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**RESOLUTION NO. 23-13**

RESOLUTION ADOPTING INITIAL BYLAWS FOR THE OPERATING BOARD  
(OPERATIONS COMMITTEE) OF THE PUGET SOUND EMERGENCY RADIO NETWORK  
OPERATOR

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**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; and

**WHEREAS**, the Interlocal Agreement states that the PSERN Operator Board of Directors (the “Board”) shall create an Operating Board of PSERN System User Agencies (as defined in the Interlocal Agreement); and

**WHEREAS**, the PSERN Operator created an Operating Board (know referred to as the “Operating Committee”) and now desires to adopt bylaws for its operations as set forth herein;

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


**Section 1.** The bylaws of the Operations Committee 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 a meeting of the PSERN Operator Board of Directors, held this 14th day of December, 2023.

**PSERN OPERATOR  
KING COUNTY, WASHINGTON**

  
Chief, Harold Scoggins, Dec 21, 2023 10:11 PST  
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Harold Scoggins, Chair

**BYLAWS**  
**OF THE**  
**PUGET SOUND EMERGENCY RADIO NETWORK OPERATOR**  
**OPERATIONS COMMITTEE**  
**(OPERATING BOARD)**

**Section 1. Operations Committee**

The Operating Board shall be known as the PSERN Operations Committee (the “Operations Committee”). The purpose of these bylaws (“Bylaws”) is to establish the Operations Committee’s composition, conduct of business and other related requirements. These Bylaws are adopted by the Operator Board of Directors at its meeting held on December 14, 2023.

Capitalized terms not otherwise defined herein shall have the meanings set forth in the Interlocal Agreement.

**Section 2. Operations Committee Membership**

The Operations Committee shall consist of nine members of PSERN System User Agencies, including a representative from each of the six PSERN Operator Board of Directors member organizations (as described in Section 4.2 of the Interlocal Agreement) plus three members, comprised of representatives of the following groups:

- Emergency Management (“EOC”), Hospitals and other general government functions.
- Public Works and Utilities.
- Transportation, Transit and Schools.

No local government jurisdiction shall have more than two members on the Operations Committee.

All members of the Operations Committee have equal status and authority except the Chair who assumes the additional designated authority and responsibilities established in these Bylaws. The appointing agency shall promptly replace any vacancy in its member and may, at any time, replace its member by giving prior notice to the Operations Committee Chair.

The PSERN Board of Directors may reimburse members of the Operations Committee reasonable expenses actually incurred in performing their duties.

### **Section 3. Operations Committee Chair and Vice Chair**

Members of the Operations Committee shall elect a Committee Chair who shall serve an annual term, subject to election/re-election. During the term of service, the Chair of the Operations Committee shall not serve as the Chair of any other PSERN subcommittee. The Chair shall convene and preside at the Operations Committee's meetings.

Members of the Operations Committee shall elect one Vice Chair who shall serve an annual term, also subject to election/re-election. The Vice Chair shall serve in the absence of the Chair.

### **Section 4. Voting**

- All members of the Operations Committee shall be voting members, including the Chair and Vice Chair.
- At all meetings of the Operations Committee, a quorum of the Operations Committee must be present in order to do business on any issue. A quorum will consist of five of the nine Operations Committee members.
- If a quorum is present, a simple majority of affirmative votes are needed for an Operations Committee decision to pass.
- If member of the Operations Committee is unable to attend a meeting, a proxy may be designated *if the Chair is notified in advance of the meeting*. A properly designated proxy shall be considered to be a member for purposes of that meeting, including for establishing a quorum, and entitled to exercise all rights of the member to participate in such meetings, including participating in discussion, making motions, and voting on matters coming before the Operations Committee.

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 of the Revised Code of Washington (“RCW”) (the “OPMA”). As of the date of these Bylaws, “action” is defined in the OPMA (RCW 42.30.020(3)) 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 5. Responsibilities of the Operations Committee**

The objective of the Operations Committee is to assist the PSERN Operator and the Board of Directors in carrying out its duties relative to the ownership, operations, maintenance, management and on-going upgrading/replacing of the PSERN radio system. The Operations Committee assists the PSERN Operator and Board of Directors in maintaining crucial dialogue with the agencies, departments, and jurisdictions utilizing the PSERN radio system.

The Operations Committee ensures clear and timely communication between the PSERN Operator, the Board of Directors and users of the PSERN system, including feedback and the exchange of ideas related to the PSERN system. Thus, the Operations Committee will support the PSERN Operator and the Board of Directors in effectively reaching their goal of providing a cost-effective Land Mobile Radio (“LMR”) network using state of the art technology that meets the high standards and requirements of multi-jurisdictional critical life safety responders and general governmental users throughout King County.

The purpose and duties of the Operations Committee include:

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

The Operations Committee has the authority and responsibility to establish Working Groups, consisting of representatives from PSERN user agencies, to address specific technical or operational matters. In such cases, the Operations Committee will define and approve the charter or terms of reference for such Working Groups.

## **Section 6. Conduct of Business**

Robert’s Revised Rules of Order shall govern all procedural matters relating to the business of the Operations Committee.

Meeting agendas will be put together by the Operations Committee Chair. Regular meeting agendas will include the approval of the minutes of the previous regular meeting and any subsequent special meetings. Any Operations Committee 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 the Operations Committee 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.

## **Section 7. Meetings**

Regular meetings of the Operations Committee shall be held no fewer than 6 times per year. The date, time and location of regular meetings for the upcoming calendar year shall be approved by resolution or motion of the Operations Committee no later than the last regular meeting of the preceding calendar year.

To the extent required by law, meetings of the Operations Committee may be subject to the notice and procedural requirements of the OPMA.

The Operations Committee shall strive to hold its regular meetings at least a week prior to the monthly PSERN Board of Directors meeting. The meeting location will be noted in each month's schedule invite to Operations Committee members.

- Emergency meetings may be called by the Chair and/or a majority of the Committee members.
- Agenda items should be submitted to the Chair/Vice-Chairs at least 10 days prior to regularly scheduled meetings, however exceptions are allowed as noted above.
- The agenda will be distributed to Operations Committee members and published on the PSERN website at least 24 hours prior to regular and special meetings.
- Members of the Operations Committee may attend meetings in person or attend by phone or by other electronic means that allows real-time verbal communication without being in the same physical location.
- If and to the extent required under the OPMA, the Operations Committee shall provide an option for the public to listen to the meeting telephonically or by using a readily available alternative in real-time that does not require any additional cost for participation. In such event the telephone number shall be included in the meeting agenda available on the PSERN website and through other means feasible to the Operations Committee.

Any Member of the Operations Committee who in such individual's opinion or in the opinion of the Chair has an actual or potential interest, or whose immediate family member (spouse, partner, child, sibling, or parent) has an interest, in any matter before the Operations Committee that would tend to prejudice such individual's actions shall so indicate and shall recuse and refrain from voting and any manner of participation with respect to the matter in question so as to avoid any actual or potential conflict of interest. This requirement shall be in addition to all requirements under the Code of Ethics for Municipal Officers (chapter 42.23 RCW).

Operations Committee members shall respect the confidentiality requirements regarding personnel, real estate transactions, proprietary matters, and attorney-client privileged communications, including those requirements listed herein and any other confidential information that is gained through the member's position. The PSERN Operator, and not any individual member of the PSERN Operator Board of Directors or the Operations Committee, 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 Operations Committee shall make any disclosure or release any information which would result in the waiver of the attorney-client privilege or work product protection or otherwise release confidential information without the consent of the Operations Committee.

**Section 8. Duration/Termination**

The Operations Committee is a standing committee. These Bylaws will remain in force indefinitely and may be amended from time to time, or replaced in their entirety, by the PSERN Operator Board of Directors.






# Resolution 23-13 and Ops Committee Bylaws

Final Audit Report

2023-12-21

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