



RESOLUTION NO. 21-03

**RESOLUTION ADOPTING INITIAL BYLAWS FOR THE PUGET SOUND EMERGENCY
RADIO NETWORK (PSERN) OPERATOR**

A RESOLUTION of the PSERN Operator Board of Directors adopting initial bylaws for the PSERN Operator.

WHEREAS, the PSERN Operator Interlocal Cooperation Agreement (the “Interlocal Agreement”) provides that the PSERN Operator will be a governmental non-profit corporation under chapter 24.06 RCW.

WHEREAS, the Interlocal Agreement states that the PSERN Operator Board of Directors shall adopt bylaws for its operations.

NOW, THEREFORE, BE IT RESOLVED by the PSERN Operator Board of Directors as follows:

Section 1. The bylaws of the Board of Directors of the PSERN Operator, as provided as Attachment A, are adopted.

Section 2. If any portion of this resolution is declared unconstitutional or invalid for any reason, such decision shall not affect the validity of the remaining portions of the resolution.

Section 3. This resolution shall take effect immediately upon its passage.

ADOPTED at the special meeting of the PSERN Operator Board of Directors, this 25th day of March, 2021.

**PSERN OPERATOR
KING COUNTY, WASHINGTON**

DocuSigned by:

Lora Ueland

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Lora Ueland, Chair

BYLAWS
OF THE
PUGET SOUND EMERGENCY RADIO NETWORK OPERATOR
BOARD OF DIRECTORS

Article I. Authority

Section 1.01 Creation.

The Puget Sound Emergency Radio Network Operator (“PSERN Operator” or “Operator”) was created pursuant to the “Puget Sound Emergency Radio Network Operator Interlocal Cooperation Agreement” with an effective date of December 4, 2020 (as it may be amended and supplemented, the “Interlocal Agreement”), by and among King County and the cities of Auburn, Bellevue, Federal Way, Issaquah, Kent, Kirkland, Mercer Island, Redmond, Renton, Seattle, and Tukwila (the “Parties”) and related Articles of Incorporation (the “Articles”).

Section 1.02 Board of Directors.

The Interlocal Agreement and Articles provide for a Board of Directors (“Board” or “Board of Directors”) with the authority set forth in the Interlocal Agreement.

Section 1.03 Purpose.

The Board hereby establishes the following policies and rules for the conduct of Board meetings, proceedings and business. These Bylaws are adopted by the Board pursuant to Section 4.4(d), of the Interlocal Agreement, and shall be in effect upon adoption by resolution of the Board and until such time as they are amended or new Bylaws are adopted, which may include amending and replacing these Bylaws in their entirety.

Section 1.04 Definitions.

All capitalized terms used and not otherwise defined in these Bylaws shall have the meaning set forth in the Interlocal Agreement.

Article II. Board Membership

Section 2.01 Membership Generally.

The Board is comprised of four voting members (“Voting Members”) as set forth in Section 4.2.1 of the Interlocal Agreement, and two non-voting members as set forth in Section 4.2.2 of the Interlocal Agreement (“Non-Voting Members”). Each member shall be deemed a “director” as that term is used in RCW 24.06.130.

Section 2.02 Notice of Board Member; Alternates.

Prior to incorporation of the PSERN Operator, an authorized representative of King County, the City of Seattle, the Valley Com Cities and the EPSCA Cities shall provide written notice of its initial Board member and an alternate member, if any, to the Chair of the Joint Board established under the Implementation Period ILA. The King County Board member shall either be the county executive, or a designee approved by the King County council.

Notice of a change to a Party’s Board member or alternate shall be effective upon delivery of written notice to the Chair of the Board. The notice shall include the name and contact information for the new member or alternate.

Either the primary Board member or such member’s alternate may attend meetings of the Board; provided, however, if both representatives are in attendance at a meeting of the Board, only the primary Board member shall be included for purposes of establishing a quorum and voting on matters before the Board (for Voting Members only). If an alternate is serving in a meeting on behalf of a Board member, such alternate shall have all of the rights and authority of the primary Board member under the Interlocal Agreement and these Bylaws, including but not limited to establishing a quorum and voting on matters before the Board (as applicable to Voting Members only).

Section 2.03 Board Term.

Members of the Board shall serve on the Board until the individual is no longer eligible to serve in such capacity (by reason of death, resignation, incapacity, no longer eligible due to no longer holding the required position for such appointment, or removal as provided in Section 11.2 of the Interlocal Agreement) or is replaced by the appointing entity and notice of the replacement is provided as provided in Section 4.2.3 of the Interlocal Agreement.

Section 2.04 Vacancies.

A vacancy or vacancies on the Board shall be filled as provided in Section 4.2.4 of the Interlocal Agreement.

Section 2.05 Quorum.

Four Voting Members (or their alternates) shall constitute a quorum of the Board for purposes of doing business on any issue.

For the sake of clarity, “doing business on any issue” means taking any “action” as defined in the Open Public Meetings Act (chapter 42.30 RCW) (the “OPMA”). As of the date of these Bylaws, “action” is defined in the OPMA as “the transaction of the official business of a public agency by a governing body including but not limited to receipt of public testimony, deliberations, discussions, considerations, reviews, evaluations, and final actions. ‘Final action’ means a collective positive or negative decision, or an actual vote by a majority of the members of a governing body when sitting as a body or entity, upon a motion, proposal, resolution, order, or ordinance.”

Section 2.06 Voting.

- (a) **General.** The Board shall take action by vote and each Voting Member shall be entitled to one vote. All votes shall have equal weight in the decision-making process. Any Voting Member may call for a vote on an issue.

Any Voting Member may request that a vote on a measure be deferred until the next meeting. The measure shall then be deferred for one meeting unless the other three voting members find either that there is an emergency requiring that the vote be taken at the originally scheduled meeting or that a delay would likely result in harm to the public, User Agencies or the PSERN Operator. A vote on the same measure shall not be deferred a second time without the concurrence of the majority of the Voting Members.

- (b) **Voting Requirements.** Action by the Board shall require the affirmative vote of all four Voting Members, except as provided otherwise in the Interlocal Agreement (including Section 4.3.11 of the Interlocal Agreement) or these Bylaws. In the event that a matter before the Board fails due to lack of unanimous support, the impasse resolution procedure in the Interlocal Agreement may be used.

Voting shall occur as follows:

- (i) **Abstentions.** It is the responsibility of each Voting Member to vote when requested on a matter before the full Board. However, a Voting Member may abstain from

discussion and voting on a question because of a stated conflict of interest or appearance of fairness and the Board Member's alternate shall instead participate in the discussion and vote on the matter. If the alternate also has a conflict, the full Board may by unanimous vote agree to decide the matter with a quorum of three Voting Members and approval by three affirmative votes.

- (ii) **Votes by Chair.** The Chair may vote on the same basis as any other Voting Member.

Article III. Meetings of the Board

Section 3.01 Board Meetings.

- (a) **General.** Regular and special meetings of the Board shall be held and noticed pursuant to the Interlocal Agreement and the OPMA. Notice of any continued meeting shall be provided in the same manner as special meetings. Meetings of the Board that fall on a holiday shall be rescheduled or cancelled by the Board. Meetings shall be conducted according to the most recent edition of Robert's Revised Rules of Order unless otherwise directed by the Board. Meetings shall occur at the PSERN Operator's administrative offices unless otherwise posted or approved by resolution of the Board.

Attendance at regular and special meetings is expected of all Board members. Any member anticipating absence from an official meeting should notify the Chair or Executive Director, or his or her designee, in advance. Any absence may be excused by the Board, even for an extended period subject to the Interlocal Agreement, including Section 4.3.11.

- (b) **Regular Meetings.** Regular meetings of the Board shall be held at least twice per year in accordance with Sections 4.3.4 and 4.3.6 of the Interlocal Agreement. The date, time and place of regular meetings for the upcoming calendar year shall be approved by resolution no later than the last regular meeting of the preceding calendar year.
- (c) **Special Meetings.** Special meetings may be called by the Chair or by at least two voting members of the Board. Emergency meetings may be called by the Chair or by at least two voting members of the Board, in accordance with RCW 42.30.070.
- (d) **Executive Sessions.** Executive sessions of the Board shall not be open to the public. Executive Sessions may be attended by Voting Members, Non-Voting Members, alternates, legal counsel to the PSERN Operator, authorized staff members and/or other individuals as authorized by the Chair presiding over the meeting so as long as the attorney client privilege will not be deemed waived by such person's participation in the executive session.

Prior to convening an executive session, the Chair shall announce the executive session to those attending the meeting by stating the purpose of the executive session (in sufficient detail to identify the purpose as falling within one of those identified in the OPMA), and the time when the executive session shall end. The executive session may be extended by

announcing to the public that it will be extended to a stated time. The Board shall not reconvene open session until the time stated unless such meeting is reconvened solely for the purpose of ending the meeting without further discussion or action.

No final action shall be taken during an executive session. Everything discussed during an executive session, and all written materials reviewed during an executive session, shall be considered confidential by law and shall not be publicly disclosed by any Board member, any alternate or attendee of the executive session absent a vote of the Board on the record in a public meeting. This restriction applies to all executive session discussions and materials regardless of whether the PSERN Operator's counsel is present. Executive and closed sessions shall not be electronically recorded.

- (e) **Cancellation of Meetings.** Meetings may be cancelled by majority vote of the Voting Members of the Board and proper notice given, or caused to be given, by the Executive Director.

Section 3.02 Remote Participation in Board Meetings.

Members of the Board may participate in a regular or special meeting in person or through the use of any means of communication by which all attending Board members and members of the public participating in such meeting can hear each other during the meeting. Any Board member participating in a meeting by such means is deemed to be present in person at the meeting for all purposes including, but not limited to, establishing a quorum and voting.

For all meetings where remote participation is permitted or required, the Board must provide, at a minimum, telephone access to be provided to members of the public wishing to participate remotely. The telephone number shall be included in the meeting agenda available on the PSERN Operator's website and through other means feasible to the PSERN Operator, including on the PSERN Operator's public calendar and through social media, as applicable. The Board may supplement, but not replace, such telephone access with other electronic means for participation, such as video conferencing. The Board may establish procedures for allowing members of the general public to remotely participate in its meetings that are consistent with the Interlocal Agreement and these Bylaws.

Section 3.03 Conduct of Business.

- (a) **Meeting Agendas and Minutes.** Meeting agendas will be set by the Chair in consultation with the Executive Director. The Executive Director will provide, or cause to be provided, the agenda, any prior meeting minutes, and any other meeting materials, to all Board members in advance of any regular meeting.

Regular meeting agendas will include, but are not limited to, the approval of the minutes of the previous regular meeting and any subsequent special meetings and any other items for Board consideration and approval. Any Board member can add an item to the agenda with or without notice at a regular meeting and with proper notice at a special meeting.

Minutes shall be taken and recorded, whether in writing, by tape recording or by any other method deemed appropriate, for each meeting.

- (b) **Resolutions.** Resolutions of the Board shall be executed by the Chair. On resolutions and other documents to be signed on behalf of the PSERN Operator, if any, the signature of one designated officer shall be sufficient to bind the PSERN Operator.
- (c) **Study Sessions.** The Board may devote part or all of its meeting to an informational study session during which no comments from the audience will be permitted, unless the Chair presiding over the meeting or a majority of the Board from time to time should decide otherwise.
- (d) **Public Comment and Hearings.** The Chair of the Board shall, at the opening of any hearing on a subject, state the purpose of and process for the hearing and may read aloud any pertinent written communications contained in the case file or may call for staff to provide such information.

Testimony from persons supporting or protesting proposed actions shall be addressed to the Chair. Board members shall also address their statements to the Chair and may directly question other meeting attendees only with the expressed permission of the Chair. During either the “Audience Comment” or “Public Hearings” portion of the agenda, if any, persons addressing the Board, who are not specifically scheduled on the agenda, will be requested to speak into the microphone or other recording device, give their name and place of residence for the record, and limit their remarks to three minutes, in addition to signing up on the designated speaker sign-in list. All remarks will be addressed to the Board as a whole. The Chair may make exceptions to the time restrictions of persons addressing the Board when warranted.

Article IV. Officers and Committees

Section 4.01 Officers.

The PSERN Operator shall have four officers: Chair, Vice Chair, Secretary, and Treasurer, each of whom shall be elected from among Voting Members of the Board. Such other officers and assistant officers, as may be deemed necessary or appropriate may be appointed by the Board. Any two or more offices with the exception of the Chair and Secretary may be held by the same person.

Section 4.02 Term of Officers.

The Chair and Vice Chair shall be appointed and serve initial terms consistent with Section 4.3.5 of the Interlocal Agreement. Thereafter, the Chair and Vice Chair shall each serve two-year terms that begin on January 1 of every other year.

The Voting Members shall elect a Secretary and a Treasurer at the initial meeting of the Board. The Secretary and Treasurer shall serve terms that begin immediately upon election and extend through the remainder of that calendar year and the calendar year immediately following. Thereafter, the Voting Members of the Board shall elect a Secretary and a Treasurer at the final meeting of a year to allow each to serve a two-year term that will begin on January 1 of the following year.

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, Secretary or Treasurer position, the Board shall elect a new officer among its Voting Members to serve the balance of the term of the departed officer.

Officers may serve successive terms in such office and shall not be subject to term limits other than limits that may be imposed by the entity appointing a Board member.

Section 4.03 Duties of Officers.

Officers of the Board shall have the following duties:

- (a) Chair.** The Chair shall have general supervision, direction and control of the activities of the Board. The Chair shall be responsible for order and decorum at all meetings of the Board, making sure that meetings are held, and actions are taken in accordance with all rules, resolutions, and policies of the Board, deciding all questions on order subject to appeal by any Board member, and causing the removal of any person from any meeting for disorderly conduct. After conferring with the Executive Director, the Chair shall be responsible for setting agendas for meetings of the Board.
- (b) Vice Chair.** The Vice Chair shall perform the duties of the Chair without further authorization in the event the Chair is unable to perform the duties of the office due to absence, illness, death, or other incapacity, and shall discharge such other duties as pertain to the office as prescribed by the Board.
- (c) Secretary.** The Secretary, in consultation with the PSERN Operator's clerk, executive, or other appropriate staff, shall keep or authorize others to keep a full and complete record of the meetings of the Board, committees, when acting on behalf of the Board, and to the extent they are separate, the meetings of the officers with appropriate minutes; shall keep the seal of the PSERN Operator (if any) and affix the same to such papers and such instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books and

other records and ledgers and other written documents comprising the business and purpose of the PSERN Operator, and shall discharge such other duties as pertain to the office as prescribed by the Board.

- (d) **Treasurer.** The Treasurer, in consultation with the PSERN Operator’s finance director/manager or other appropriate staff, shall be responsible for maintaining, or overseeing maintenance of, all financial records of the PSERN Operator, the development of the annual budget, and assuring the appropriate handling of all revenues and expenditures, and shall assist the Operating Board and the Board in preparation of the annual budget. 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.

Section 4.04 Committees.

The Board may, by resolution, designate one or more other committees to advise the Board. The designation of any such committee and the delegation thereto of authority shall not operate to relieve any member of the Board of any responsibility imposed by law.

Article V. Code of Conduct

Section 5.01 Code of Conduct; Ethics.

All members of the Board shall conduct themselves in accordance with all applicable laws, including but not limited to, chapter 42.23 RCW (the “Code of Ethics for Municipal Officers”), the OPMA, the Interlocal Agreement, these Bylaws, the Articles and policies of the PSERN Operator.

Section 5.02 Attorney-Client Privilege and Work Product.

The PSERN Operator, and not any individual member of the Board, is the holder of any attorney-client privilege with the PSERN Operator’s counsel and any attorney work product protection. No individual member of the Board shall make any disclosure or release any information which would result in the waiver of the attorney-client privilege or work product protection absent a vote of the Board majority on the record in a public meeting.

Section 5.03 Public Records.

Board members understand that all letters, memoranda and electronic communications or information (including email) that relates to conduct of the PSERN Operator or the performance of any PSERN Operator function may be public records subject to disclosure under chapter 42.56 RCW (the “Washington Public Records Act”). In the event that the PSERN Operator or any Board member receives a request for such records, the Board member or other request recipient shall immediately provide the request to the Public Records Officer of the PSERN Operator and assist the Public Records Officer in responding to the request.

Article VI. Operating Board

Section 6.01 General.

An Operating Board, comprised of representatives of PSERN System User Agencies, which will include at least one fire commissioner as a member, is hereby created to advise the Board on all operational practices, policies, and procedures governing the day-to-day operation of the PSERN Operator. The purpose and duties of the Operating Board include:

- (a) Review and approval of operational procedures, subject to final approval by the Board.
- (b) Review and comment on significant administrative issues and policies, subject to final approval by the Board.
- (c) Advise the Board in evaluating the annual budget and budget amendments.
- (d) Assist the Board in evaluating the Executive Director’s performance.
- (e) Any other duties delegated by the Board.

Section 6.02 Organization and Conduct of Business.

The Operating Board’s composition, responsibilities, meeting, conduct of business and other related requirements will be provided in policies and procedures approved by the Board.

Article VII. Administrative

Section 7.01 Fiscal Year.

The fiscal year of the PSERN Operator shall begin January 1 and end December 31 of each year.

Section 7.02 Compensation and Reimbursement.

All Board members and their alternates shall serve without compensation from the PSERN Operator. The Board may reimburse Board members, employees and others performing services for the PSERN Operator reasonable expenses actually incurred in performing their duties pursuant to policies approved by the Board.

Article VIII. Approval of Bylaws

These Bylaws were approved by an affirmative vote of the Board pursuant to Resolution No. 21-03, adopted on March 25, 2021.