

Spokane Regional Emergency Communications Public Authority (DBA "SREC") Bylaws

1. NAME

Spokane Regional Emergency Communications ("SREC"), a Public Development Authority, was established by Spokane County, Washington, pursuant to RCW 35.21.730 through 35.21.757 and Resolution/Ordinance No. 2018-0245 adopted by the Spokane Board of County Commissioners on March 27, 2018 and as subsequently amended. These Bylaws are subject to any limitations herein and the Ordinance/Resolution and Charter of SREC.

2. DEFINITIONS

Unless a different meaning is plainly required by the context, words and phrases used in this agreement shall have the meanings attributed to them in R.C.W. 35.21, 38.52, 39.34 and 82.14, provided that in case of any conflict, Spokane County Ordinances shall control:

"9-1-1 Communications Services" means the regional organization for 9-1-1 call taking and radio dispatch for law enforcement, fire and EMS providers within Spokane County and other service areas as specified by contract.

"Charter" means the articles of organization of SREC County Resolution 2018-0245 and all subsequent amendments.

"Customer" means organizations that enter into contract for specific services with SREC and may or may not have voting representation on the SREC Governing Board.

"Executive Head" and "Executive Heads" means the county executive in those charter counties with an elective office of county executive, however designated, and, in the case of other counties, the county legislative authority. In the case of cities and towns, it means the mayor in those cities and towns with mayor-council or commission forms of government, where the mayor is directly elected, and it means the city manager in those cities and towns with council manager forms of government. Cities and towns may also designate an executive head for the purposes of this chapter by ordinance.

"General purpose governmental jurisdiction" means the state, a city, county, or Fire Protection District.

"Radio System and Services" means a countywide radio communications infrastructure comprised of public safety systems.

"Service Fee Formula", also called a Cost Allocation Matrix, means the allocation of the cost of SREC services determined by the SREC Governing Board for the purposes of calculating the founding public agencies' or customers' obligations to contribute to the funding of such services for the year.

3. PARTICIPATION

As defined, Customers within the geographical boundaries of Spokane County may participate in the operation of SREC for the purpose of integrated 9-1-1 communications and the regional radio system and services.

Organizations who are neither general purpose governmental jurisdictions nor public service providers may join SREC as Customers for consolidated 9-1-1 dispatch and the regional radio system and services upon approval of Customer status by the Board and execution of separate service level agreements.

4. GOVERNING BOARD COMPOSITION, AUTHORITY AND RESPONSIBILITIES

4.1. Composition

The Board shall consist of the individuals established in Article VII of the Charter.

4.2. Authority and Responsibilities

The Board shall have the authority and responsibilities as established in Article VII of the Charter

4.3. Conditions

All members of the Board shall serve without compensation from SREC. Members may only serve for such time they are duly appointed to the Board and acting in the capacity they represent.

4.4. Modification and Replacement

Membership and structure of the Board may only be modified through an amendment to the Forming Resolution and Charter, recommended by 5/7^{ths} or greater of the entire Board to the Board of County Commissioners.

The Board may, in the event of a permanent vacancy on the Board, solicit the appointment of a replacement member from the appointing authority. In the event the appointing authority fails to appoint a replacement within sixty (60) days of the Board's request, the Board may select a person to fill that vacancy.

5. OFFICERS, ELECTIONS, TERMS AND DUTIES

5.1. Board Offices

Nomination and Election of Officers - The 5/7th majority of the Board shall select a Chair and Vice-Chair. The duties of the Chair are set forth in Article 6 of these Bylaws.

Terms of Officers - The term of office for Chair and Vice-Chair shall be one year.

Removal of Officers - The Chair or Vice-Chair may be removed, with or without cause, by 5/7th vote of the Board, after providing thirty (30) days written notice to the person to be removed.

Vacancies in Offices - Vacancies for Chair shall be filled by the Vice-Chair and the resulting vacancy of the Vice-Chair shall be filled immediately by the regular election procedure in 3.2.1 for the unexpired portion of the term.

Executive Committee - The Executive Committee shall be comprised of any three of the following four Board members including the immediate Past Chair, the current Chair, the Vice-Chair of the Board and the Spokane County CEO, as appointed by vote of the Board.

5.2. Meetings and Meeting Notices

Regular Meetings - The Board shall meet not less than ten (10) times per year. The time and place of regular meetings of the Board shall be established by the Board on or before January of each year.

Special Meetings - Special meetings may be called at any time by the Chair or by a 5/7th majority of the Board. Written notice of the special meeting shall be given based on the requirements established in RCW 42.30.080. The notice shall specify the time and place of the meeting and the business to be transacted.

Executive Sessions and Closed Meetings - The Board may convene a closed executive session pursuant to RCW 42.30.110 or a closed meeting pursuant to RCW 42.30.140 (4)(a).

5.3. Quorums

Five (5) members of the Board constituting five votes shall constitute a quorum for the transaction of business requiring a vote.

5.4. Voting

Every voting Board member, or board member designated proxy, shall be entitled to vote on all issues before SREC at duly convened meetings under Section 5.2. A majority is defined as 5/7th (five out of seven) and is required for passage or affirmation.

5.5. Parliamentary Procedure

Unless otherwise governed by the provisions of these Bylaws or the laws of the State of Washington, Roberts Rules of Parliamentary Procedure shall govern the conduct of all Board meetings. The Chair or his/her designee shall be the parliamentarian.

5.6. Board Acting As a Body

The Board shall act as a body in making its decisions and announcing them. No member shall speak or act for the Board without prior authorization of the Board except as otherwise provided for in these Bylaws. At all times, the Board will strive to reach consensus on matters requiring a decision. Where consensus cannot be reached, and where customized solutions designed to meet the different needs of participating agencies cannot be created, the Board shall vote. All votes require a majority to pass as defined in Section 5.2 and in the Charter.

5.7. Record of Board Meetings

The proceedings of the Board meetings shall be recorded and maintained in accordance with RCW 42.32.035. The minutes shall consist primarily of a record of the action(s) taken. Prior to the adoption of the minutes, copies of the proposed minutes shall be forwarded to all Board members prior to the next regular meeting for their reference and/or correction. At the next regular meeting, the Board shall consider the minutes for adoption or necessary corrections.

5.8. Advisory Committees

The Chair, from time to time, may appoint Board members and other interested private citizens and representatives of groups and organizations to serve on standing or special committees. At the time of the appointment of such members, the Chair shall state the objective of the Committee and the date upon which a report shall be issued to the Board. Recommendations of such committees shall be considered as advisory only.

5.8.1. Financial Subcommittee

The purpose of the Financial Subcommittee is to review and provide recommendations to the Board regarding operating budgets and funding, cost share distributions, funding of long-term capital debt and other financial matters deemed appropriate by the Board. SREC Membership of the Financial Subcommittee shall consist at a minimum of four (4) positions: Member of the Executive Committee of the Board, Finance Director of Spokane County or designee, SREC Finance Manager, SREC Executive Director. The Finance Subcommittee will review and approve a yearly budget before presenting and recommending it to the Governing Board for a vote. (See Section 5.8.1 and Section 9 below.)

5.8.2. Operations Subcommittees

Three Operations Subcommittees will convene for the purpose of providing subject matter expertise, clarifying user expectations, and formulating continual improvements in the center based on Strategic Planning initiatives. The Operations Subcommittees shall be:

5.8.2.1. Law Operations Subcommittee: All Police Chiefs, Sheriff, or Operations Designees, Executive Director or designee, SREC Operational staff as requested.

5.8.2.2. Fire Service Operations Subcommittee: All Fire Chiefs or Operational Designees, Executive Director or designee, SREC Operational staff as requested.

5.8.2.3. Technical Operations Subcommittee: One Fire Chief, one Police Chief, the Sheriff or Designee, Executive Director or designee, SREC Technical Services Manager or operational designee as requested.

6. DUTIES OF THE CHAIR

The Chair shall preside at all meetings of the Board. In the event of the Chair's absence or inability to preside, the Vice-Chair shall assume the duties of presiding over the meetings of the Board.

The Chair shall act as a spokesperson for the Board and shall act as its representative at meetings with other organizations, committees and other such activities unless such representative shall otherwise be authorized by the Board; provided, however, the Chair may delegate to any Board member the duty of being a representative for the Board. The Chair or his/her designated Board member acting as a representative shall make no pronouncements that will obligate or commit SREC except as provided by these Bylaws or pursuant to the authorization of the Board.

7. AUTHORITY AND RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR

The Executive Director shall have the authority and responsibilities to administer the programs of SREC and policies adopted by the Board, and in particular shall:

- Prepare for consideration and adoption by the Board a proposed annual budget of revenues and expenditures for SREC for the next calendar year.
- Prepare for consideration and adoption by the Board a proposed annual work plan for SREC, called a Strategic Plan, and previous year's work plan performance.
- Through service agreements, provide regional 9-1-1 communication, law and fire dispatch service, and regional radio system and other services using current service level agreements and interlocal agreements as a baseline starting point.
- Have the authority to hire, discipline, and discharge SREC personnel in accordance with personnel policies.
- Subject to approval of the Board, negotiate and execute any collective bargaining agreements with SREC employees.
- Negotiate and execute any contracts for services in support of the Budget and/or Strategic Plan and yearly work plans up to the limit set by the SREC Governing Board policy without Board approval.
- Approve budgeted expenditures up to the limit set by the SREC Governing Board policy without Board approval.
- Administer SREC day-to-day operations consistent with policies adopted by the Board.
- Ensure the effectiveness of operational subcommittees.

8. FINANCING

For 9-1-1 Communication Services and Radio System Services, so as to ensure appropriate funding of SREC facilities, equipment and property related to 9-1-1 Operations, Enhanced 9-1-1, Next Generation 9-1-1, Computer Aided Dispatch (CAD), Regional Radio Systems and Crime Check services, the Board shall consider recommendations from the SREC Financial Subcommittee. These financing recommendations shall include consideration of the options for funding of long-term capital debt, equipment replacement, and ongoing operations as established under appropriate agreements and resolutions. These financial options shall also include cost allocation formulas, rates, and appropriate charges for services provided to founding public agencies and customers.

9. BUDGETING

For regional 9-1-1 communication services, regional radio system and regional services the SREC Financial Subcommittee shall meet at least twice a year. The first meeting will be in the first quarter of the year to review the previous year's revenues and expenses to determine if SREC is meeting the key principles and concepts established under appropriate financing agreements and resolutions. The second meeting will occur in the third quarter of

the year to review preliminary baseline budget for the following year. Based on recommendations from the Financial Subcommittee, the Director of SREC shall recommend the preliminary budget to the Board on or before the end of July of each year. This budget shall include: proposed service levels, baseline operations budget, any proposed enhancements, recommended capital equipment acquisition, and proposed financing methodologies. The Board shall adopt the final SREC budget for the following year on or before November 1st of each year.

10. SERVICE AGREEMENTS

A service level agreement (SLA) with each Customer agency shall be entered into for the provision of SREC providing consolidated 9-1-1 communications and regional radio system and related services.

These agreements will establish: 1) the scope of SREC services; 2) the financing for SREC services is based on Section 8 of these Bylaws; 3) provision of termination; Insurance; and Indemnification.

11. INSURANCE REVIEW

The Board shall annually review SREC's liability and other insurance coverage after providing parties to this Agreement an opportunity to comment on the adequacy of such coverage, including errors and omissions insurance for Board members.

12. AMENDMENT

These Bylaws, as adopted by the Board, may be revised or amended at any regular or special meeting of the Board by a vote of the majority of the Board, except as otherwise provided in these Bylaws; provided that copies of the proposed revisions or amendments shall have been available to each Board Member at least two (2) weeks prior to the regular or special meeting at which proposed revisions or amendments are to be acted upon.

13. DISSOLUTION

The provisions of dissolution are established in Spokane County Resolution 2018-0245 and as subsequently amended.

14. SEVERABILITY

If any provision of these Bylaws or any provision of any document incorporated by reference shall be held invalid, such invalidity shall not affect the other provisions of these Bylaws which can be given effect without the invalid provision, if such remainder conforms to the requirements of applicable laws and the fundamental purpose of this agreement, and to this end the provisions of these Bylaws are declared to be severable.

ADOPTION

Adopted by SREC at a regular meeting of the SREC Governing Board on March 18, 2021, of which all Board members were notified and for which a quorum was present.