

MARIN EMERGENCY RADIO AUTHORITY

AMENDED AND RESTATED
BY LAWS

ARTICLE I

FORMATION

The County of Marin, the incorporated Cities and Towns and other government agencies of Marin County, California, entered into a joint powers agreement as of February 28, 1998 (as subsequently amended from time to time, the "JPA Agreement") in accordance with the Joint Exercise of Powers Act, Section 6500, *et seq.*, of the California Government Code, to form the Marin Emergency Radio Authority (hereinafter "MERA"). These Amended and Restated By Laws amend, restate and supersede the By Laws adopted by MERA on February 24, 2000, as they may have been amended from time to time.

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 owns, administers and operates the system.

ARTICLE III

ORGANIZATION

Section 1. Governance. MERA shall be governed by a Board of Directors (herein, the "Governing Board") composed of one (1) representative of each of the member jurisdictions (each, a "Member"). The governing body of each Member shall appoint a representative to serve as a member of the Governing Board and up to two (2) alternates to serve in the absence of the regular member. Each representative shall hold office from the first meeting of the Governing Board after his or her appointment until a successor is selected by the governing body of the Member. Representatives may be elected officials, appointed staff or citizens at large. Only one (1) vote shall be allowed to each Member represented at a Meeting.

Section 2. Terms of Governing Board Members. The appointing body of the Member may determine the term of appointment of each member of the Governing Board.

Section 3. Responsibilities of Governing Board. The Governing Board shall a) approve an annual budget and work plan, b) approve any and all indebtedness incurred by MERA, c) approve the initiation of any litigation by MERA (not including the authorization of defense brought against MERA or the initiation of a cross-complaint), and d) provide oversight of the Executive Board's implementation of MERA's ongoing activities (as set forth in Article V

below). In connection with d), the Governing Board retains the ultimate legal authority to undertake any action that state law requires the full governing board to approve and, by majority vote, to direct the Executive Board on a matter or to determine that a task otherwise delegated to the Executive Board shall be handled or reviewed by the full Board.

ARTICLE IV

OFFICERS AND TERMS OF OFFICE

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

- (a) President. Duties of the President are to supervise the preparation of the agenda for Governing Board meetings, preside over Governing Board meetings, and undertake other duties required by these By Laws or as may be assigned by the Governing Board. The term of the President will start at the annual meeting and run for one year.
- (b) 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.
- (c) 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 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 be set at the discretion of the Governing Board.

Section 2. Removal. An officer of the Governing Board shall be subject to removal with cause at any time by a majority of the Governing Board.

Section 3. Executive Officer. There will be an Executive Officer of MERA who shall be responsible for the administration of MERA 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 Executive Board. The Executive Officer shall be responsible for the preparation of the annual budget and the collection of Member 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 \$10,000.00 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 \$10,000.00. The Executive Officer shall report all change orders approved to the Executive Board at its next regular meeting. The Executive Officer shall supervise consultants and contractors to MERA, including a Recording Secretary.

ARTICLE V

EXECUTIVE BOARD

Section 1. Selection; Organization. The Executive Board shall be selected under the terms of Section 7.3 of the JPA Agreement. The Executive Board shall select a Chairperson and may select a Vice Chairperson and other officers it deems necessary. Members of the Executive Board shall serve two-year terms, with the exception of the Marin County Sheriff, and may be reappointed in the discretion of the appointing authority consistent with the provisions of Section 7.3 of the JPA Agreement.

Section 2. Responsibilities. The Executive Board shall be responsible to the Governing Board for the administration and management of MERA affairs, including, but not limited to, setting policies and goals of MERA, entering into contracts or change orders within budget authority, supervising the Executive Officer and Operations Officer, and reporting to the Governing Board at the annual meeting.

Section 3. Quorum. A majority of Executive Board members shall constitute a quorum for the transaction of business by the Executive Board and a majority of the quorum shall be necessary to approve any action of the Executive Board.

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

Section 5. Brown Act Compliance. All meetings of the Executive Board and such standing committees as may be appointed shall be open to the public and shall be governed by the provisions of the Ralph M. Brown Act (Government Code Section 54950 et seq.).

ARTICLE VI

BOARD OF DIRECTORS MEETINGS

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

Section 2. Special Meetings. Special meetings may be called by the President or upon written request of three (3) Governing Board Members.

Section 3. Brown Act Compliance. All meetings of the Governing Board and such standing committees as may be appointed shall be open to the public and shall be governed by the provisions of the Ralph M. Brown Act (Government Code Section 54950 et seq.).

Section 4. Quorum. A majority of Governing Board members shall constitute a quorum for the transaction of business of MERA and a majority of the quorum shall be necessary to approve any action of the Governing Board.

ARTICLE VII

RULES AND PROCEDURES

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

Section 2. Member Organizational Changes. Any organizational change in a Member that would impact that Member's payment of any fees or charges due to MERA 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 organizational changes submitted by a Member after March 1 that impact that Member's payment of any fees or charges due to MERA shall be considered in the budget preparation of the following year.

Section 3. New Members of MERA. The governing board of any agency wishing to join MERA must submit a written request to the President. This request will be reviewed by the Executive Officer and a report given to the Executive Board at its next regularly scheduled meeting. The Executive Board 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 MERA 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 Governing Board agenda for consideration per conditions in Article 7.1 of the JPA Agreement.

Section 4. Non-member Use of the Radio System. Entities that are not Members of MERA may use MERA's radio system on a fee basis to the extent capacity is available and such additional use would not interfere with Member ability to use the system. The Executive Officer shall develop a fee schedule for use of the radio system by non-Members which shall be reviewed and approved by the Executive Board.

ARTICLE VIII

AMENDMENTS

These by-laws may be amended only upon the two-thirds (2/3) affirmative vote of all of the Members of the Governing Board with such proposed amendment having been noticed to Members thirty (30) days prior to the date of the meeting

ARTICLE IX

PARLIAMENTARY AUTHORITY

Except as provided herein, Robert's Rules of Order shall govern the conduct of all MERA

meetings.

DATE ADOPTED: _____, 2012