

KLAMATH INTEROPERABILITY RADIO GROUP

BYLAWS

1. GENERAL

These Bylaws are established by the Board of Directors (“Board”) of the Klamath Interoperability Radio Group (“KIRG”) as authorized by Section 5 of the “Agreement for the Formation of an Intergovernmental Entity for the Operation, Maintenance, and Use of a County-Wide Interoperable Communications System,” (“IGA”) dated March 1, 2016. The Bylaws shall serve as policy for the KIRG’s Board of Directors (“Board”) and for all committees thereof.

2. BOARD OF DIRECTORS

2.1 Authority of Board.

All KIRG power and authority is vested in the Board, which shall govern and be the final authority in all matters related to the KIRG.

2.2 Powers of the Board.

The Board shall exercise all power as is necessary, proper or convenient to carry out the functions of the KIRG including, but not limited to, contracting with persons and entities for the provision of all services, property or equipment necessary to fulfill the purposes of the KIRG; entering into agreements for use of the KIRG’s facilities, available bandwidth, or other services, and charging a reasonable fee therefor; adopting and implementing personnel policies and rules; employing personnel; adopting purchasing policies and rules; and applying for, receiving, and administering grants.

2.3 Election of Board Members.

There shall be seven (7) positions on the Board of Directors, representing the following entities:

- Klamath Falls Police Department
- Klamath County Sheriff’s Office
- Klamath 911 Emergency Communications District
- Klamath County Fire District No. 1
- Klamath County Public Works Department
- Klamath County Fire Defense Board
- Klamath County Ambulance Advisory Committee

Board positions shall be perpetual. Each represented entity shall appoint one individual to serve on the Board on its behalf, for such period of time as the represented entity determines.

2.4 Voting.

2.4.1 Four members of the Board shall constitute a quorum for the purpose of conducting business.

2.4.2 Each Board Member shall have one vote. No Board Member may vote by proxy.

2.4.3 Except as otherwise provided herein, any action taken by the Board shall require a vote of at least four (4) members of the Board.

2.5 Apportionment of Costs and Liabilities.

2.5.1 The Board shall devise a fair and equitable methodology for apportioning the annual cost of System operation and maintenance among the Voting Membership. The methodology shall consist of determining the total projected annual cost of System operation and maintenance, including a reasonable amount for reserves, and apportioning costs among the Voting Members based on one or more of the following criteria:

- Total number of users
- Proportionate use of, or demand on, the System
- Creation of classes or categories of users based on frequency or type of use
- Contribution of capital or other resources to the System

Subject to the limits on increases in annual fee amounts as provided in the IGA, the Board may, by formal action, modify the method for apportioning costs, assets, and liabilities.

2.5.2 In the event of dissolution of the KIRG, any debts, obligations, and assets of the KIRG shall be equitably distributed in the same manner used to apportion costs in subsection 2.5.1 of these Bylaws, or in as close approximation as is possible under the circumstances.

2. BOARD OFFICERS

2.1 Elections; Term; Removal.

2.1.1 At its annual meeting, by majority vote the Board of Directors shall elect from among the Board an individual to fill each of three offices: Chair, Vice-Chair, and Secretary/Treasurer.

2.1.2 The term of each Board Officer shall commence immediately following the meeting. Each Board Officer shall serve a one-year term. There shall be no term limits for Board Officers.

2.1.3 By a majority vote of those present and voting, a quorum being present, the Board may remove any Board Officer for cause. "Cause" shall be defined as one or more of the following:

- Three or more unexcused absences from Board meetings in a calendar year;
- Persistent refusal to participate in Board discussions or activities, or persistent disruption to the regular proceedings of the Board;
- Taking, or attempting to take, any binding action without the approval of the Board, or otherwise misrepresenting the interests of the Board;
- Egregious or continuing neglect of the duties of the office;
- Otherwise engaging in conduct that is adverse to the interests of the KIRG, its membership, and/or the public it serves.

2.2 Board Chair.

2.2.1 The Chair will establish the agenda for each public meeting of the Board; call meetings of the Board; and preside over Board meetings.

2.2.2 The Chair, or his or her designee, shall cause the delivery of all necessary materials to Board members at least seven (7) days prior to any regular Board meeting.

2.2.3 The Chair, or his or her designee, shall be responsible for maintaining all Board and KIRG records.

2.2.4 The Chair may establish, charge, and appoint members of Committees as needed. Committee members may be Board members, other representatives of voting members, or any other person deemed suitable or qualified by the Chair.

2.2.5 The Chair may dissolve Committees with the concurrence of a majority of the Board.

2.2.6 With Board authorization, as expressed by Board rule, by motion, or by resolution, the Chair may sign on behalf of KIRG any agreement or other document necessary to implement the KIRG's mission.

2.2.7 The Chair may assume such other responsibilities as are deemed necessary for the proper functioning of the KIRG with the prior concurrence of the Board.

However, if the Chair deems there to be an emergency affecting the integrity of the KIRG, its property or personnel, the Chair may act unilaterally but must inform the Board, as soon as practicable after the emergency, of the rationale for his/her actions, and obtain the Board's ratification of the action(s) taken.

2.3 Vice-Chair.

The Vice-Chair shall act as Chair in the absence of the Chair. The Chair may assign other duties to the Vice-Chair as the Chair or Board deem necessary.

2.4 Secretary/Treasurer

2.4.1 The Secretary/Treasurer shall be responsible for providing notice of all KIRG public meetings, and for recording and maintaining the minutes thereof consistent with Oregon law. The Chair may assign other duties to the Secretary/Treasurer as the Chair or Board deem necessary.

2.4.2 The Secretary/Treasurer shall be responsible for overseeing the financial operations of the KIRG; for making regular updates to the Board on the KIRG's financial status; and for ensuring compliance with Oregon's Local Budget Law. The Secretary/Treasurer shall serve as the KIRG's Budget Officer, except as otherwise approved by a majority of the Board.

3. BOARD MEETINGS

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3.1 Agenda.

3.1.1 The regular Board meeting agenda shall be as follows, unless modified by the Chair:

- Call meeting to order
- Roll call
- Action on minutes
- Public comment
- Communications
- Secretary/Treasurer's report - Financial Report
- Committee reports
- Old business
- New business
- Executive session (if needed and authorized)
- Open agenda
- Adjournment

3.1.2 Any Voting Member may submit a written request to the Chair to place a specific agenda item on the next meeting agenda. The request must be made a minimum of ten (10) days prior to the scheduled meeting. The item shall then be placed on the Agenda for discussion by the Board.

3.2 Meeting Dates and Location; Special Meetings.

3.2.1 The Board shall meet not less than once each month, at a regular day, time, and location established by Resolution of the Board.

3.2.2 Special meetings and emergency meetings of the Board may be used to consider any topic not otherwise prohibited by law, and shall be called consistent with Oregon's Public Meetings Law. The Chair may, in the exercise of his/her discretion, call for special meetings or emergency meetings as necessary or, if the Chair is unwilling to call such a meeting on his/her own, the meeting may be called by agreement of at least two members of the Board.

4. EMPLOYMENT OF PROFESSIONALS

4.1 The Board may retain the services of professionals by contract or by employment to provide advice and counsel or services to the KIRG.

4.1.1 A Certified Public Accountant will conduct annual audits.

4.1.2 A licensed attorney will provide legal services and counsel.

4.1.3 Such other professionals as determined by the Board.

5. ADDITION OR REMOVAL OF VOTING MEMBERS

5.1. Upon application, the Board may vote to add any public entity to the System, and to assess equitable fees for participation as provided in the Agreement. Once approved, the entity shall become a Voting Member.

5.2 Upon application from a Voting Member, the Board may approve the removal of that Member from the System, and may reapportion that member's share of the costs among the other members. However, the Board shall not approve the removal of the member entity from the System if doing so would jeopardize the health and safety of the public or negatively affect the interoperability of the System.

6. AMENDMENTS TO BY-LAWS.

6.1 A majority vote of the Voting Membership is required to amend these Bylaws.

6.2 Any Board member may propose amendments to the Bylaws. Board members shall be provided a written copy of the proposed amendment(s) to the Voting Membership at least 30 days prior to the Board meeting that the amendment(s) are to be voted on.

6.3 Amendment(s) may be voted on at regular scheduled Board meeting or a special Board meeting called for that purpose.