

**AMENDED BY-LAWS OF
THE STATEWIDE INTERNET PORTAL AUTHORITY**

Revised and Adopted March 6, 2008

ARTICLE I – THE AUTHORITY

SECTION 1 Name of Authority

The name of the Authority shall be the “Statewide Internet Portal Authority” (the “Authority”).

SECTION 2 Board of Directors

The governing body of the Authority shall be the Board of Directors as defined by Colorado Revised Statutes §24-37.7-102 (the “Board”). The voting members of the Board may appoint additional non-voting members to the Board, committees, or subcommittees, using such criteria as established by the Board, for terms as designated in the appointment, not to exceed one year, as it deems necessary. Additional members shall not have a vote nor be included in determining a quorum.

SECTION 3 Seal of the Authority

The seal of the Authority shall bear the name of the Authority and be in such form as shall be determined by resolution of the Authority.

SECTION 4 Office of the Authority

The office of the Authority shall be located in the State of Colorado at 633 17th Street, Suite 1610, Denver, CO 80202. The Authority may also have offices at such other place or places within the State of Colorado as it may from time to time designate by resolution.

ARTICLE II – OFFICERS

SECTION 1 Officers

The officers of the Authority shall be a Chair, Vice Chair, Secretary, Treasurer and such other officers as may from time to time be elected or appointed by the Authority.

SECTION 2 Election or Appointment of Officers

The Chair shall be elected at the Authority’s February meeting from among the voting members who are elected officials. The Vice Chair, Secretary, and Treasurer shall be elected at the Authority’s February meeting by the voting members. Before the conclusion of the Authority’s February meeting, and before the conclusion of each February meeting thereafter, the officers terms shall expire and new officers shall be elected, as provided in this Section, to hold office until the next February meeting.

SECTION 3 Chair

The Chair shall preside at all meetings of the members of the Authority, shall have such other duties as the members may direct, and shall have general supervision over the business and affairs of the Authority.

SECTION 4 Vice Chair

The Vice Chair shall preside over all meetings of the Authority in the absence of the Chair and shall temporarily perform the duties of the Chair in the event the Chair advises the Vice Chair that he/she is unable to perform the duties of Chair by reason of illness, disability or other incapacity except as otherwise prohibited by law. The Chair shall resume his/her duties upon notification to the Vice Chair.

SECTION 5 Secretary

The Secretary shall preside over all meetings of the Authority in the absence of the Chair and Vice Chair. The Secretary shall act as secretary of the meetings of the Authority, record all votes and proceedings in a journal, and maintain a record of all resolutions adopted by the Authority.

SECTION 6 Treasurer

The Treasurer shall preside over all meetings of the Authority in the absence of the Chair, Vice Chair, and Secretary. The Treasurer shall act as the financial officer of the Authority having charge of the funds and revenues of the Authority and shall supervise the financial records of the Authority.

SECTION 7 Additional Duties

The officers of the Authority shall perform such other duties and functions as may from time to time be required or delegated by resolution of the Authority or the By-Laws or rules of the Authority.

SECTION 8 Vacancies

Should the office of Chair become vacant, the voting members shall appoint a successor from among the voting members who are elected officials at the next regular meeting for the remainder of the unexpired term. Should the office of Vice Chair, Secretary or Treasurer become vacant, the voting members of the Board shall appoint a successor from its voting members at the next regular meeting and such appointment shall be for the unexpired term. Should any other voting member's seat become vacant, then they shall be appointed by the appropriate Authority.

SECTION 9 Absence of Officers

Whenever the Chair, Vice Chair, Secretary and Treasurer are unable to attend a meeting of the Authority, the members present at such meeting shall designate a temporary Chair among the voting members present who shall preside at such meeting. If the Secretary is unable to attend a meeting of the Authority, the sitting Chair shall designate a temporary Secretary from among the voting members present.

ARTICLE III – MEMBERSHIP

SECTION 1 Board of Directors

The Board shall consist of voting members as designated by Colorado Revised Statutes § 24-37.7-102. The Board may appoint such additional nonvoting members to the Board as it deems necessary. Additional members shall not have a vote and shall not be included in determining whether a quorum is present.

SECTION 2 Committees and Subcommittees

The Board may appoint other individuals from the community to serve on various committees as established by Article VII.

SECTION 3 Terms

Board members shall serve terms as defined in Colorado Revised Statutes § 24-37.7-102. Non-voting members and committee members appointed pursuant to this Article shall serve a term as designated in the appointment by the Board, not to exceed one year.

SECTION 4 Selection

Non-voting members and committee members shall be nominated by at least one voting member of the Board, receive a second motion from a voting member, and must be approved by a majority of voting members present.

SECTION 5 Compensation

All members of the Board, non-voting members and committee members shall serve without compensation but shall be reimbursed for all necessary expenses incurred in the performance of their duties.

ARTICLE IV – PERSONNEL

SECTION 1 Executive Director

The Executive Director shall be appointed by resolution of the Authority, and shall serve at the pleasure of the Authority. The Executive Director shall be the principal operating officer of the Authority, shall direct the day-to-day business of the Authority and shall have such duties and powers as shall from time to time be authorized by resolution of the Board. The Executive Director's salary, benefits, and other compensation shall be determined by the Board.

SECTION 2 Counsel

The Counsel shall be the chief legal advisor of the Authority and, as directed by the Executive Director, shall establish and promulgate legal directives with respect to Authority activities; advise the officers and members of the Authority as to all legal matters relating to the administration, operation, and financing of the Authority and as to the laws governing initiation, planning, financing and the development of the programs of the Authority. The Counsel shall draft, examine and approve as to legal compliance all forms, contracts or other documents

necessary for all phases of the Authority's work or purpose. The Counsel shall render regular opinions on such matters relating to the Authority as may be requested by the Chair, members, or officers of the Board. If any Board member other than the Chair requests an opinion involving any material expenditure of time by Counsel, Counsel shall obtain Chair approval for the work. In addition, the Counsel shall perform such other services incident to this position and office and shall undertake such other duties as from time to time may be assigned to him or her by the Executive Director of the Authority.

Selection of the Counsel shall be approved by resolution of the Board and shall serve at the pleasure of the Authority. Special Counsel may be retained by appointment of the Board whenever deemed appropriate by the Authority, for such purposes and terms as the Authority may direct.

SECTION 3 Additional Personnel

The Authority may from time to time employ such personnel as it may deem necessary to exercise its powers, duties and functions as prescribed by law. Persons so appointed shall serve at the pleasure of the Authority. The selection and compensation of such personnel shall be determined by the Authority.

ARTICLE V – INDEMNIFICATION

SECTION 1 Indemnification

The Authority shall indemnify any person who is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer or employee of the Authority, or of any corporation or other entity established as an instrumentality of the Authority of which he or she serves at the request of the Authority, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if: (i) such action, suit or proceeding arises out of the acts or omissions of such director, officer or employee which occurred during the performance of his or her duties and within the scope of his or her employment as a director, officer or employee; and (ii) the director, officer or employee acted in good faith, in a manner he or she reasonably believed to be in the best interests of the Authority, and had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent is not of itself determinative that such act or omission does not satisfy the applicable standard of conduct set forth above.

SECTION 2 Determination

Any indemnification with respect to actions, suits or proceedings described in Section 1 of this Article shall be made by the Authority only as authorized in the specific case upon a determination that indemnification of the director, officer or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made by affirmative vote of a majority of those duly appointed Board members who are not defendants in such action, or if such affirmative vote is not obtainable, by Counsel, unless Counsel determines that it cannot make an independent and objective determination, in which case such determination shall be made by independent legal counsel designated by an affirmative vote of a majority of those duly appointed.

SECTION 3 Good-faith Affirmation

The Authority may pay for or reimburse the reasonable expenses incurred by a director, officer or employee who is a party to a proceeding in advance of the final disposition of the proceeding, if: (i) the director, officer or employee furnishes the Authority a written affirmation of his good-faith belief that he or she has met the standard of conduct described in Section 1 of this Article; (ii) the director, officer or employee furnishes the Authority a written undertaking, executed personally or on his behalf, to repay the advance if it is determined that he or she did not meet such standard of conduct; and (iii) a determination is made that the facts then known would not preclude indemnification under this Article. Determinations and authorizations of payments under this Section 3 shall be made in the manner specified in Section 2 of this Article.

SECTION 4 No Waiver

The indemnification provided for under this Article does not constitute a waiver, either partial or complete, of any immunities or limitations on judgments applicable to the Authority or any of its directors, officers or employees as provided for by law or otherwise.

ARTICLE VI – MEETINGS

SECTION 1 Annual Meeting

The annual meeting of the Authority shall be held at any meeting place with proper notice on the first Thursday of September each year at 1:30 p.m. and the meeting may be convened at that time and place without further notice. In the event such date shall fall on a legal holiday, the meeting shall be held on the next succeeding business day. The Chair may fix a different date, hour or place during the month of September and, if he or she does so, each member shall be notified in accordance with Section 4 of this Article.

SECTION 2 Regular Meetings

The Authority shall hold at a minimum 9 meetings per year. These meetings shall be held at any meeting place with proper notice on the first Thursday of each

month at 1:30 p.m. In the event such date shall fall on a legal holiday, the meeting shall be held on the next succeeding business day.

The Chair or a quorum of members may fix a different date, hour or place during any month. If this is done by motion at a meeting of the Authority, no further notice is required except as to members not present at such meeting, which members shall be notified in accordance with Section 4 of this Article.

SECTION 3 Special Meetings

The Chair may call a special meeting when deemed necessary or expedient, and shall do so on the request of any two members. If this is done by motion at a meeting of the Authority, no further notice is required except as to members not present at such meeting, which members shall be notified in accordance with Section 4 of this Article. If this is done other than by motion at a meeting of the Authority, each member shall be notified in accordance with Section 4 of this Article.

SECTION 4 Notice

Notification required pursuant to this article shall be by first class mail to each member postmarked six days before the date set, or by e-mail to each member sent two days before the date set.

SECTION 5 Waiver of Notice

Subject to Colorado Revised Statutes, § 24-37.7-103, and anything hereinbefore notwithstanding, the Authority may hold valid meetings at any time and without notice, provided that all members shall attend or shall waive notice either prior to or after the meeting.

SECTION 6 Quorum

At all meetings of the Authority a majority of those duly appointed voting members of the Authority shall constitute a quorum for the purpose of transacting business; action may be taken and motions and resolutions adopted by the affirmative vote of a majority of the voting members present; provided that a smaller number may meet and adjourn to some other time and place or until a quorum shall be present.

SECTION 7 Order of Business

At any meeting of the Authority, any business shall be the order, whether or not stated in any notice sent with respect to such meeting, except as otherwise specifically provided herein.

SECTION 8 Voting

Voting on all questions at a meeting of the Authority shall be by voice vote unless a member requests a roll call, in which case the yeas and nays shall be entered upon the minutes of such meeting. All members of the Board are entitled to vote, including the Chair, except those additional nonvoting members appointed by the

Board. Those members that are appointed to the Board but are not yet confirmed by the State Senate are entitled to vote.

SECTION 9 Conflicts

No member or committee member shall participate in any matter before the Authority in which the member has a direct personal pecuniary interest.

SECTION 10 Resolutions

All resolutions and orders shall be in writing, recorded and authenticated by the signature of the Chair, or by the Secretary in the absence of the Chair, and shall be contained in the minute book of the Authority, which shall be maintained by the Authority. Resolutions shall become effective on the day of passage upon adjournment of the meeting unless otherwise stated in the resolution.

SECTION 11 Meetings by Telecommunication

One or more members may participate in meetings of the Authority and may vote on any matters properly before the Board through the use of telecommunication devices, including but not limited to telephone conference or similar communication equipment by which all Board members participating and members of the public may hear or read the comments of the other Board members and participants in the meeting. A Board member participating in a meeting by such means shall be deemed to be present in person at the meeting for all purposes of these By-Laws.

ARTICLE VII – COMMITTEES

SECTION 1 Establishment

The Board may, at its discretion, establish and abolish various committees to perform necessary research, policy development or other functions as deemed necessary by the Board.

SECTION 2 Committee Members

Committee membership shall be open to all members of the Board, including nonvoting and the Executive Director and Counsel for the Authority. Such committee membership shall not constitute reason for compensation of any type except reimbursement of expenses as provided by law.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the Authority will be the same as the State of Colorado fiscal year, ending each June 30.

ARTICLE IX – AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by resolution passed by a majority vote of the Board at any regular meeting or at any special meeting if notice is provided to each member at least seven days prior to the date of such meeting. The notice must clearly communicate any such intention to alter, amend or repeal or to adopt new By-Laws at such a meeting.

ARTICLE X – SUSPENSION OF BY-LAWS

Any and all of the provisions of the By-Laws may be suspended by two-thirds vote of the entire membership of the Authority.