

Version 3-4-13

BYLAWS

OF

EASTSIDE PUBLIC SAFETY COMMUNICATIONS AGENCY

("EPSCA")

ARTICLE I. PURPOSES

As set forth in the Amended and Restated Eastside Public Safety Communications Agency Interlocal Agreement dated as of March 1, 2013 by and between the Cities of Bellevue, Issaquah, Kirkland, Mercer Island and Issaquah (the "Agreement"), EPSCA is organized in accordance with the Interlocal Cooperation Act (Chapter 39.34 RCW) and the Nonprofit Miscellaneous and Mutual Corporations Act (Chapter 20.06 RCW), as a public body an instrumentality of its members, jointly exercising essential governmental functions of its members by maintaining an integrated emergency and public safety radio communications system in East King County (the "System").

ARTICLE II. DEFINITIONS; CONFLICTING PROVISIONS

All capitalized terms used and not otherwise defined in the Bylaws shall have the meaning set forth in the Agreement. In the event of any conflict between a provision of these Bylaws and any provision of the Agreement, the Agreement shall control.

ARTICLE III. OFFICES

The principal office and place of business of EPSCA in the state of Washington shall be initially located at 8701 160<sup>th</sup> Ave N.E., Redmond, WA 98052. The name and address of its initial registered agent is City of Redmond, 15670 N.E. 85<sup>th</sup> St., Redmond, WA 98052.

ARTICLE IV. BOARD

Section 4.1. General Powers. The business and affairs of EPSCA shall be managed by its Executive Board (referred to in these Bylaws as either the "Executive Board" or "Board") which shall be deemed a "Board of Directors" as that term is used in RCW 24.06.125. In addition to its other powers and authority, and subject to the terms of the Agreement, the Board shall have the full power, except as prohibited by the terms of any gift, devise, bequest or other transfer, in its sole discretion, to change the form of any investment and, for that or other purpose of

EPSCA, to dispose of any property held by EPSCA. The Board shall have the right to employ or retain persons or entities to carry out the purposes of EPSCA, including but not limited to attorneys, consultants, engineers, contractors and accountants.

Section 4.2 Composition of Board. The Board of EPSCA shall consist of one individual representative from each member entity ("Principal" as that term is defined in the Agreement). Each representative shall be deemed a "director" as that term is used in RCW 24.06.130, and is referred to in the Agreement as a "Member" and in these Bylaws as a "Boardmember". Boardmembers shall not have terms but each Boardmember shall serve at the pleasure of the Principal which the Boardmember represents. In order to serve as a Boardmember, an individual must be the Chief Executive Officer of each such Principal, and his/her alternate must be qualified as provided in Section 6.e of the Agreement. The Chair (or the Vice Chair in his or her absence) of the Operations Committee created under the Agreement shall serve, *ex officio*, as a non-voting member of the Executive Board.

Section 4.3 Designation of Alternates. Each member of the Executive Board shall be entitled to designate in writing an alternate who shall serve as a member of the Executive Board during his or her absence or unavailability to serve and in such case the alternate shall have the full rights and privileges of the absent member. All written designations shall become effective upon delivery to the Chair of the Executive Board and shall remain in effect until revoked in writing by the designating member. In the event of any question of authority to act as an alternate, the determination of the Chair based upon the records on file with the Chair shall be determinative.

Section 4.4 Tenure. Unless the Boardmember resigns or is removed in accordance with these Bylaws, each Boardmember shall hold office until replaced by resolution or written motion of the legislative body of the appointing Principal. Notwithstanding the foregoing, no Boardmember shall continue in that capacity if he or she is no longer the appointed, acting or elected Chief Executive Officer of the Principal which he or she represents.

Section 4.5 Annual and Regular Meetings. The annual meeting of EPSCA shall be held in May of each year, at such time and place as may be determined by the Executive Board, for the transaction of such business as may come before the meeting. The Executive Board may specify by resolution the time and place for holding any other regular Board meetings which shall be held not less than once each calendar quarter, and notice for such meetings shall be given as required by the Agreement.

Section 4.6 Special Meetings. Special meetings of the Board may be called by the Chair or by the written request of not less than two Executive Boardmembers. Notice of special meetings of the Board stating the date, time and place thereof shall be delivered to Boardmembers in

accordance with RCW 24.06.104, as it may be amended and as otherwise required by the Agreement. The notice must be written or by electronic means. Notice shall also be given to any other persons as may be required by the Open Public Meetings Act (Chap. 42.30 RCW) and other applicable law.

Section 4.7 Matters Requiring Notice. Prior written notice meeting the requirements of notice for special meetings shall be required in the case of action on any of the following matters:

- A. All elections of the Chair or the recall of the Chair;
- B. Budget approval and amendments;
- C. Dues and assessments;
- D. All final action on any commitment to an expenditure not authorized by an approved budget;
- E. Borrowing and contractual commitments requiring expenditures not previously authorized;
- F. Changes in the Bylaws of EPSCA;
- G. Changes in membership; and
- H. Reversal or modification of Executive Board decisions or modification of Executive Board authority or duties.

Section 4.8 Waiver of Notice of Special Meeting. Whenever any notice is required to be given to any Boardmember pursuant to applicable law, a waiver in writing signed by the Boardmember, entitled to notice, shall be deemed equivalent to the giving of notice. Any Boardmember may waive notice of any meeting at any time. The attendance of a Boardmember at a meeting shall constitute a waiver of notice of the meeting except where a Boardmember attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice or waiver of notice of such meeting.

Section 4.9 Quorum. A simple majority of the Members (or their alternates) in number (excluding any Member which per the Agreement has given notice of withdrawal or which has been terminated by voted of the Executive Board) shall constitute a quorum of the Executive Board for purposes of doing business at any time.

Section 4.10 Manner of Acting; Rules of Order. The Board shall strive to operate by consensus. All Board decisions on items not listed in Section 6.h of the Agreement or as otherwise specified in Sections 19, 20 and 21 of the Agreement, require a Simple Majority Vote for approval. A Member may not split her or her vote on an issue. No proxies shall be allowed.

Unless otherwise approved by vote of the Executive Board, upon the request of any Member of the Executive Board, Robert's Revised Rules of Order shall govern any proceeding of the Executive Board. The Board may act by voice votes called for by the Chair but any Member may require a recorded tabulation of votes by making a request either immediately before the vote is taken or immediately after a voice vote is taken.

Section 4.11 Supermajority Voting. Supermajority Voting shall be required on those items listed in Section 6.h of the Agreement. The Weighted Vote of each Principal/ Member, for purposes of determining whether the Supermajority threshold is met, shall be as calculated each year as of January 1 consistent with 3.t and Section 6.g .iii of the Agreement, which calculation shall be confirmed by resolution of the Board. The calculation shall also be adjusted in the event a new Principal becomes party to the Agreement.

Section 4.12 Advisory and Board Committees. In addition to the Operations Committee established by the Agreement, the Executive Board may create other special advisory committees as it deems appropriate, and members of such advisory committees shall be appointed by the Executive Board. Persons who serve as members of any advisory committee shall not be required to be Boardmembers or to be elected officials. The Board also may create standing or special committees of the Executive Board. Chairpersons and other members of standing committees or special committees (which excludes the Operations Committee) shall be Boardmembers or alternate Boardmembers and shall be designated by the Board, except that the Vice-Chair (or a Treasurer has been appointed) shall chair any Finance Committee. The Board shall attempt to appoint committee members in a manner that encourages diversity of representation on committees that reflects the diversity among Members. Committees shall be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum (but not voting requirements) as applied to the Board; *provided that* meetings of the Operations Committee shall be noticed and held in accordance with the terms of the Agreement, requiring not less than 10 days advance notice for regular meetings, and not less than 7 days prior notice of special meetings. The designation of any standing or special committee and the delegation to them of any authority shall not relieve the Board, or any Boardmembers of any responsibility imposed by law. No committee shall have the authority to take any action inconsistent with the Agreement, the Bylaws, or RCW 24.06.145.

Section 4.13 Agendas. Prior to each regularly scheduled meeting the Chair shall establish an agenda for the meeting. At the beginning of the meeting, any Board member may request that an item be added to the agenda, provided that items requiring prior notice (See Section 4.7) shall not be so added unless all Board members are present and waive the requirement of notice and agree to entertain the action.

Section 4.14 Open Public Meetings. All meetings of the Board shall be open to the public as and to the extent required by the Agreement, the Open Public Meetings Act (Chap. 42.30 RCW) and other applicable law.

Section 4.15 Resignation; Removal. A Board member may be removed by the Principal which he or she represents, and an individual Boardmember may personally resign at any time. Resignation shall be effective upon the Boardmember or the Principal delivering written notice to the Chair or, if the Chair is resigning, to the Vice-Chair.

Section 4.16 Vacancies. Any vacancy occurring in the Board shall be filled by the appropriate Principal.

Section 4.17. Compensation. All Boardmembers and their alternates shall serve without compensation.

#### ARTICLE V. OFFICERS

Section 5.1 Number. EPSCA shall have a Chair and a Vice-Chair, each of whom shall be elected by the Board. Such other officers and assistant officers, as set forth in this Section 5.1 or as may be deemed necessary or appropriate may be appointed by the Board. The Chair shall preside at all meetings of the Executive Board and shall have the additional responsibilities described in Section 5.4. The Vice-Chair shall serve as the Treasurer and Secretary of the Corporation during any times that a separate Treasurer or Secretary (neither of whom shall be Members of the Executive Board) have not been appointed by the Board as required by Section 6.h of the Agreement. Any two or more offices with the exception of the Chair and Vice-Chair, the Chair and Treasurer, or the Chair and Secretary may be held by the same person.

Section 5.2 Election and Term of Office. The Chair and Vice-Chair initially shall be elected by Simple Majority Vote of the Boardmembers and shall serve through May 31, 2013, whereupon a new Chair and Vice-Chair shall be elected by the Board for a one year term. Annually thereafter, the Board shall elect a new Chair and Vice-Chair for one year terms commencing each June 1. In the event of a vacancy in the Chair position, the Vice-Chair shall assume the Chair for the balance of the term of the departed Chair. In the event of a vacancy in the Vice-Chair position, the Executive Board shall elect a new Vice-Chair to serve the balance of the term of the departed Vice Chair.

Section 5.3 Resignation. Any officer may resign at any time by delivering written notice to the Chair or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at the time specified in the notice or, if the time is not specified, upon delivery of the resignation. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make it effective.

Section 5.4 Chair (President). The Chair of the Executive Board (who shall be “President” under RCW 24.06.144 and for any required purposes) shall preside at all meetings of the Board and shall exercise and perform such other powers and duties enumerated below, and as may be determined from time to time by resolution of the Board. The Chair shall:

- A. Preside at regular and special meetings and may call regular and special meetings of the Executive Board;
- B. Select the site and agenda for all meetings;
- C. Arrange for preparation and mailing or delivery of all meeting notices to Board member
- D. Arrange the maintenance and circulation of minutes of the meetings of the Board
- E. Act as the spokesperson for EPSCA;
- F. Execute documents on behalf of the Executive Board; and
- G. Such other duties as identified in the Agreement and as may be delegated from time to time by the Executive Board.

In the absence of the Chair, or if there be none, the Vice-Chair shall preside at all meetings of the Board. The Chair may sign deeds, leases, bonds, Agreements, or other instruments which the Board has authorized to be executed, except in cases where the signing or execution thereof shall be expressly delegated by the Board or by these Bylaws to some other office or agent of EPSCA or shall be required by law to be otherwise signed or executed. In general, the Chair shall perform all duties incident to office of Chair and such other duties as may be prescribed by resolution of the Board.

Section 5.6 Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence of the Chair. When so acting, the Vice-Chair shall have all the powers of and be subject to all the restrictions upon such officers and shall perform such other duties as from time to time may be assigned to the Chair by resolution of the Board.

Section 5.7 Secretary. The Vice-Chair, serving as Secretary, or separately appointed Secretary shall keep, or cause to be kept, the minutes of the proceedings of the Board, shall give notices in accordance with the provisions of these Bylaws and as required by law, shall be custodian of the corporate records of EPSCA, shall have charge and custody of and be responsible for maintaining or overseeing maintenance of correct and complete nonfinancial books and records of EPSCA. The Secretary shall perform such other duties as from time to time may be assigned by resolution of the Board.

Section 5.8 Treasurer. The Vice-Chair serving as Treasurer, or separately appointed Treasurer shall be responsible for maintaining, or overseeing maintenance of, all financial records of EPSCA, the development of the annual budget, assuring the appropriate handling of

all revenues and expenditures, and shall assist the Board in preparation of the annual budget. The Treasurer shall maintain or oversee maintenance of complete books and records of account, for all funds and securities of EPSCA, the transfer of receipts for money due and payable to EPSCA from any source whatsoever, and the deposit of all such money in the name of EPSCA in the banks, trust companies or other depositories as shall be selected in accordance with law. The Treasurer in general shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by resolution of the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge if his or her duties, in such sum and with such surety or sureties as the Board shall determine.

Section 5.9 Assistant Officers. The assistant officers, if any are appointed by the Board, shall in general perform such duties as are customary or as shall be assigned to them by resolution of the Board. If required by the Board, the assistant Treasurers shall respectively give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine.

Section 5.10 Delegation. In the case of absence or inability to act of any officer and of any person authorized to act in his/her place, the Board, by resolution, may, from time to time, delegate the powers or duties of such officer to any other officer or any Boardmember or other person whom it may select. The Chair, by written notice to the Board, may delegate duties or powers, in addition to those listed, to officers of EPSCA as necessary or appropriate to the conduct of the affairs of EPSCA.

Section 5.11 Vacancies. Vacancies in any office arising from any cause may be filled by the Board at any regular or special meeting of the Board subject to the notice provisions set forth in Section 4.4 through 4.6 of the Bylaws.

Section 5.12 Indemnification. EPSCA shall indemnify officers and Boardmembers as set forth in the Articles of Incorporation.

#### ARTICLE VI. OPERATIONS COMMITTEE

The Operations Committee shall have such membership, alternates, powers, and officers; shall operate consistent with the quorum, voting requirements, and staffing; and shall meet at such times and upon such notice, all as described in Section 7 of the Agreement. No compensation shall be paid by EPSCA for any service as a Representative on the Operations Committee or as its Chair.

#### ARTICLE VII. STAFF AND CONSULTANTS

The staff of EPSCA shall consist of an Executive Director and such other staff positions established by the Board. The Board shall appoint the Executive Director, pursuant to the provisions of the Agreement. The Executive Director shall appoint persons to fill other staff positions, subject to such confirmation by the Board as the Board may require. Only the Board shall be authorized to hire or retain legal counsel and independent accountants and auditors. Other consultants may be designated in such manner as the Board may determine, subject to Sections 5 and 6 of the Agreement.

#### ARTICLE VIII. EXECUTION OF AGREEMENTS AND OTHER INSTRUMENTS

Section 8.1 Execution of Agreements and Deeds. Except as otherwise provided by resolution of the Board authorizing the execution thereof, all agreements, deeds, leases, transfers and other written instruments binding upon EPSCA for amounts involving the expenditure of greater than \$50,000, shall be executed on behalf of EPSCA by the Chair and one other officer. The execution of documents involving less amounts may be signed by the Executive Director alone, after advising the Board.

#### ARTICLE IX. FINANCES

Section 9.1 Loans. EPSCA is not authorized to issue debt. No loans shall be made by EPSCA to any officer, Boardmember or private entity.

Section 9.2 Checks, Drafts, Warrants, Orders and Credit Cards. All checks, drafts, warrants, credit cards, debit cards or other orders for the payment of money or issued in the name of EPSCA shall be signed by officers or agents of EPSCA and in the manner as shall from time to time be prescribed by resolution of the Board. In the absence of such provision by the Board such instrument shall be signed by any two officers of EPSCA, one of whom shall be the Vice-Chair. Use of credit cards by EPSCA shall be in compliance with RCW 43.09.285.

Section 9.3 Contributions and Disbursements. All contributions and other funds received by EPSCA shall be deposited in a special account or accounts in such banks, trust companies or other depositories as the Board may select. All disbursements shall be made under proper authority of the Board. All contributions, income to and disbursements of EPSCA shall be recorded by the Vice-Chair's (or Treasurer's) designee in appropriate books and records and such records shall be subject to examination at any reasonable time, upon request by any director.

Section 9.4 Budget/Financial Management. An annual budget of proposed receipts, operating income and expenditures shall be prepared by the Executive Director and submitted to the Board for its approval by June 30 prior to the beginning of the fiscal year in which that budget will take effect, and if not so timely submitted, the Vice-Chair (or Treasurer) shall submit



a budget to the Board for its approval as soon as practicable after such date. The budget shall identify the level of rates and charges upon which revenue projects are based. When finally approved by the Board after action by Principals per the Agreement, such budget shall be the authorization for expenditures and operating expenses of EPSCA, subject to subsequent changes in such budget made by the Board.

Section 9.5 Expenditures for Qualifying Purposes Only. Subject to applicable law, the funds of the corporation may be expended or distributed only for the purposes of EPSCA as described in the Agreement and in the Articles of Incorporation.

ARTICLE X. SEAL

EPSCA need not have a corporate seal. If the Board adopts a corporate seal, the seal of EPSCA shall be circular in form and consist of the name of the Eastside Public Safety Communications Agency, the state and year of incorporation, and the words "Corporate Seal".

ARTICLE XI. BOOKS AND RECORDS

EPSCA shall keep correct and complete books and records of account, minutes of the proceedings of the Board, and any committees designated by the Board, and such other records as may be necessary or advisable. All books and records shall be subject to disclosure under the Public Records Act, Chapter 42.56 RCW.

ARTICLE XII. COPIES OF RESOLUTIONS

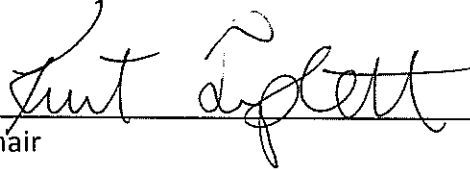
Any person dealing with EPSCA may rely upon a copy of any of the records of the proceedings, resolutions or votes of the Board when such records are certified by the Vice- Chair or Secretary, if a separate Secretary is created.

ARTICLE XIII. AMENDMENTS TO BYLAWS.

These Bylaws may be adopted, altered, amended or repealed, and new Bylaws may be adopted, all by Supermajority Vote of the Board.

The undersigned, being the Vice Chair and Secretary of EPSCA, hereby certified that these Bylaws are the Bylaws of EPSCA, adopted by Resolution No. 2013-R-01 of the Board on March 14, 2013.

Dated this 10 day of April, 2013.

  
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Vice Chair