

**BYLAWS OF
EMERGENCY INCIDENT SUPPORT**

ARTICLE I – NAME OF ORGANIZATION

The name of the Corporation is EMERGENCY INCIDENT SUPPORT, (hereinafter referred to as the "Corporation").

ARTICLE II – CORPORATE PURPOSE

Section 1. Nonprofit Purpose

The specific purpose of this Corporation is to serve emergency responders in the Pikes Peak Region of Colorado.

Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. Specific Purpose

The specific objectives and purpose of this organization shall be:

- A. The Corporation is a rapid response group of volunteers with a variety of experience and skills related to emergency services. This service group provides critical support services to the emergency service responders during large, major, sustained or complex emergency events and training exercises. Services include fluid rehydration, medical assessment and evaluation, prepackaged energy snacks, a safe haven or place of sheltering and rest, coffee and hot fluids. During extended events prepare on-site nourishing meals.
- B. To provide the highest quality services possible and to serve any emergency service providers to include; fire, search and rescue, law enforcement, medical, wildland, HAZMAT and other agencies.
- C. To acquire and own fire, search and rescue, medical and other emergency services apparatus and supplies for use by the Corporation.
- D. To sponsor or hold firefighting support and emergency services support training to volunteer membership personnel.
- E. To provide emergency services support authorized by the authority having jurisdiction over such emergency services.
- F. To undertake any lawful activity in furtherance of these general purposes.

- G. To undertake and follow any lawful State of Colorado and Federal Regulatory activity in furtherance of these general purposes.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any current resident, property owner, business operator, or employee that supports the purpose statement in Article II, Section 2. Membership is granted after completion, receipt and acceptance of a membership application, and annual dues. All memberships shall be granted upon a majority vote of the Board.

Section 2. Annual Dues

The amount required for annual dues shall be \$25.00 each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being current on membership dues.

Section 3. Rights of Members

Each member shall be eligible to appoint one voting representative, in person or by proxy, to cast the member's vote in association elections.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership or unanimous vote of the Board.

Section 5. Non-voting Membership

The Board shall have the authority to establish and define non-voting categories of Directors and membership.

ARTICLE IV – MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held at a time and place designated by the Board of Directors.

Section 2. Annual Meetings

An annual meeting of the members shall take place in the on the second Saturday in the month of October, the specific date, time and location of which is subject to and may be designated by the President or their appointee. At the annual meeting the members shall elect Directors and Officers, receive reports on the activities of the association, approve the budget for the subsequent calendar year, and determine the future direction of the Corporation.

Section 3. Special Meetings

Special meetings may be called by the President or a simple majority of the Board of Directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 4. Notice of Meetings

Printed notice or email notification to last known address will serve as notice of each meeting and shall be given to each voting member, not less than three (3) days prior to the meeting, except as previously outlined in Section 1.

Section 5. Quorum

A quorum for a meeting of the members shall consist of at least twenty percent (20%) of the membership.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority by the voting representative, in person or by proxy, to cast the member's vote in association elections.

ARTICLE V – BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and operation of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than five (5) including the following officers: President, Secretary, and Treasurer, known as the Executive Committee. The remaining officers will be Directors at Large.

The members of the Board of Directors shall, upon election, enter upon the performance of their duties, effective the first meeting of the Board of Directors in the succeeding calendar year, and shall

continue in office for a one (1) year calendar term, and shall be considered duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article. No two members of the Board of Directors related by blood or marriage / domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member in good standing of the Corporation whose membership dues are paid in full and shall hold office for a one-year term as submitted by the nominations committee.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial term, members of the Board of Directors may serve additional one-year terms.

Each voting member of the Board of Directors shall attend at least fifty percent (50%) of meetings, unless excused, of the Board per year or they will not be considered a member in good standing.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a date, time and place generally in the month of October of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members no less than three (3) days, prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least three (3) days in advance of the meeting by telephone, facsimile, electronic methods or by written notice. 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 for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of

Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Quorum

The presence by personal or electronic media of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of their requirements as set forth in Section 2 of this Article by October 1st shall automatically forfeit their seat on the Board. The Secretary shall notify the Director in writing that their seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these Bylaws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a simple majority vote of the voting members at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed, or email confirmed, by a majority of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes or

can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Section 12. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein.

Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President and / or by reference to Robert's Rules of Order.

Section 14. Removal.

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of a simple majority of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least five (5) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be permanently removed from the Board position as well as the membership.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these Bylaws automatically forfeit their positions on the Board pursuant to Section 7 of this Article and are not entitled to the removal procedure outlined in Section 14 of this Article.

ARTICLE VI – OFFICERS

The officers of this Board shall be the President, Secretary and Treasurer. All officers must have the status of active members of the Board of Directors.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- A. The President shall preside at all meetings of the Executive Committee.
- B. The President shall have general and active management of the business of the Advisory Board.
- C. The President shall see that all orders and resolutions are brought to the membership.
- D. The President shall have general superintendence and direction of all other officers of this Corporation and see that their duties are properly performed.
- E. The President shall submit a report of the operations of the program for the fiscal year to the members at their annual meetings, and from time to time, shall report to the Board of Directors all matters that may affect this program.
- F. The President shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Secretary

The Secretary shall attend all meetings of the Board of Directors, and all meetings of members, and assisted by a member, will act as a clerk thereof. The Secretary's duties shall consist of:

- A. The Secretary shall record all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary in concert with the President shall make the arrangements for all meetings of the membership, including the annual meeting of the organization as outlined in ARTICLE IV, Section 2.
- B. Assisted by a member, the Secretary shall send notices of all meetings to the members and shall make reservations for the meetings.
- C. The Secretary shall perform all official correspondence from the Board as may be prescribed by the President or designee.
- D. The Secretary shall be vested with all the powers and may perform all the duties of the President during the absence of the President.

Section 3. Treasurer

The Treasurers duties shall be:

- A. The Treasurer shall maintain the Finances and sign approval of all expenditures of funds, proposed capital expenditures (equipment and furniture), by the members of the Corporation.
- B. The Treasurer shall present a complete and accurate report of the financials at each meeting of the members, or at any other time upon request by a member.
- C. The Treasurer shall have all supporting documents and detailed statements available for review by any member upon request by any member.
- D. The Treasurer shall have the right and duty of inspection of the funds including budgets and subsequent audit reports.
- E. The Treasurer shall assist in and direct audits by third party of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- F. The Treasurer shall perform other duties as may be prescribed by Board of Directors or the President under whose supervision the Treasurer shall be.
- G. The Treasurer shall be vested with all the powers and may perform all the duties of the President during the absence of the President.

Section 4. Election of Officers

The Nominating Committee, as created by members of the Board of Directors, shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Board. Those officers elected shall serve in accordance with ARTICLE 5, Section 2 herein.

Section 5. Removal of Officer or Director

The Board with the concurrence of a majority of the members voting at the meeting may remove any officer or director of the Board of Directors and elect a successor for the unexpired term. No officer or director of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing, or by electronic means, five (5) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 6. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to Board members at least three (3) days prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII – COMMITTEES

Section 1. Committee Formation

The Board may create committees as needed, such as fundraising, public relations, data collection, vehicle maintenance, etc. The President appoints all committee chairs.

Section 2. Executive Committee

The President, Secretary and Treasurer serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board of Directors.

Section 3. Finance Committee

The Treasurer is the chair of the Finance Committee, which includes the other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with members and other Board members. The Board of Directors must approve the budget and all expenditures other than simple reimbursement requests where funds have already been expended in the performance of the purpose of the Corporation. Any major change in the budget must be approved by the Board of Directors or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing Profit & Loss (income, expenses) and Balance Sheet (Assets and Liabilities). The financial records of the organization are public information and shall be made available to the membership, Board of Directors, members, and the public.

ARTICLE VIII – CORPORATE STAFF

Section 1. Outside Services

The Board of Directors may hire and contract with outside service providers to assist with filing of tax returns and / or other duties appropriate to the maintain the integrity of the Corporation and fulfil its purpose.

ARTICLE IX – CONFLICT OF INTEREST AND COMPENSATION

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt Corporations interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation that might result in a possible excess benefit transaction or financial gain. 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.

Section 2. Definitions

- A. 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.
- B. 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 Corporation has a transaction or arrangement,
 - b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation 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.

Section 3. Procedures

- A. 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 Board delegated powers considering the proposed transaction or arrangement.

- B. 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, they shall leave the 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.
- C. Procedures for Addressing the Conflict of Interest
- a. An interested person may make a presentation at the Board or Committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The President of the Board or leader of the 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 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 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.
- D. 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, corrective action or possible dismissal of the member from good standing.

Section 4. Records of Proceedings

The minutes of the 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 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.

Section 5. Compensation

- A. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation 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 Corporation 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 Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with 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 Corporation 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.

Section 7. Periodic Reviews

To ensure the Corporation 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.

Section 8. 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.

ARTICLE X – IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Colorado, the Corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Corporation, or any person who may have served at the Corporation's request as a director or officer of another Corporation (each of the foregoing members, Directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of

the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI – BOOKS AND RECORDS

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XII – AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three (3) days in advance of such a meeting if delivered personally, by facsimile, by e-mail or at least five (5) days if delivered by mail. All amendments of the Articles shall require the affirmative vote of a majority of Directors then in office.

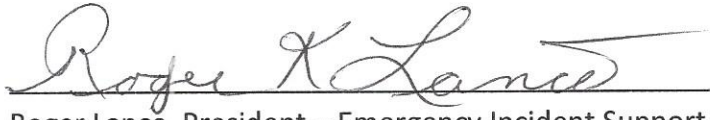
Section 2. Bylaws

The members may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of Directors.

ADOPTION OF BYLAWS

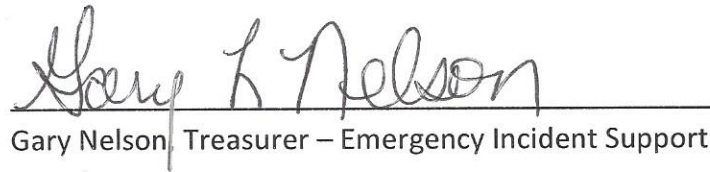
We, the undersigned, are all of the initial Directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this Corporation.

ADOPTED AND APPROVED by the Board of Directors on this 15 day of May 2019.



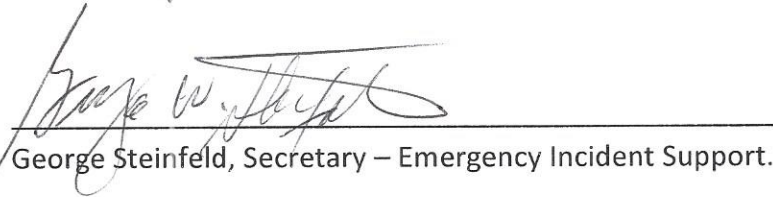
Roger K. Lance

Roger Lance, President – Emergency Incident Support.



Gary L. Nelson

Gary Nelson, Treasurer – Emergency Incident Support.



George Steinfeld

George Steinfeld, Secretary – Emergency Incident Support.