

MARIN EMERGENCY RADIO AUTHORITY

c/o Novato Fire Protection District
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DATE: May 16, 2012

TO: MERA Board of Directors

FROM: Maureen Cassingham, Executive Officer

SUBJECT: AGENDA ITEM E-2: PROPOSED MARIN EMERGENCY RADIO
AUTHORITY AMENDED AND RESTATED BYLAWS

Recommended Action: Upon recommendation of the Governance Work Group and Executive Committee, consider the proposed MERA Amended and Restated Bylaws which are consistent with Proposed JPA Agreement Amendment No. 5 creating an Executive Board and schedule a special meeting date for adoption on June 21, 2012 or a subsequent Thursday, with a recommended minimum 30-day meeting notice.

Background: The attached proposed MERA Amended and Restated Bylaws are consistent with the proposed MERA JPA Amendment No. 5 creating an Executive Board. The JPA Amendment and Restated Bylaws have been under development by the Strategic Plan Work Group from February 2011 to date per their charge from the MERA Board on December 14, 2011, with input from the Finance Committee and Outreach Subcommittee. Timeline for completing the GWG's work for submission to the Board in May is on schedule per the Strategic Plan's original 18-month goal of June 30, 2012.

The proposed revised Bylaws retain MERA Governing Board ultimate control over the Authority as it has currently, while providing for the delegation of day-to-day operations to an Executive Board in accordance with the Governing Board's annual budget and Work Plan. The intention of the proposed New Governance Structure is to maintain final authority with the Governing Board while streamlining and improving operations and eliminating redundancy of effort which is the case with the current relationship between the Executive Committee and Board. A special meeting of the Governing Board can be convened by the President or by written request of three Board members to review Executive Board actions if needed.

The restated Bylaws also bring the Bylaws amendment process into conformance with JPA amendment requirements which requires 30-day notice and one meeting versus the current 10-day notice and two meetings. The proposed revisions require 2/3 vote of the MERA Board (17 of 25 members voting in the affirmative) for adoption.

ATTACHMENTS: Proposed Marin Emergency Radio Authority Amended and Restated Bylaws (Clean Copy)
Proposed Marin Emergency Radio Authority Amended and Restated Bylaws (Comprehensive Redline Copy)