

BYLAWS OF THE  
COLORADO CHANNEL AUTHORITY

**ARTICLE I.  
Name and Office**

**Section 1. Name**

The Colorado Channel Authority is a body corporate and political subdivision of the State of Colorado and shall be known as The Colorado Channel Authority (hereinafter referred to as the "CCA" or "Association").

**Section 2. Office**

The principal office of the CCA shall be located in the City and County of Denver, Colorado as established by official action of the Board of Directors, but meetings of its Board of Directors may be held at such places within the State of Colorado as may be designated by the Board of Directors.

**ARTICLE II.  
Purpose and Objectives**

The purpose of the CCA shall be televising the proceedings of the Colorado House of Representatives and Senate and such other programming of a state governmental nature as the Board of Directors may approve.

**ARTICLE III.  
Fiscal Year**

The fiscal year shall coincide with the calendar year and run from January 1 until December 31.

**ARTICLE IV.  
Board of Directors and Officers**

**Section 1. Board of Directors**

The Board of Directors of the CCA shall consist of the following nine members.

i. Three members appointed by the Governor with the consent of the Senate, at least one of which is a registered voter in the State of Colorado who is unaffiliated and at least one of which has experience in the business operations of broadcast journalism.

ii. One member appointed by the Chief Justice of the Colorado Supreme Court.

- iii. One member appointed by the Speaker of the House of Representatives.
- iv. One member appointed by the Minority Leader of the House of Representatives.
- v. One member appointed by the President of the Senate.
- vi. One member appointed by the Minority Leader of the Senate and
- vii. One member appointed by the President of the Senate and the Speaker of the House of Representatives who has experience in the operation of a business or fundraising for nonprofit organizations, or both.

The terms of these members shall be as provided in 24-49.9-101 (3)(c) C.R.S.

**Section 2. Vacancy**

A vacancy in the membership of the Board of Directors occurring other than by expiration of a member’s term shall be filled in the same manner as the original appointment, but only for the remainder of the unexpired term. A member shall be eligible for reappointment. Members of the Board of Directors may be removed by the appointing authorities for cause, after a public hearing, and may be suspended by the appointing authority pending the completion of such hearing.

**Section 3. Board Meeting Attendance**

A Board Member is expected to attend each meeting of the Board of Directors either in person or by telephone unless the Board Member’s attendance has been excused, in advance of the Board Meeting, by the Chairperson of the Board for good cause.

If a Board Member is not excused from a Board Meeting and fails to attend two (2) consecutive Board Meetings or three (3) Board Meetings in any rolling twelve (12) month period (hereinafter “the Standard”), the Chairperson shall contact the Board Member and determine whether the Board member wishes to continue as a Board Member and, if so, the reason or reasons for the Board Member’s failure to meet the Standard. The Chairperson shall report, at the next Board Meeting, the response of the Board Member. The Board of Directors may then take no action, advise the Board Member that failure to meet the Standard in the future will cause the Board of Directors to advise the Board Member’s appointing authority of the Board Member’s failure to meet the Standard or promptly report the Board Member’s failure to meet the Standard to the Board Member’s appointing authority.

**Section 4. Officers**

The Board of Directors shall elect the following officers of the CCA: a chair, vice-chair and treasurer who shall be members of the Board of Directors. The Board

of Directors shall also elect a secretary who need not be a member of the Board of Directors and the same person may be elected to serve both as secretary and treasurer. The power of the Board of Directors may be vested in those officers from time to time.

Effective January 1, 2019, the Board of Directors at its first regularly scheduled meeting of 2019 and thereafter at its first regularly scheduled meeting in odd numbered years shall elect its above-described officers for two-year terms.

### **Section 5. Duties of officers**

**i. Board of Directors** It shall be the duty of the Board of Directors to conduct the lawful business of the CCA. The duties of the officers shall be those prescribed by these Bylaws or customarily incident to such office. The Board of Directors is authorized and empowered to receive, accept, and hold and use on behalf of the CCA gifts, grants, donations, devises and bequests of real, personal, and mixed property of every kind and description. ☐

**ii. Chair** The Chair shall preside at all meetings of the Board of Directors and shall have the general supervision and charge of the affairs of the CCA and shall be responsible for the implementation of the plans and policies set by the Board of Directors and shall make such reports as may be necessary concerning the affairs of the CCA. ☐

**iii. Vice Chair** The Vice Chair shall assist and aid the Chair whenever required in carrying out the duties of the Chair and shall perform such other duties as may be assigned by the Chair and shall serve in the absence of the Chair. ☐

**iv. Secretary** The Secretary shall record the votes keep the official minutes and records of the CCA and shall perform such other duties as may be required by the Board of Directors.

**v. Treasurer** The Treasurer shall receive, deposit, and account for funds of the CCA, shall report the state of the finances of the CCA at each meeting of the Board of Directors and perform such other duties as prescribed by the Board of Directors. ☐

### **Section 6. Committees**

By one or more resolution adopted by the vote of a majority of the directors present at a meeting at which a quorum is present, the Board of Directors may designate from among its members one or more committees, each of which, to the extent provided in the resolution establishing the committee, shall have any may exercise all of the authority of the Board of Directors. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the Board of Directors from any responsibility or standard of conduct imposed by law

or these Bylaws.

**Section 7. Indemnification.**

CCA shall indemnify each director, officer, employee and volunteer of CCA to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 6.

**ARTICLE V.  
Meetings of the Board of Directors**

**Section 1. Annual meeting and election of officers**

The Board of Directors of CCA shall hold an Annual Meeting each year at a date, time, and location as designated by the Chair upon thirty (30) days written notice mailed to each member of the Board of Directors. At that meeting the Officers of the Board of Directors shall be elected by the Board of Directors.

**Section 2. Additional meetings of the Board of Directors**

The Board of Directors shall hold such additional meetings as may be necessary and duly called by the Chair or any three (3) members of the Board upon a minimum of seven (7) calendar days written notice mailed to the members of the Board stating the purpose or purposes of such meeting.

**Section 3. Posting of notice of meetings**

Notice of all meetings of the Board of Directors shall be posted in compliance with the requirements of 24-6-402 C.R.S. and the Board of Directors, at its first regular meeting of the calendar year, shall designate the public place or places for posting of such notices.

**ARTICLE VI.  
Voting and Quorum Requirements**

**Section 1. Voting**

The affirmative vote of the majority of the Board of Directors present and voting at the meeting in which a quorum is present shall be required for any act of the Board of Directors.

**Section 2. Quorum**

A quorum at any meeting of the Board of Directors shall consist of five members who are present physically or telephonically.

**ARTICLE VII.**

## **Budget, Audit, Staff**

### **Section 1. Budget**

The Board of Directors shall adopt an annual budget for the CCA. Such budget shall be prepared and submitted by the Treasurer to the Board of Directors, notice thereof published in a newspaper having general circulation in the Denver, Colorado metropolitan area, adopted by the Board of Directors and filed with the Division of Local Government in the Department of Local Affairs all pursuant to the requirements of the Local Government Budget Law of Colorado.

### **Section 2. Finance Accounting**

The Treasurer shall provide for an accurate accounting of all funds of the CCA. Unless exempted by the Colorado State Auditor, the Board of Directors shall cause to be made an annual audit of the financial statements of the CCA for each fiscal year. Such audit, when completed, shall be forwarded to the Colorado State Auditor.

### **Section 3. Staff**

The Board of Directors shall provide for such staff support, as it may deem necessary.

## **Article VIII. Records and Reports**

### **Sections 1. Bylaws**

These Bylaws amended to date and certified by the Secretary shall be kept on file at a location selected by the Board of Directors and shall be posted on the Colorado Channel website.

### **Section 2. Minutes of Meetings**

The minutes of the Board of Directors shall be kept on file at a location selected by the Board of Directors and shall be posted on the Colorado Channel website.

### **Section 3. Books of Accounts**

The Book of Accounts shall be kept at a location selected by the Board of Directors and shall be open to inspection at all reasonable times.

## **Article IX. Special Acts**

### **Section 1. Execution of Written Instruments**

Contracts, deeds, documents, and instruments shall be executed by the Chair or Vice Chair and shall be attested by the Secretary, unless the Board of Directors shall adopt a special resolution in a particular situation that designates a different

procedure for their execution.

**Section 2. Signing of Checks and Notes**

Checks, notes, drafts, and demands for money that have been previously approved for expenditure in the annual budget or by resolution shall be signed by the Treasurer. Checks, notes, drafts, and demands for money which do not have previous approval as noted above shall be approved by the Chair prior to signature. In the event of the Treasurer's absence, inability, or refusal to act, the signature of the Chair, Vice-Chair, or Secretary shall be allowed. The Treasurer shall ensure that all Officers of the CCA are signatories of the CCA's bank accounts.

**ARTICLE X.  
Amendments**

These Bylaws may be amended at any annual or other meeting of the Board of Directors by a vote of two-thirds of the Board of Directors present physically or telephonically. Notice of the proposed amendment and the language of such proposed amendment shall be mailed to each member of the Board of Directors not less than thirty (30) days prior to such meeting. However, any conflict between these Bylaws and the Colorado Channel Authority statute, shall be controlled the Colorado Channel Authority statute.

I certify that the foregoing Bylaws of the COLORDO CHANNEL AUTHORITY, were amended (Article IV, Section 4 was amended) on the 8<sup>th</sup> day of February, 2019 at a regular meeting of the Board of Directors in Denver, Colorado.

Dated \_\_\_\_\_

\_\_\_\_\_  
Secretary