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officers shall perform the duties normally performed for said offices, and as further set out in the Authority's bylaws. The San Luis Valley Telecommunications Authority shall provide errors and omissions insurance coverage for all Directors.

2.3 In the initial appointments, the Boards of County Commissioners shall designate the length of each of the director's terms in order to stagger the conclusion of directors terms over three years. Thereafter the terms of all members shall be for three (3) years. All directors are eligible for reappointment. Any vacancy on the Board shall be filled by appointment by the respective Board of County Commissioners.

2.4 Each Director of the San Luis Valley TELECOMMUNICATIONS Authority shall have one vote. A majority of the Directors shall constitute a quorum for the purposes of transacting business, except that less than a quorum may adjourn a meeting. The affirmative vote of a majority of the Directors present shall be required to take any action by the Board of Directors.

2.5 The Board of Directors may establish Technical Advisory Groups or other Committees who shall advise the Board as necessary.

III RULES AND REGULATIONS

3.1 The Authority may adopt supplementary rules and regulations as it deems necessary, provided that the supplementary rules and regulations are in compliance with Articles I and II of Title 29, CRS.

IV POWERS OF THE AUTHORITY

4.1 The San Luis Valley Telecommunications Authority shall exercise, in the manner herein provided the power incidental, implied, expressed, or necessary for the accomplishment of the purposes of this Agreement as provided herein.

4.2 Contract for the installation and operation of a Valley-wide telecommunications system. Pay for such equipment, software, installation of equipment and software and related services by way of lease, purchase, or lease-purchase.

4.3 The Authority's funds shall be spent solely to pay for, whether by lease, purchase or lease-purchase, direct and incidental costs associated with the acquisition of equipment and software and the installation thereof, as well as the direct and incidental costs of operating, maintaining, improving and upgrading a comprehensive telecommunications system, and for such other expenses reasonably necessary to enable the Authority to discharge its duties hereunder.

4.4 The Authority may do any other acts as may be necessary for the provision of telecommunications services including, but not limited to, contracting with equipment vendors and service suppliers for the purpose of obtaining the benefit of technological developments which