

VALLEY COMMUNICATIONS CENTER

Administration and Operations Board Bylaws

1. Authority

The Valley Communications Center (VCC) Interlocal Agreement creates both an Administration Board and an Operating Board (the Operating Board will hereafter be referred to as the “Operations” Board). The Administration Board represents VCC’s five owner cities, which own, operate, and maintain VCC. The Administration Board is charged with the authority and responsibility to govern the affairs of VCC, including oversight of the VCC Executive Director and the Operations Board. The purpose of these bylaws is to establish organizational structure and procedures of both Boards as well as to clarify the authority and purpose for each Board.

2. Administration Board Membership and Quorum

The membership for the Administration Board is defined in VCC’s governing interlocal agreement as the Mayor of each member city, or the Mayor’s designee. At least three (3) members must be present at any meeting to constitute a quorum. With the consent of the Board Chair or by majority vote of at least three (3) members, all or a part of the Administration Board members may attend a regular or special meeting by telephone conference.

3. Administration Board Chair

The Administration Board shall select a Chair biennially at its last regularly scheduled meeting of each odd year. At that meeting, the Chair shall open nominations for a new Chair. Upon approval of a motion to close nominations, the Administration Board shall select a Chair by majority vote of each member then in attendance. The Chair shall serve a two-year term of office that begins on January 1 of the next even calendar year.

The Chair’s term of office shall terminate if he or she resigns or becomes ineligible for membership on the Administration Board. In such cases, the Board shall elect a new Chair at its next meeting.

The Chair shall have the following authority and responsibilities:

- To preside at regular and special meetings of the Board.
- To call special meetings as he or she deems appropriate.

- To appoint committees as required.
- To appoint a member of the Administration Board to act as Chair in his or her absence. This appointment may be made on an incident-by-incident basis or for a designated period of time. If the Chair is unable to attend and an appointment has not been made, the longest-serving Board member shall preside as the Chair pro tem.
- To be the primary contact between the Executive Director and the Administration Board to provide guidance on VCC's business practices and policies. The Chair shall also provide a written evaluation of the Executive Director's performance to the Administration Board at least once during each calendar year. The Chair, upon consultation with the full Board, whenever possible, shall have the authority to bring disciplinary action against the Executive Director, up to but not including discharge.

4. Operations Board Membership and Quorum

The Department Head of each Member City Public Safety Department shall automatically become a standing member upon his or her appointment replacing the member previously serving from that Department. Membership is also extended to South King Fire and Rescue, Valley Regional Fire Authority, Puget Sound Regional Fire Authority, and the Renton Regional Fire Authority on behalf of Federal Way, Auburn, Kent and Renton respectively.

Two (2) contract agency members, one (1) Police and one (1) Fire/EMS, shall be selected for a two (2) year term by a vote of the contract agency representatives within their respective discipline. Each elected contract agency Board member shall select an alternate member. If the representative or the alternate cannot attend an Operations Board meeting, the representative may select a Chief Officer from a contract police/fire/EMS agency to attend and represent the contract agencies in his or her absence.

Any member may designate a representative, not already a member, to attend meetings in his or her place. This designation may be for the purpose of one meeting or any number of meetings desired. While so designated, the representative shall assume all the rights and responsibilities of a full member.

A quorum of the Operations Board is a majority of its designated members.

5. Operations Board Purpose and Duties

The Operations Board's purpose and duties are defined by the Administration Board, and are as follows:

- Approval of operational procedures.
- Review and comment on significant administrative issues and policies. The Executive Director will confer with the Operations Board Chair about action items to be considered by the Administration Board, and which, if any, should be reviewed or acted on by the Operations Board.
- Advise the Administration Board in evaluating the biennial budget and budget amendments.
- Assist the Administration Board in evaluating the Executive Director's performance.
- Any other duties delegated by the Administration Board.

6. Responsibilities of the Operations Board

Although the Administration Board retains the right to make all final decisions regarding VCC's policies and practices, the Administration Board must rely on the specialized expertise provided by the respective fire and police chiefs serving on the Operations Board. Accordingly, there is a need to consult with and to delegate some authority to the Operations Board to assure the smooth and knowledgeable day-to-day operation of VCC. Therefore, the Operations Board shall have the authority to approve all operational practices, policies, and procedures governing the day-to-day operation of VCC.

Although it is the express desire of the Administration Board that disputes between the Executive Director and the Operations Board rarely occur, if a decision is made by the Executive Director or the Operations Board that is contested by the other party, either may appeal that decision to the Administration Board. In the event of an appeal, the decision under appeal shall be stayed until the Administration Board has met and resolved the matter. In the event the appeal pertains to an issue that should be decided before the next regular or special Administration Board meeting, the Administration Board chair may, at the Administration Board Chair's sole option and with due consideration for the need for advice and participation by the full Administration Board, decide the appeal on an emergency basis. In that event, however, the Administration Board Chair will provide a full report of the matter under appeal and the Administration Board Chair's decision on that appeal, either orally or in writing, to the Administration Board at the Board's next regular or special meeting.

The Operations Board may bring matters before the Administration Board under an appropriate agenda item.

The Chair of the Operations Board shall report on the Operations Board's activities at each Administration Board meeting.

7. Operations Board Chair and Chair-elect

There shall be an Operations Board Chair and a Chair-elect. The Chair and Chair-elect shall each serve a two (2) year term of office beginning on January 1 of each even calendar year. The Chair and Chair-elect shall alternate annually between a Police Chief Member city representative and a Fire Chief Member city representative, and at no time may both the Chair and the Chair-elect both be elected from the same public safety branch (Fire or Police). The Chair-elect shall succeed and become the Chair at the conclusion of the Chair's one-year term. Nominations and elections for the Operations Board Chair (when necessary) and the Chair-elect shall be made at the last regular meeting of the year of the incumbent's current term, unless a majority of the Operations Board, or in the alternative, the Operations Board Chair, determines to open nominations and hold elections at an earlier time. At that meeting, nominations shall be made and upon approval of a motion to close nominations, an election shall be held. The elected Chair will assume office on January 1 of the next year immediately following elections.

When the Chair is not available or in attendance for any reason, the Chair-elect shall serve as the Chair pro tem. If neither the Chair nor the Chair-elect are available nor in attendance, the longest serving Operations Board member shall serve as the Chair pro tem.

At the direction of the Administration Board, contract agency representatives are ineligible to hold the position of Chair.

Other than the natural expiration of each position's two (2) year term, the Chair or Chair-elect's term may expire sooner if one (1) of the following events occurs:

- The Chair or Chair-elect becomes ineligible for membership on the Operations Board.
- The Chair or Chair-elect resigns.
- The Chair or Chair-elect requests in writing that a new Chair be selected and the Board approves.
- The Board, by motion and majority vote at a regular meeting, determines that an election shall be held and a new Chair or Chair-elect be selected.

When a new Chair or Chair-elect is to be selected by Board action other than for the Chair or Chair-elect's ineligibility, resignation or expiration of his or her term of office, and all members are not present, the motion shall be reintroduced at the next regular meeting or at a special meeting after proper notification of all members in writing. Upon the motion being passed, an election shall be held and a new Chair or Chair-elect selected. The Chair or Chair-elect so selected shall serve the remainder of the term of the Chair or Chair-elect he or she replaces.

During his or her term of office, the Chair shall have the following authority and responsibilities.

- Assist the Executive Director with the oversight and management of VCC's day-to-day operations and meet as needed with the Executive Director to accomplish that assistance.
- To ensure the Executive Director adopts and maintains appropriate written policies and procedures for the day-to-day operation of VCC.
- To preside at regular and special meetings of the Operations Board.
- To present information to and request action of the Administration Board either independently or in cooperation with the Executive Director. Any recommendation by the Chair should be limited to matters previously presented to and approved by the Operations Board.
- To carry out the direction of the Operations Board as stated by action taken at regular and special meetings.
- To appoint standing and special committees as required.

8. Authority of Operations Board Members

All members of the Operations Board have equal status and authority except the Chair who assumes the additional designated authority and responsibilities established in these by-laws. It is recognized that during the normal course of business there will be considerable interaction between individual Operations Board members and VCC's staff. No individual Operations Board Member, however, has any supervisory authority over the Executive Director or VCC's staff. During the conduct of business, if any question arises that cannot be resolved by agreement between the Board Member and the Executive Director; it shall be referred to the Chair. If the matter remains unresolved, the Chair may bring the matter to the attention of the Administration Board for resolution, using the procedures established in these bylaws.

Any member that brings a requested action before the Board and receives an unfavorable vote may appeal the action of the Operations Board to the Administration Board. The appeal shall be made by providing a written notice of appeal to the Operations Board Chair and the Executive Director. The notice shall include a complete description of the action being appealed and the desired outcome from the Administration Board. Upon receipt of such a notice, the Operations Board Chair and the Executive Director will request a meeting of the Administration Board to hear the appeal.

9. Authority and Responsibilities of the Executive Director

The Executive Director is responsible for the day-to-day administration of VCC and reports directly to the Administration Board. The Executive Director has all the responsibilities a chief executive officer would have over an organization including, without limitation, employee discipline and termination, regulatory and code compliance, labor negotiations, payroll, purchasing, and claims management. He or she shall also be responsible for preparing and presenting budgets and long range plans in cooperation with both Boards and their committees.

The Executive Director or his designee shall regularly confer with the Operations Board Chair, and each shall collaborate respectfully and cooperatively to assure the successful operation of VCC.

The Executive Director shall consider the Operations Board as VCC's customer, and he or she is to respect the views of the Operations Board.

The Executive Director may bring matters before the Operations Board under an appropriate agenda item.

10. Executive Director's Committees

The Executive Director, as the chief executive officer of VCC, may establish those committees he or she deems appropriate. The Executive Director will have two standing committees, the Finance Committee and the Advisory Committee on Technology (ACT).

The Finance Committee will be composed of nine (9) members. Each of the five (5) Member Cities' Finance Directors shall be a member, VCC's Finance Manager shall be a member, and the Operations Board will provide three (3) members, one (1) being a member city police chief, one (1) being a member city fire chief, and one (1) being from a contract agency, all three (3) as designated by the Operations Board. VCC's Finance Manager shall be the chair of the Finance Committee.

The purpose of the Finance Committee is to review ongoing financial operations at VCC and make recommendations to the Executive Director on any proposed changes or perceived challenges to VCC's financial viability. The Finance Committee will assist and guide the Executive Director with long-term budget planning, including the biennial budget and any amendments to that budget, as well as major changes in VCC's financial policies, such as rate structure changes or other cost allocation policies.

The ACT will be composed of nine (9) members. Each of the five (5) Member Cities' Information Technology Directors shall be a member, VCC's Technical Services Manager shall be a member, and the Operations Board will provide three (3) members, one (1) being a member city fire chief, one (1) being a member city police chief, and one (1) being from a contract agency, all three (3) as designated by vote of the Operations Board. VCC's Technical Services Manager shall be the chair of the ACT.

The objective of the ACT is to assist VCC's Executive Director with strategic planning, adding value to decision making processes for large scale and special technology projects in order to meet the public safety communications and technology needs for all of VCC's customers. The ACT will also serve as a mechanism for two way communications between VCC and its public entity customers when planning and deploying significant technology initiatives.

It is expected that both of these committees will work to form consensus in order to make unified recommendations to the Executive Director. Although the Administration Board prefers and expects that these committees will make consensus recommendations, in those situations when a committee is unable to attain consensus, the committee may vote on any proposed recommendation to the Executive Director, and Robert's Rules of Order will apply.

The Finance Committee and the ACT report directly to the Executive Director, and as the Executive Director's internal committees, are not subject to Washington Open Public Meeting Act requirements; however, any member of the Operations Board may attend any meeting of either of these committees.

The various committee members may, from time to time, designate delegates to represent them when unable to attend or when the delegate's particular expertise more appropriately serves the tasks currently assigned to that committee. Each committee, with the Executive Director's approval, may form subcommittees on an as-needed basis.

11. Approval of Vouchers

Under the authority of the Executive Director, VCC will prepare vouchers for approval. Once prepared, the vouchers will be presented to the Operations

Board for preliminary review before making any final recommendation to the Administration Board. The Operations Board may select a representative to conduct a detailed review of all vouchers prior to any Operations Board meeting where vouchers will be reviewed. Once reviewed and approval is recommended by the Operations Board, VCC staff will prepare a summary report and request for final action to the Administration Board, as a consent calendar item, for final approval.

12. Conduct of Business

Robert's Rules of Order shall govern all procedural matters relating to the business of the Boards.

Meeting agendas will be set by the Chair of each Board. Regular meeting agendas will include the approval of the minutes of the previous regular meeting and any subsequent special meetings. 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. No action will be deemed to have been taken by either Board unless the matter has been the subject of a proper motion, which has been approved by a majority vote of the members present at a regular or special meeting. Minutes shall be taken and recorded, whether in writing, by tape recording or by any other method deemed appropriate, for each meeting.

The Chair of each Board shall instruct the Executive Director to prepare and distribute to the members an agenda for each regular meeting. The Executive Director shall also provide for the taking of minutes at all meetings. Every effort shall be made to prepare and distribute minutes to all members prior to the date of the next regular or special meeting.

13. Meetings

Although VCC's governing interlocal agreement provides for at least two (2) meetings of the Administration Board each year, the Administration Board will conduct its regular meetings monthly on the first Friday of each month at 1000 hours. Meetings will occur at VCC unless otherwise posted.

Regular monthly meetings of the Operations Board shall be held on the fourth Thursday of each month at 0930 hours. Meetings will occur at VCC unless otherwise posted.

Special meetings of either Board may be called as provided in VCC's governing Interlocal Agreement.

All meetings of the Administration Board and of the Operations Board are also governed by and subject to the Washington State Open Public Meetings Act, Chapter 42.30 RCW.

14. Amendment of Bylaws

These Bylaws can be amended at any regular meeting of the Administration Board, provided that these amendment(s) were submitted in writing at the previous regular Administration Board meeting.