these Bylaws shall have the meanings set forth below.

- A. “Act” means the Colorado Revised Nonprofit Corporation Act.
- B. “Board” means the Board of Directors of the Corporation.
- C. “Corporation” means the 9-1-1Colorado Foundation.
- D. “Director” means an individual serving on the Board.

**ARTICLE 2 - PURPOSES**

**Section 2.1. Purposes.**

The Corporation is organized and shall operate exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the general purpose of the Corporation, acting principally within the State of Colorado, is to promote public safety and lessen the burden of government through support of the following activities and purposes:

- To educate the public in Colorado regarding the 9-1-1 System and its proper uses, and Emergency Notification Systems;
- To raise funds from grants and public contributions to fund a grant program in support of the 9-1-1 System, Public Safety Answering Points (“PSAP”) and public safety in Colorado;
- To make grants to rural Colorado Emergency Telephone Service Authorities (“ETSA”) and/or PSAPs for the purchase of PSAP equipment, systems and services;
- To make grants to support the deployment of Next Generation 9-1-1 in Colorado;
- To make grants to public safety agencies in Colorado for the purchase of First Responder Equipment and training;
- To generally support 9-1-1 and Emergency Notification Services, ETSA’s, PSAPs and First Responders; and

- To conduct such other business as is reasonably necessary to accomplish the above purposes.

### **Section 2.2. Mission Statement.**

The mission of the Corporation is to support 9-1-1 Service in Colorado through (i) public education regarding 9-1-1 Service and Emergency Notification Services, and (ii) a grant program, funded by public contributions, to support modernization of the Colorado 9-1-1 System.

### **Section 2.1. Authority.**

The Corporation may do any and all things permitted by applicable law which are necessary, convenient or incidental to its Purposes and consistent with the Corporation's status as a non-profit corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## **ARTICLE 3 - OFFICES**

### **Section 3.1. Offices.**

The registered office of the Corporation shall be located in Colorado. The Corporation may have any number of other offices, including a principal office, at such places as the Board may determine.

## **ARTICLE 4 - SEAL**

### **Section 4.1. Seal.**

The Corporation may use a Corporate Seal. The Corporate Seal shall bear the name of the Corporation, the year of its incorporation and the words "Corporate Seal, Colorado".

## **ARTICLE 5 - MEMBERS**

### **Section 5.1. No Members.**

There shall be no classes of membership in the Corporation, and the management of the Corporation shall be vested in the Board.

## **ARTICLE 6 - BOARD OF DIRECTORS**

### **Section 6.1. Board of Directors.**

The business and affairs of the Corporation shall be managed under the direction of the Board. The powers of the Corporation shall be exercised by, or under the authority of, the Board except as otherwise provided by statute, the Articles of Incorporation, the Bylaws, or a resolution adopted by the Board.

## **Section 6.2. Performance of Duties.**

Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the Board, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of the Corporation. In discharging such duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(a) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

(b) Legal counsel, a public accountant, or another person as to matters which the Director reasonably believes to be within such person's professional or expert competence; or

(c) A committee of the Board of which the Director is not a member if the Director reasonably believes the committee merits confidence.

A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes such reliance unwarranted. A Director is not liable as such to the Corporation or its Members for any action taken or omitted to be taken as a Director if, in connection with such action or omission, the Director performed the Director's duties in compliance with this Section.

## **Section 6.3. Qualifications of Directors.**

Each Director shall be a natural person at least 18 years of age who need not be a resident of Colorado. No Director shall, while serving as a Director of the Corporation, be simultaneously employed by or hold a position with an ETSA, PSAP or agency operating a PSAP; the State of Colorado or any Department, agency or subdivision thereof; nor any manufacturer or representative of PSAP, Public Safety or First Responder equipment, systems or services.

## **Section 6.4. Number and Election of Directors.**

The Board shall consist of seven (7) Directors. The Directors shall be elected by the Board at the annual meeting. Each Director shall be elected for a term of one year.

## **Section 6.5. Term of Office.**

Each Director shall hold office until (a) the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or (b) his or her earlier death, resignation, or removal.

**Section 6.6. Procedure for Nomination of Candidates for Director.**

The chair of the meeting shall announce at the meeting of the Board the number of Directors to be elected at the meeting and shall declare that the nominations of candidates for election as Director are open and shall call for nominations from the floor. Nominations may be made by any Director who is present at the meeting in person. Nominations need not be seconded. After nominations have been made, the chair of the meeting shall, on motion, declare the nominations closed, and thereafter no further nominations may be made. After the nominations have been closed, the Directors shall cast their votes.

**Section 6.7. Vacancies.**

Vacancies in the Board, including vacancies resulting from the death, resignation, or removal of a Director, shall be filled by a majority vote of the remaining Directors though less than a quorum. Each person so elected shall be a Director to serve for the balance of the unexpired term.

**Section 6.8. Resignations.**

Any Director may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

**Section 6.9. Compensation of Directors.**

Directors shall receive no compensation for their services as Directors or as committee members. However, the Corporation may compensate a Director for providing services to the Corporation in any other capacity, including that of salaried officer, employee, or agent of the Corporation. Directors who serve as salaried officers, employees, or agents of the Corporation shall not participate in any vote of the Board with respect to their compensation. Directors may be reimbursed for reasonable expenses incurred on behalf of the Corporation as provided by resolution of the Board.

**Section 6.10. Voting Rights.**

Each Director shall be entitled to one vote.

**Section 6.11. Proxy.**

For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a Director may be deemed to be present at a meeting and to vote if the Director has granted a signed written proxy to another Director who is present at the meeting, authorizing the other Director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in these Bylaws and as permitted by law, Directors may not vote or otherwise act by proxy.

## ARTICLE 7 - COMMITTEES

### **Section 7.1. Establishment and Powers.**

The Board may, by resolution adopted by a majority of the Directors, establish one or more committees to consist of one or more Directors of the Corporation. Any such committee shall consist of three (3) or more Directors. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee, including the Executive Committee shall:

- (a) Authorize distributions;
- (b) Elect, appoint, or remove any Director;
- (c) Amend the Articles of Incorporation;
- (d) Adopt, amend, or repeal the Bylaws;
- (e) Approve a plan of merger; or
- (f) Approve a sale, lease, exchange, or other disposition of all, or substantially all, of the Corporation's property, with or without goodwill, otherwise than in the usual and regular course of business.

### **Section 7.2. Term.**

Each member of a committee of the Board shall serve at the pleasure of the Board.

### **Section 7.3. Committee Organization.**

Except as otherwise provided by the Board, each committee shall be chaired by a Director and shall establish its own operating procedures. Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each committee shall determine its times and places of meetings.

### **Section 7.4. Executive Committee.**

If established by the Board, the Executive Committee shall be authorized to act for the Board between its regular meetings. Except as otherwise provided by these Bylaws or by resolution of the Board, the Executive Committee shall have and may exercise all of the powers and authority of the Board in the management of the Corporation.

## ARTICLE 8 - MEETINGS OF DIRECTORS

### **Section 8.1. Place of Meetings.**

The Board may hold its meetings at such reasonable places as the Board may appoint or as may be designated in the notice of the meeting.

### **Section 8.2. Annual Meeting.**

Unless the Board provides by resolution for a different time, the annual meeting of the Board, for the election of Directors and the transaction of any other business which may be brought before the meeting, shall be held at 10 o'clock a.m. on the second Monday of January in each year. If such day is a legal holiday under the laws of Colorado, the annual meeting shall be held on the next succeeding business day which is not a legal holiday under the laws of Colorado.

Immediately after each annual election of Directors, the newly constituted Board shall meet without prior notice at the place where the election of Directors was held, or at any other place and time designated in a notice given as provided in Section 10.1, for the purposes of organization, election of the Chairperson and Vice Chairperson, election of officers, and the transaction of other business.

### **Section 8.3. Regular Meetings.**

The Board may hold its regular meetings at such place and time as shall be designated by resolution of the Board. If the date fixed for any regular meeting is a legal holiday under the laws of Colorado, the meeting shall be held on the next succeeding business day or at such other time as may be determined by resolution of the Board. The Board shall transact such business as may properly be brought before its meetings. Notice of regular meetings need not be given.

### **Section 8.4. Special Meetings of the Board.**

The CEO or any two Directors may call special meetings of the Board which shall be held at such time and place as shall be designated in the call for the meeting. Five (5) days' notice of any special meeting shall be given to each Director pursuant to Section 10.1. Such notice shall state the time, place, and purpose of such special meeting.

### **Section 8.5. Quorum.**

A majority of Directors then in office shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board.



**Section 8.6. Participation in Meetings.**

One or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

**Section 8.7. Organization.**

Every meeting of the Board shall be presided over by the Chairperson, or in the absence of the Chairperson, the Vice Chairperson, or in the absence of the Chairperson and the Vice Chairperson, a chair chosen by a majority of the Directors present. The Secretary, or in his or her absence, a person appointed by the chair, shall act as secretary.

**Section 8.8. Consent of Directors in Lieu of Meeting.**

Any action required or permitted to be taken by the Board or by a committee thereof at a meeting may be taken without a meeting if each and every member of the Board or committee in writing either:

- (a) Votes for such action; or
- (b) (i) Votes against such action or abstains from voting; and  
(ii) Waives the right to demand that a meeting be held.

Action is taken under this Section only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. No action taken pursuant to this Section shall be effective unless writings describing the action taken, signed by all Directors and not revoked pursuant to this Section, are received by the Corporation. Any such writing may be received by the Corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the Corporation with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section shall be effective when the last writing necessary to effect the action is received by the Corporation unless the writings describing the action taken set forth a different effective date. Any Director who has signed a writing pursuant to this Section may revoke such writing by a writing signed and dated by the Director describing the action and stating that the Director's prior vote with respect thereto is revoked, if such writing is received by the Corporation before the last writing necessary to effect the action is received by the Corporation. Action taken pursuant to this Section has the same effect as action taken at a meeting of Directors or a committee and may be described as such in any document. All signed written instruments necessary for any action taken pursuant to this Section shall be filed with the minutes of the meetings of the Board or committee.

## ARTICLE 9 - OFFICERS

### **Section 9.1. Number.**

The officers of the Corporation shall include a Chief Executive Officer, a Secretary, and a Treasurer. The officers may include one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the Board may determine by resolution. Any number of offices may be held by the same person.

### **Section 9.2. Qualifications of Officers.**

The officers shall be natural persons at least 18 years of age, except that the Treasurer may be a corporation. Officers need not be Directors.

### **Section 9.3. Election and Term of Office.**

The officers of the Corporation shall be elected by the Board at the annual meeting. Each officer shall serve for a term of one year and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal. Provided, however, that the Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any provision in the articles of incorporation or bylaws for annual election shall be without prejudice to the contract rights, if any, of executive officers under the contracts. A vacancy may be filled by the Board at any time for the unexpired portion of the term.

### **Section 9.4. Removal of Officers.**

Any officer or agent may be removed by the Board with or without cause. Such removal shall be without prejudice to the contract rights, if any, of any person so removed.

### **Section 9.5. Resignations.**

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

### **Section 9.6. The Chief Executive Officer.**

The Chief Executive Officer ("CEO") shall be the chief executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation and over its several officers, subject to the control of the Board. The CEO shall execute in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. In general, the CEO shall perform all duties incident to the office of CEO and such other duties as may be assigned by the Board.

### **Section 9.7. The Chief Operating Officer.**

In the absence or disability of the CEO or when so directed by the CEO, the Chief Operating Officer (“COO”) may perform all the duties of the CEO, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the CEO. The COO shall perform such other duties as may be assigned by the Board or the CEO.

### **Section 9.8. The Secretary.**

The Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. The Secretary shall see that required notices of meetings of the Board are given and that all records and reports are properly kept and filed by the Corporation. The Secretary shall be the custodian of the seal of the Corporation and shall see that it is affixed to all documents to be executed on behalf of the Corporation under its seal. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the CEO.

### **Section 9.9. Assistant Secretaries.**

In the absence or disability of the Secretary or when so directed by the Secretary, any Assistant Secretary may perform all the duties of the Secretary, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary. Each Assistant Secretary shall perform such other duties as may be assigned by the Board, the CEO, or the Secretary.

### **Section 9.10. The Treasurer.**

The Treasurer shall be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation, and to endorse checks, drafts, and warrants in its name and on its behalf and to give full discharge for the same. The Treasurer shall deposit all funds of the Corporation, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the CEO.

### **Section 9.11. Assistant Treasurers.**

In the absence or disability of the Treasurer or when so directed by the Treasurer, any Assistant Treasurer may perform all the duties of the Treasurer, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. Each Assistant Treasurer shall perform such other duties as may be assigned by the Board, the CEO, or the Treasurer.

### **Section 9.12. Compensation of Officers.**

The compensation of all officers shall be fixed by the Board or any committee or officer authorized by the Board. No officer shall be precluded from receiving such compensation by reason of the fact that he or she is also a Director of the Corporation.

## **ARTICLE 10 - NOTICE**

### **Section 10.1. Written Notice.**

Whenever written notice is required to be given to any person, it may be given to the person, either personally or by sending a copy by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission, or by e-mail with answer back received, to his or her address (or to his or her facsimile number or e-mail address) appearing on the books of the Corporation or, in the case of Directors, supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given three days after it is deposited in the United States mail. If the notice is sent by courier service, it shall be deemed to have been delivered at the time it is reported to have been delivered by the courier. If the notice is sent by facsimile or e-mail, it shall be deemed to have been delivered when receipt has been confirmed. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

### **Section 10.2. Waiver by Writing.**

Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

### **Section 10.3. Waiver by Attendance.**

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

## **ARTICLE 11 - CONFLICTS OF INTEREST**

### **Section 11.1. Definitions.**

For purposes of this Article:

(a) "Conflicting interest transaction" means a contract, transaction, or other financial relationship between the corporation and a Director, or between the corporation and a

party related to a Director, or between the corporation and an entity in which a Director is a director or officer or has a financial interest.

(b) "A party related to a Director" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a director, officer, or has a financial interest.

### **Section 11.2. Loans.**

No loans shall be made by the Corporation to its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

### **Section 11.3. Validity.**

No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by or in the right of the Corporation, solely because the conflicting interest transaction involves a Director or a party related to a Director or an entity in which a Director is a director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Board or of a committee of the Board that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if:

(a) The material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or

(b) The conflicting interest transaction is fair as to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

## **ARTICLE 12 – PERSONAL LIABILITY**

### **Section 12.1. Liability of Directors for Their Actions or Omissions.**

No Director shall be liable for actions taken or omissions made in the performance of his or her duties as a Director except for wanton and willful acts or omissions and except as provided in Section 12.2.

**Section 12.2. Liability of Directors and Officers for Torts of Employees.**

No Director or Officer shall be personally liable for any injury to person or property arising out of a tort committed by and employee unless such Officer or Director was personally involved in the acts or situation giving rise to the liability or unless such Officer or Director committed a criminal offense to which the liability is directly related. The protection afforded by this Section 12.2 shall not restrict the Corporation's right to eliminate or limit the personal liability of a Director to the Corporation for monetary damages for breach of fiduciary duty as a Director.

**Section 12.3. Insurance.**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended.

**ARTICLE 13 – FISCAL MATTERS**

**Section 13.1. Fiscal Year.**

The Corporation's fiscal year shall be the calendar year.

**Section 13.2. Annual Operating Plan and Budget.**

The CEO shall prepare a proposed Annual Operating Plan and Budget for presentation to the Board at the Annual Meeting, for consideration and approval by the Board. Amendments to the Annual Operating Plan and Budget may be approved by the Board at any regular or special meeting of the Board.

**Section 13.3. Audits.**

The Corporation's accounts shall be audited by a certified public accountant for any year in which the Corporations total income from all sources equals or exceeds Two Hundred Fifty Thousand Dollars (\$250,000).

**Section 13.4. Compensation of Officers, Directors, Employees and Independent Contractors.**

Compensation shall not be paid to any Officer or Director, Employee or Independent Contractor except by prior agreement, following the Corporation's conflict of interest policy, with written documentation of the date and terms of the compensation arrangement and the decision by each individual deciding or voting on the compensation arrangements. Compensation arrangements shall be based on information about compensation paid by similarly situated taxable or tax exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations, taking into account the qualifications, experience and responsibilities or services, with a written record made of the information on which the decision was based and its source. Compensation of Officers and Directors shall be approved in advance by the Board. In the event that information about compensation paid by similarly situated taxable or tax exempt organizations for similar services, or current compensation surveys compiled by independent firms is not available to the Corporation at the time compensation arrangements are agreed upon, the Officer, Director or Employee shall agree that compensation may be reasonably adjusted when such information as to comparable compensation is available to the Corporation as necessary to preserve the Corporation's tax exempt status.

**Section 13.5. Reimbursement by Officers.**

Any payments made to an officer of the Corporation, such as salary, commission, bonus, interest, rent, entertainment or travel expense incurred by such officer, which shall be disallowed in whole or part as a deductible expense by the Internal Revenue Service or other properly constituted taxing authority, shall be reimbursed by such officer to the full extent of such disallowance. In lieu of payments by the officer, subject to the determination of the Board, proportionate amounts may be withheld from such officer's future compensation payments until the amount owed to the Corporation has been recovered.

**Section 13.5. Loans.**

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 13.5. Deposits.**

All amounts received by the Corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select, and thereafter withdrawn pay expenses of the Corporation. No amounts received by the Corporation shall be applied to meet expenses of the Corporation without first being deposited to the credit of the Corporation in a bank, trust company or other depository as selected by the Board.

**ARTICLE 14 - AMENDMENTS**

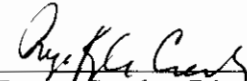
**Section 14.1. Amendments.**

Except as otherwise provided by the Act, the Bylaws of the Corporation may be amended by a majority vote of the Board at any meeting after notice of such purpose has been given.


Adopted this 6th day of July, 2011.

**9-1-1 Colorado Foundation, a Colorado Nonprofit Corporation**

  
\_\_\_\_\_  
P. Bryan Bassett, Director

  
\_\_\_\_\_  
Roger Crosby, Director

  
\_\_\_\_\_  
Michael Glaser, Director

  
\_\_\_\_\_  
Joseph P. Benkert, Chief Executive  
Officer, Secretary, Treasurer

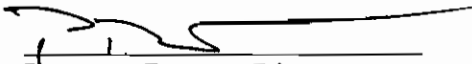


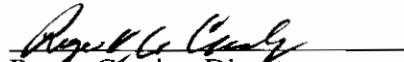
**9-1-1Colorado Foundation  
Annual Statement Regarding  
Conflict of Interest Policy**

The undersigned, being the Directors and Officers of the 9-1-1Colorado Foundation, a Colorado non-profit corporation, each affirms that he or she:


- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Dated: July 6, 2011.

  
\_\_\_\_\_  
P. Bryan Bassett, Director

  
\_\_\_\_\_  
Roger Crosby, Director

  
\_\_\_\_\_  
Michael L. Glaser, Director

  
\_\_\_\_\_  
Joseph P. Benkert, Chief Executive  
Officer, Secretary, Treasurer

**9-1-1 Colorado Foundation  
Conflict of Interest Policy**

**Article I  
Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article II  
Definitions**

**1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Article III  
Procedures**

**1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

## **3. Procedures for Addressing the Conflict of Interest**

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

## **4. Violations of the Conflicts of Interest Policy**

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the

proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **Article V Compensation**

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Article VI Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Article VII Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Article VIII Use of Outside Experts**


When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

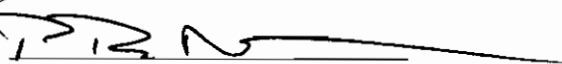
9-1-1/Colorado Foundation  
Board of Directors Resolution 110706c  
July 6, 2011

Authorization of Demonstration Project

RESOLVED, that the Board of Directors approves the Foundation moving forward with the proposed project with CommLabs Inc. conduct a demonstration project of Commlabs location enabling technology, and potentially establish a "test-bed" for third-party development of public safety applications employing the Commlabs technology. The Board of Directors shall review and approve the final agreement with CommLabs.

*Adopted: July 6, 2011*

  
\_\_\_\_\_  
Joseph P. Benkert, Secretary

  
\_\_\_\_\_  
P. Bryan Bassett, Chairperson

  
\_\_\_\_\_  
Roger Crosby, Vice Chairperson