

MARIN EMERGENCY RADIO AUTHORITY

BY LAWS

ARTICLE I

FORMATION

The County of Marin, the incorporated Cities and Towns and other government agencies of Marin County, California, have entered into a joint powers agreement (JPA) to form the Marin Emergency Radio Authority (hereinafter "MERA").

ARTICLE II

PURPOSES

MERA is formed for the purposes of creating a state-of-the-art public safety and emergency radio system serving the citizens of the County of Marin. MERA will own, administer and operate the system.

ARTICLE III

ORGANIZATION

Section 1. The Agency shall be governed by a Board of Directors composed of one (1) representative of each of the member jurisdictions. By the resolution authorizing execution of the agreement, the governing body of each representative shall appoint a representative and up to two alternates to serve as member of the Agency and to serve in the absence of the regular member. Each representative shall hold office from the first meeting of the MERA after his or her appointment until a successor is selected by the governing body of each jurisdiction. Representatives may be elected officials, appointed staff or citizens at large.

Section 2. The appointing body of the member jurisdiction shall determine the terms of appointment of each member of the agency.

ARTICLE IV

OFFICERS AND TERMS OF OFFICE

Section 1. There shall be a President, a Vice President and Treasurer/Controller. The Officers of the MERA shall be elected at the annual meeting in May each year.

President. Duties of the President are to supervise the preparation of the business agenda, preside over MERA meetings, and to sign correspondence authorized and directed by the MERA, and appoint ad hoc committees as needed. The term of the President will start at the annual meeting and run for one year.

Vice President. The Vice President shall perform the duties of President in the absence of such officer. The term of the Vice President will start at the annual meeting and run for one year.

Treasurer/Controller. The Treasurer/Controller will oversee the accounting and audit process and perform other duties as required under Section 9.3 of the JPA agreement. The Treasurer/Controller shall be either the County of Marin Auditor/Controller, County of Marin Treasurer Tax Collector or the Finance Director of one of the Members. The term of the Treasurer/Controller will start at the annual meeting and run for two years.

Section 2. Executive Officer. There will be an Executive Officer of the Authority who shall be responsible for the administration of the Authority per Section 7.4 of the JPA agreement. The Executive Officer shall be appointed by and may be removed for any reason by a majority vote of the Board. The Executive Officer shall be responsible for the preparation of the annual budget and the collection of Member Agency fees as prescribed in the JPA agreement, the By-Laws and the Project Operating Agreement of the Marin Public Safety and Emergency Radio System.

The Executive Officer shall have expenditure authority, consistent with the budget, of up to \$5,000.00 and the authority to execute a change order to any existing MERA agreement with any person, entity or agency in an amount up to and including \$5,000.00. The Executive Officer shall report all change orders approved to the Board of Directors at their next regular meeting. The Executive Officer shall supervise consultants and contractors to the MERA, including a Recording Secretary.

Section 3. Removal. An officer of the Board shall be subject to removal with cause at any time by a majority of the Board.

ARTICLE V

EXECUTIVE COMMITTEE

Section 1. Organization. The Executive Committee shall be selected under the terms of Section 7.3 of the JPA agreement. The President shall chair the meetings of the Executive Committee. The Member or Member group that selects its representative to the Executive Committee shall also designate by name an alternate to the Committee. Members and alternates of the Executive Committee shall serve two-year terms, with the exception of the Marin County Sheriff, and may be elected or reappointed at the annual meeting of MERA consistent with the provisions of Section 7.3 of the JPA agreement.

Section 2. Responsibilities. The Executive Committee shall be responsible to the Board for the administration and management of Authority affairs; the provision of assistance and advice to the Board; entering into contracts with other agencies within budgeted allocations; executing a change order to any existing MERA agreement with any person, entity or agency in an amount up to and including \$100,000.00 (change order to be reported to the Board of Directors at their next regular meeting); adhering to the budget adopted by the Board; supervision of the Executive Officer; and nominating officers to the MERA Board (President and Vice President).

Section 4. Committees. Ad hoc committees may be appointed by the President. Standing committees may be appointed by a majority vote of either the Executive Committee or the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS MEETINGS

Section 1. There shall be at least one annual meeting of the MERA in May each year. Other regular meetings shall be held on Thursdays at 4:00 PM unless a change in meeting date is approved by the President of the MERA or the full Board. The meeting location will be determined by the President.

Section 2. Special meetings may be called upon request of a majority of the Agency membership or by the President.

Section 3. Notice and proposed agenda shall be provided to all members at least one week in advance of any meeting, except in matters of urgency. Minutes and agendas of the Board meetings and Executive Committee meetings shall be sent to all members and first alternates.

Section 4. Meetings shall be open to public.

Section 5. Meetings of the Board and of such advisory or other committees as the Board may appoint shall be governed by the provisions of the Ralph M. Brown Act (Government Code Section 54950 et seq.).

ARTICLE VII

VOTING

Section 1. One vote shall be allowed to each Agency member in attendance at a meeting.

Section 2. Quorum. A majority of Board members shall constitute a quorum for the transaction of business of the MERA and a majority of the quorum shall be necessary to approve any action of the Board provided that, notwithstanding the foregoing, the following actions shall require the approval of not less than ten (10) members of the recorded vote: (1) the enactment of an ordinance, (2) the approval of a final budget, (3) the initiation of litigation (not including the authorization of defense brought against the Agency and the initiation of a cross-complaint), and (4) the creation of or assumption of indebtedness.

ARTICLE VIII

RULES AND PROCEDURES

Section 1. Annual Budget. On or before April 1 of each year, the Executive Officer shall present to the Board a proposed operating budget for the coming fiscal year. This proposed budget shall be voted on by the Board at its annual meeting in May. The budget shall be approved by resolution. The Executive Officer and Executive Committee may approve expenditures throughout the year consistent with provisions of these By-Laws and the JPA agreement.

Section 2. Agency Changes. Any organizational change in a Member Agency that would impact that Agency's payment of any fees or charges due to the Authority shall be submitted to the President by March 1 of each year. The President shall forward this notification to the Executive Officer for consideration in the preparation of the annual budget. Any organization changes submitted by a Member Agency after March 1 that impact that Agency's payment of any fees or charges due to the Authority shall be considered in the budget preparation of the following year.

Section 3. New Members of the Authority. The governing board of any agency wishing to join the Authority must submit a written request to the President. This request will be reviewed by the Executive Officer and a report given to the Executive Committee at its next regularly scheduled meeting. The Executive Committee shall direct the Executive Officer to obtain appropriate information from the agency on their needs and to develop an estimate of fees for joining based on formulas contained in the JPA agreement. The Executive Officer shall then notify the agency the amount of proposed fees and request that the governing board of the agency adopt a resolution requesting membership in the Authority and agreeing to the fees set forth. Upon receipt of this resolution from the agency, the Executive Officer shall place the request on the next Board agenda for consideration per conditions in Article 7.1 of the JPA agreement.

Section 4. Non-Member Uses of the Radio System. Public agencies not members of the Authority may use the Authority's radio system on a fee basis. The Executive Officer shall develop a fee schedule for use of the radio system by non-Members which shall be

reviewed and approved annually by the Board as part of the annual budget approval.

ARTICLE IX

AMENDMENTS

These by-laws may be amended by a 2/3 vote of the MERA but only after such amendment or amendments have been proposed at a regular meeting and acted upon at the next or later regular meeting for final adoption. Such proposed amendment or amendments shall not be finally acted upon unless the whole membership shall have been given written notice thereof by mail at least 10 days prior to the date of the meeting at which final action is to be taken.

ARTICLE X

PARLIAMENTARY AUTHORITY

Except as provided herein, Robert's Rules of Order shall constitute the parliamentary authority.

DATE ADOPTED: FEBRUARY 24, 2000

Emerg Radio Author Bylaws