

BYLAWS
OF
NORTH EAST KING COUNTY REGIONAL
PUBLIC SAFETY COMMUNICATIONS AGENCY

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Adopted November 9, 2007

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BYLAWS
OF
NORTH EAST KING COUNTY REGIONAL PUBLIC SAFETY COMMUNICATIONS
AGENCY
(“NORCOM”)

ARTICLE I. PURPOSES

As set forth in the NORCOM Interlocal Agreement (the “Agreement”), NORCOM is organized in accordance with the Interlocal Cooperation Act (Chapter 39.34 RCW) and the Nonprofit Miscellaneous and Mutual Corporations Act (Chapter 24.06 RCW), as a public body and an instrumentality of its members, exercising essential governmental functions of its members by providing emergency services communication between government agencies and between those agencies and the public.

ARTICLE II. DEFINITIONS

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

ARTICLE III. OFFICES

The principal office and place of business of NORCOM in the state of Washington shall be initially located at Kirkland City Hall, 123 Fifth Avenue, Kirkland, Washington 98033-6189. The name and address of its initial registered agent is National Registered Agents, Inc., 1780 Barnes Blvd. SW, Building G, Tumwater, WA 98512-0410.

ARTICLE IV. BOARD

Section 4.1 General Powers. The business and affairs of NORCOM shall be managed by its Governing 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, 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 purposes of NORCOM, to dispose of any property held by NORCOM. The Board shall have the right to employ or retain agents to carry out the purposes of NORCOM, including but not limited to attorneys, consultants, engineers, contractors, and accountants.

Section 4.2 Composition of Board. The Board of NORCOM 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. 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 or his/her alternate as provided in Section 6.f of the Agreement. The Chair (or the Vice Chair in his or her absence) of the Joint Operating Board created under the Agreement shall serve as an ex officio, non-voting member of the Governing Board.

Section 4.3 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 4.4 Annual and Other Regular Meetings. The annual meeting shall be held in April of each year, at such time and place as may be determined by the Board, for the transaction of such business as may come before the meeting. The Board may specify by resolution the time and place for holding any other regular Board meetings, which shall be held at least quarterly, and notice for such meetings shall be given as required by the Agreement.

Section 4.5 Special Meetings. Special meetings of the Board may be called by the Chair or by the written request of not less than two Boardmembers. Notice of special meetings of the Board stating the date, time and place thereof shall be delivered to Boardmembers in accordance with RCW 24.06.105, 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) or other applicable law.

Section 4.6 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 be specified in the notice or waiver of notice of such meeting.

Section 4.7 Quorum. A majority (representing Members by number) of Boardmembers (or alternates) shall constitute a quorum for the transaction of any business at any meeting of the Board.

Section 4.8 Manner of Acting; Rules of Order. The Board shall strive to operate by consensus. All Board decisions on items not listed in Section 6.i of the Agreement require a

Simple Majority Vote for approval; *provided* that any Boardmember present and voting has the right to require a Two-Prong Simple Majority Vote in advance of the vote on any item that would otherwise require a Simple Majority Vote in which case the item shall require a Two-Prong Simple Majority Vote for approval, as Two-Prong Simple Majority Vote is defined in the Agreement. Unless otherwise approved by Supermajority Vote of the Governing Board, upon the request of any Boardmember, Robert's Revised Rules of Order shall govern any proceeding of the Board, so far as applicable and when not inconsistent with these Bylaws, the Agreement, the Articles of Incorporation or any resolution of the 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 has been taken.

Section 4.9 Advisory and Board Committees. In addition to the Joint Operating Board and Service Boards established by the Agreement, the Board may create other special advisory committees as it deems appropriate, and members of such advisory committees shall be appointed by the Board. Persons who serve as members of an advisory committee shall not be required to be Boardmembers or to be elected officials. The Board may also create standing or special committees of the Board. Chairpersons and other members of standing committees or special committees (which excludes the Joint Operating Board and Services Boards established by the Agreement) shall be Boardmembers or alternate Boardmembers and shall be designated by the Board, except that the Vice-Chair (or Treasurer, if a separate 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. Recommendations of committees may be by simple majority of committee members. The designation of any such 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 4.10 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 4.11 Resignation; Removal. A Boardmember may be removed by the Principal which he or she represents, or a 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 4.12 Vacancies. Any vacancy occurring in the Board shall be filled by the appropriate Principal.

Section 4.13 Compensation. All Boardmembers and their alternates shall serve without compensation.

ARTICLE V. OFFICERS

Section 5.1 **Number.** NORCOM shall have a Chair and a Vice-Chair, each of whom shall be appointed by the Board. Such other officers and assistant officers, as may be deemed necessary or appropriate may be appointed by the Board. The Board may appoint persons to serve as Secretary and Treasurer of NORCOM, provided that such persons shall not be members of the Governing Board.

Section 5.2 **Appointment and Term of Office.** The Chair and Vice-Chair shall be initially elected by Simple Majority Vote of the Members, and shall serve until the date of the first Principal's Assembly. Annually thereafter, the Vice Chair shall assume the role of Chair and the Governing Board shall elect a new Vice-Chair. 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 Governing Board shall by Simple Majority Vote 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 **Removal.** Any officer appointed by the Board may be removed by the Board upon 30 days' written notice, with or without cause.

Section 5.5 **Chair (President).** The Chair of the Board (who shall be "President" under RCW 24.06.155 and for any required purposes) shall preside at all meetings of the Board and shall exercise and perform such other powers and duties as may be determined from time to time by resolution of the 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 and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of NORCOM 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 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 NORCOM, shall have charge and custody of and be responsible for maintaining or overseeing maintenance

of correct and complete nonfinancial books and records of NORCOM. 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 appointed Treasurer shall be responsible for maintaining, or overseeing maintenance of, all financial records of NORCOM, 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 NORCOM, the transfer of receipts for money due and payable to NORCOM from any source whatsoever, and the deposit of all such money in the name of NORCOM in the banks, trust companies or other depositories as shall be selected in accordance with law. The Treasurer may sign with the Chair, deeds, leases, bonds, Agreements, or other instruments that shall have been authorized by resolution of the Board, and 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 of his duties, in such sum and with such surety or sureties as the Board shall determine.

Section 5.9 Assistant Officers. The assistant officers in general shall 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 NORCOM as necessary or appropriate to the conduct of the affairs of NORCOM.

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 Sections 4.4 through 4.6 of the Bylaws.

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

ARTICLE VI. STAFF AND CONSULTANTS

The staff of NORCOM 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 VII. EXECUTION OF AGREEMENTS AND OTHER INSTRUMENTS

Section 7.1 **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 NORCOM for amounts involving the expenditure of or revenue to NORCOM of greater than \$50,000, shall be executed on behalf of NORCOM by the Chair and one other officer. The execution of documents involving lesser amounts may be signed by the Executive Director alone, after advising the Joint Operating Board.

ARTICLE VIII. FINANCES

Section 8.1 **Loans.** NORCOM is not authorized to issue debt. No loans shall be made by NORCOM to any officer, Boardmember or private entity. Debt may be issued on behalf of NORCOM by a Principal or Principals or other entity and such debt, if part of an approved borrowing program in accordance with the Agreement will be repaid through User Fees as provided in the Agreement.

Section 8.2 **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 NORCOM shall be signed by officers or agents of NORCOM 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 NORCOM, one of whom shall be the Vice-Chair or Treasurer, if a separate Treasurer is created.

Section 8.3 **Contributions and Disbursements.** All contributions and other funds received by NORCOM 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 NORCOM 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 8.4 **Budget/Financial Management.** An annual budget of proposed receipts, operating income and expenditures shall be prepared by the Joint Operating Board and submitted to the Board for its approval at least 150 days prior to the beginning of the fiscal year in which that budget will be in 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 NORCOM, subject to subsequent changes in such budget made by the Board.

Section 8.5 Expenditures for Qualifying Purposes Only. Subject to applicable law, the funds of the corporation may be expended or distributed only for the purposes of NORCOM as described in the Agreement and in the Articles of Incorporation.

ARTICLE IX. SEAL

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

ARTICLE X. BOOKS AND RECORDS

NORCOM 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 disclosure law, Chapter 42.56 RCW.

ARTICLE XI. FISCAL YEAR

The fiscal year of NORCOM shall be determined by resolution adopted by the Board. In the absence of such a resolution, the fiscal year shall be the calendar year.

ARTICLE XII. COPIES OF RESOLUTIONS

Any person dealing with NORCOM 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 of NORCOM, hereby certifies that these Bylaws are the Bylaws of NORCOM, adopted by the Board on November 9, 2007.

DATED this ___ day of ___, 2007.

Vice-Chair