

Kitsap 911 Public Authority

Resolution 2018-009

Amending the Kitsap 911 Bylaws.

WHEREAS, on April 25, 2016 the Board of County Commissioners adopted ordinance 532-2016 enacting chapter 2.110 of the Kitsap County code (the “Ordinance”), creating the Kitsap 911 Public Authority; approving a charter therefor; establishing a Board of Directors to govern the affairs of Kitsap 911; and providing how Kitsap 911 shall conduct its affairs; and

WHEREAS, Kitsap 911 (the “Authority”) is a public corporation organized pursuant to RCW 35.21.730; and

WHEREAS, the Kitsap 911 provides for an Executive Committee of the Board of Directors, specifies composition of and delegates certain authority to the Executive Committee, and provides for the appointment of alternates to the Executive Committee; and

WHEREAS, the Board of Directors wishes to amend the bylaws; and

WHEREAS, the proposed bylaw amendment was presented at the September 4, 2018 meeting of the Board of Directors as required by the Bylaws and was subsequently distributed to all members and certain stakeholders as directed by the Board.

NOW, THEREFORE, BE IT RESOLVED by the Kitsap 911 Board of Directors as follows:

Section 1. Amendment Adopted. Article 6, Section (C) of the Bylaws is amended as follows:

(C) Alternates. ~~The Executive Committee may designate another Committee Member as alternate to serve when a Committee Member is absent or unable to serve.~~ With the concurrence of the appointing authority, Executive Committee members may designate another Board Member or another county, city, or fire official to serve when a Committee Member is absent or unable to serve.

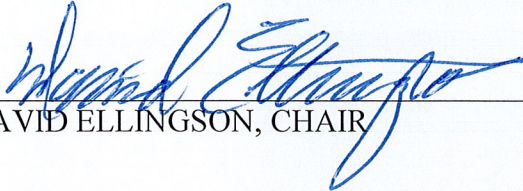
Section 2. Amended Bylaws. The amended bylaws are attached to and incorporated into this resolution.

Section 3. Severability. If any provision of this Resolution or any provision of any document incorporated by reference shall be held invalid, such invalidity shall not affect the other provisions of this Resolution which can be given effect without the invalid provision, if such remainder conforms to the requirements of applicable law and the fundamental purpose of this agreement, and to this end the provisions of this Resolution are declared to be severable.

Section 4. Effective Date. This resolution shall become effective immediately upon adoption and signature as provided by law.

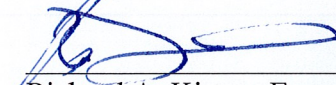
MOVED AND PASSED at a regular meeting of the Kitsap 911 Board of Directors on December 4, 2018 of which all Directors were notified and a quorum was present.

KITSAP 911 BOARD OF DIRECTORS



DAVID ELLINGSON, CHAIR

ATTEST:



Richard A. Kirton, Executive Director

KITSAP 911 BYLAWS

I. KITSAP 911 PUBLIC AUTHORITY

Kitsap 911 is a public authority ("Kitsap 911") established by Kitsap County, Washington, pursuant to RCW 35.21.730 through 35.21.757, and Ordinance No. 532-2016¹ ("Ordinance") adopted by the Board of County Commissioners on April 25, 2016. These Bylaws are subject to any limitations contained herein, the Ordinance, and the Charter of Kitsap 911.

II. POWERS AND DUTIES

Kitsap 911, through the Kitsap 911 Board of Directors, shall have final decision on all policy issues and shall exercise the powers and perform the duties as authorized by the Ordinance, the Charter, and as otherwise allowed by law.

III. BOARD OF DIRECTORS – COMPOSITION AND OPERATION

(A) Composition. The Kitsap 911 Board of Directors ("Board") shall be composed of the directors as established in the Charter.

(B) Alternates. Each director of the Board ("Director") may appoint an alternate to serve in the event of the Director's unavailability. Each alternate may vote and act on behalf on the unavailable Director. The names of alternates shall be provided in writing to the Board.

(C) Conditions. All directors shall serve without compensation from Kitsap 911. A director may only serve for such time that they are the duly appointed, acting, or elected officer of its represented member agency.

IV. OFFICERS, ELECTION, TERMS, DUTIES

(A) The officers of the Board are a Chair and a Vice Chair. At the first meeting of each year, the officers shall be elected by the Board and shall serve through the end of the year and until the election of the new officers. The Chair and Vice Chair shall be from different member agencies.

(B) In the event there is a vacancy in the office of the Chair, the Vice Chair succeeds to the office of Chair for the unexpired portion of the term. In the event there is a vacancy in the office of Vice Chair, the Board will elect a new Vice Chair to serve the unexpired portion of the term. In the event both offices become vacant, the Board will elect a new Chair and Vice Chair to serve the unexpired portion of the terms.

(C) The Chair or Vice Chair may be removed, with or without cause, by super majority vote of the directors, after providing 30 days written notice to the person to be removed.

(D) Duties of the Chair:

- (1) The Chair is a member of the Board, and presides at the meetings of the Board;
- (2) Create, appoint, and discharge Board committees unless otherwise provided in these By-laws;
- (3) Call for the vote on all motions properly presented and seconded;
- (4) Enforce the procedural rules of the Board during meetings;
- (5) Participate in deliberations of the Board;

¹ enacting chapter 2.110 of the Kitsap County code

- (6) Vote in all matters before the Board;
 - (7) Ensure that the functions of the Board are carried out to the best of his or her abilities;
 - (8) Make reports as necessary to the Board; and
 - (9) Execute, on behalf of Kitsap 911, all contracts, agreements, and other documents and papers duly authorized by the Kitsap 911 that may require signature.
- (E) The Vice Chair performs the duties of the Chair in the absence of the Chair.

V. MEETINGS, QUORUM, VOTING:

(A) Meetings. The Board shall meet not less than four (4) times per year, and at a time and place designated by Resolution of the Board. No notice of the regular meeting shall be required once they are established. Special meetings may be called by the Chair or a majority of the Board upon giving notice in compliance with RCW 42.30.080. In an emergency, the Board may dispense with written notice, but must, in good faith, use best efforts to provide fair and reasonable notice to all Directors. Directors may participate in meetings by telephone or video conference, or other comparable means. All Board meetings shall be subject to and comply with the Open Public Meetings Act, Chapter 42.30 RCW.

(B) Rules of Order. Robert’s Rules of Order shall be used as a guide to govern Board meetings. The Chair shall have the authority to make the final ruling on all issues of procedure.

(C) Quorum. At all meetings of the Board, a majority of the Directors then in office shall constitute a quorum.

(D) Voting. Each individual Director shall have one vote. Board decisions for approval require a vote of more than one-half of the votes cast when a quorum is present unless a super majority vote is required by these bylaws. A super majority vote requires at least two thirds of the votes cast when a quorum is present.

VI. EXECUTIVE COMMITTEE

(A) Powers and Duties. The Board may appoint the Kitsap 911 Executive Committee (“Executive Committee”) to exercise certain, limited authority and make such decisions that are necessary to ensure the efficient operation of Kitsap 911. However, the Board shall retain final decision making authority for matters concerning the following:

- (1) The annual Kitsap 911 Operations budget and funding, cost share distributions, the Enhanced 911 Tax Revenue Fund and Five Year Expenditure Plan, and the accumulated Kitsap 911 Capital Reserve Fund;
- (2) Amendments to these Bylaws;
- (3) Strategic Plan Adoption;
- (4) Appointment of the Kitsap 911 Executive Director (“Executive Director”);
- (5) Any other matter of major importance.

(B) Composition. The Executive Committee shall be composed of the following Committee Representatives (“Committee Members”):

- (1) One County representative, appointed by the Kitsap County Board of County Commissioners and the Kitsap County Sheriff;
- (2) One City of Bremerton representative, appointed by the Mayor of Bremerton;
- (3) One City representative, appointed by the Board members from the cities of Bainbridge Island, Port Orchard, and Poulsbo collectively;

- (4) One Fire Commissioner, appointed by the Kitsap County Fire Commissioners Association;
- (5) The Board Chair; and
- (6) The Chair and Vice Chair of the Kitsap 911 Strategic Advisory Board, as non-voting members of the Executive Committee.

(C) Alternates. With the concurrence of the appointing authority, Executive Committee members may designate another Board Member or another county, city, or fire official to serve when a Committee Member is absent or unable to serve.

(D) Powers and Conditions. The Executive Committee shall make recommendations to the Board on matters reserved for Board action. The Executive Committee shall have and exercise its limited authority, as provided by the Board, to make such decisions as are necessary to ensure the efficient operation of Kitsap 911. These actions may include, but are not limited to the following:

- (1) Providing direction to and managing the performance of the Executive Director;
- (2) Authorizing budget amendments, including expenditures from the reserves;
- (3) Providing advice and recommendations to the Executive Director regarding labor agreements, staffing, or personnel issues; and
- (4) Providing recommendations to the Board of County Commissioners regarding excise tax levels and other such matters.

Draft Executive Committee meeting minutes will be distributed to the Board and any action taken by the Executive Committee shall be reported to the Board, at the Board's next regularly scheduled meeting, or at any special meeting convened for that purpose, and incorporated into the minutes thereof.

Committee Members shall serve without compensation from Kitsap 911.

(E) Officers. The Executive Committee shall have two officers, a Chair and Vice-Chair. The Chair shall preside at Executive Committee meetings. The Vice Chair will assume this role in the Chair's absence. At the first meeting of each year, the officers shall be elected by the Executive Committee and shall serve through the end of the year and until the election of the new officers. In the event of a vacancy of the Chair, the Vice Chair will serve the balance of the departed Chair's term. In the event of a vacancy of the Vice Chair, the Executive Committee will elect a new Vice Chair to serve the balance of the departed Vice Chair's term. In the event both offices become vacant, the Executive Committee will elect a new Chair and Vice Chair to serve the unexpired portion of the terms.

(F) Meetings. The Executive Committee shall meet at a time and a place designated by Resolution of the Executive Committee. No notice of the regular meeting shall be required once they are established. Special meetings may be called by the Chair or by a majority of the Executive Committee Members upon giving notice in compliance with RCW 42.30.080. In an emergency, the Executive Committee may dispense with written notice, but must, in good faith, use best efforts to provide fair and reasonable notice to all Committee Members. Committee Members may participate in meetings by telephone or video conference, or other comparable means. All Executive Committee meetings shall be subject to and comply with the Open Public Meetings Act, Chapter 42.30 RCW.

(G) Rules of Order. Robert's Rules of Order shall be used as a guide to govern Executive Committee meetings. The Chair shall have the authority to make the final ruling on all issues of procedure.

(H) Quorum. At all meetings of the Executive Committee, a majority of Committee Members then in office shall constitute a quorum.

(I) Voting. Each individual Committee Member shall have one vote. Executive Committee decisions for approval require a vote of more than one-half of the votes cast when a quorum is present.

VII. EXECUTIVE DIRECTOR

(A) Appointment. The Board is responsible for the appointment and termination of the Executive Director, and shall request a recommendation from the Executive Committee. The Executive Director shall have experience in technical, financial, and administrative fields and her or his appointment shall be on the basis of merit only. The Executive Director is at-will, serving at the pleasure and convenience of the Board.

(B) Authority and Duties. The Executive Director:

(1) shall be responsible to the Board, and shall advise the Board on the annual budget and amendments thereto and Kitsap 911 operating and personnel policies;

(2) shall administer Kitsap 911 in its day-to-day operations consistent with policies and directives of the Board;

(3) may appoint persons to fill positions, subject to Board authorization;

(4) unless previously approved in the adopted budget or amendments thereto, may approve contracts with third parties for goods, services, and equipment in amounts up to \$50,000.00. Contracts in excess of \$50,000.00 shall require Board approval; and

(5) may accept revenue (e.g., revenue contracts, grants, gifts) upon approval of the Executive Committee.

The Executive Director is not authorized to hire legal counsel or auditors without Executive Committee approval.

VIII. STRATEGIC ADVISORY BOARD

(A) Powers and Duties. The Board may appoint the Kitsap 911 Strategic Advisory Board ("SAB") to advise the Board and Executive Director and exercise certain, limited authority as delegated.

(B) Composition. The SAB shall be composed of the Chief/Sheriff or designee from each participating law enforcement or fire agency ("SAB Members").

(C) Duties. The SAB's duties shall be defined by the Board and may include:

(1) Advising the Board on significant administrative issues and policies, staffing and service levels, and funding.

(2) Providing advice and recommendations to the Executive Director regarding budget proposals, operational procedures, and other matters related to day-to-day operations; and

(3) Any other duties delegated by the Board or Executive Committee.

(D) Officers. The SAB shall have two officers, a Chair and Vice-Chair, one of which shall be from fire service and the other from law enforcement. The Chair shall preside at SAB meetings. The Vice Chair will assume this role in the Chair's absence. At the first meeting of each year, the officers shall be elected by the SAB and shall serve through the end of the year

and until the election of the new officers. In the event of a vacancy of the Chair, the Vice Chair will serve the balance of the departed Chair's term. In the event of a vacancy of the Vice Chair, the SAB will elect a new Vice Chair to serve the balance of the departed Vice Chair's term. In the event both offices become vacant, the SAB will elect a new Chair and Vice Chair to serve the unexpired portion of the terms.

(E) Meetings. The SAB's regular meetings shall be at Kitsap 911 at a time designated by a majority of the SAB Members. No notice of the regular meeting shall be required once they are established. Special meetings may be called by the Executive Director, Chair or any two SAB Members, giving all other SAB Members not less than twenty-four (24) hours advance written notice. In an emergency, the SAB may dispense with written notice, but must, in good faith, use best efforts to provide fair and reasonable notice to all SAB Members. SAB Members may participate in meetings by telephone or video conference, or other comparable means.

(F) Rules of Order. Robert's Rules of Order shall be used as a guide to govern SAB meetings. The Chair shall have the authority to make the final ruling on all issues of procedure.

(G) Quorum. At all meetings of the SAB, a majority of SAB Members shall constitute a quorum.

(H) Voting. Each individual SAB Member shall have one vote. SAB decisions for approval require a vote of more than one-half of the votes cast when a quorum is present.

IX. SERVICE AGREEMENTS

(A) Agreements. Service agreements with participating entities shall be entered into for the provision and funding of Kitsap 911 services as follows:

(1) The service fee formula for services shall be pursuant to Subsection B below for the following entities:

(a) Bainbridge Island Fire & Rescue, Central Kitsap Fire & Rescue, North Kitsap Fire & Rescue, Poulsbo Fire Department, and South Kitsap Fire & Rescue;

(b) The Cities of Bainbridge Island, Bremerton, Port Orchard, and Poulsbo;

(c) Kitsap County; and

(d) The Port Gamble S'Klallam Tribe, and the Suquamish Tribe.

(2) Kitsap 911 may enter into service agreements with other entities, not identified above, for services upon terms, conditions, and fees for services as established in the agreement.

(B) Service Fee Formula. The allocable proportion for each fire district, city, county, and tribe shall be computed as follows:

(1) Calculate the Total Base.

(a) Total Base = Number of Agencies X \$5,000

(2) Calculate the Total Console Share (the amount of the user share that needs to be split between police and fire).

(a) Total Console Share = Total Appropriations

(b) All other funding Sources – Total Base.

(3) Calculate the Police/Fire Split (Percentage of the Console Share paid for by police and by fire).

(a) Police Split = Number of Police Allocated Consoles / Total Number of Consoles.

- Consoles.
- (b) $\text{Fire Split} = \text{Number of Fire Allocated Consoles} / \text{Total Number of}$
- and by fire).
- (4) Calculate the Police/Fire Share (actual dollar amount paid for by police and by fire).
- (a) $\text{Police Share} = \text{Total Console Share} \times \text{Police Split}.$
- (b) $\text{Fire Share} = \text{Total Console Share} \times \text{Fire Split}.$
- (5) Calculate the Units of Use.
- (a) Agency Units of Use= Average of the previous 3 full years of Agency's Units of Use, adjusted for annexations.
- (b) $\text{Total (Police or Fire) Units of Use} = \text{Sum of each (Policy or Fire) Agency's Units of Use}.$
- (6) Calculate the Cost per (police and fire) Unit of Use.
- (a) $\text{Cost per Police Unit} = \text{Police Share} / \text{Total Police Units of Use}.$
- (b) $\text{Cost per Fire Unit} = \text{Fire Share} / \text{Total Fire Units of Use}.$
- (7) Calculate Surcharges- Repeat Steps 4 through 6 as needed to calculate any Per Unit Surcharges.
- (a) $\text{Final Cost per Unit} = \text{Cost per Unit (from Step 6)} + \text{all per Unit Surcharges}.$
- (8) Calculate each Agency's Allocation.
- (a) $\text{Agency Allocation} = (\text{Agency Units of Use} \times \text{Total Cost Per Unit}) + \text{Base}.$

(C) Amendments to Service Fee Formula. The service fee formula set forth in Subsection B above may be amended by the Board by amending these bylaws pursuant to Section X below, which amendment shall require a super majority vote as defined in Section V(D) above. Sixty (60) days prior notice to the entities identified in Subsection B must be given before the Board can take action to amend the formula.

X. AMENDMENT OF BYLAWS

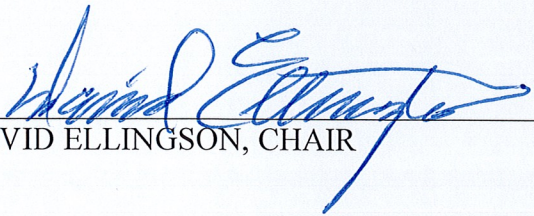
These Bylaws can be amended at any regular meeting of the Board, provided that these amendment(s) were submitted in writing at the previous regular Board meeting.

XI. SEVERABILITY

If any provision of these Bylaws or any provision of any document incorporated by reference shall be held invalid, such invalidity shall not affect the other provisions of these Bylaws which can be given effect without the invalid provision, if such remainder conforms to the requirements of applicable law and the fundamental purpose of this agreement, and to this end the provisions of these Bylaws are declared to be severable.

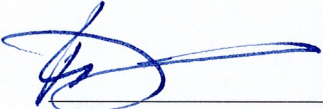
MOVED AND PASSED at a regular meeting of the Kitsap 911 Board of Directors on December 4, 2018 of which all Directors were notified and a quorum was present.

KITSAP 911 BOARD OF DIRECTORS



DAVID ELLINGSON, CHAIR

ATTEST:



Richard A. Kirton, Executive Director