



**PIERCE TRANSIT - PIERCE COUNTY
COMBINED COMMUNICATIONS NETWORK
EXECUTIVE BOARD
BYLAWS**

These bylaws are adopted this 24th day of 2015 by the Executive Board of the Pierce Transit-Pierce County Combined Communications Network (CCN) pursuant to the January 5, 2015 interlocal agreement forming the CCN (Agreement). These bylaws are intended to supplement that Agreement and are subject to all terms of that Agreement as if the same were incorporated herein.

In addition to the requirements and powers of the Executive Board of the CCN as established in the Agreement, the Executive Board adopts the following as bylaws:

ARTICLE I

Composition of the Executive Board, Resignation and Replacement of Members

Executive Board members may appoint a designee or an alternate to substitute for the Executive Board member at meetings, for one or more absences of an Executive Board member.

Membership on the Executive Board is defined by and subject to the parties' Agreement. If additional organizations or agencies seek to become a CCN Member Agency, an amendment to the Agreement is required.

If any member has three or more consecutive unexcused absences from Executive Board meetings, that member shall be deemed to have resigned from the Executive Board, leaving a vacancy. All vacancies shall be filled by appointment from the CCN Member Agency represented by the vacating member.

Term limits are defined in Section 8 of the Combined Communications Network Agreement

ARTICLE II

Purpose and Duties

The CCN Executive Board is the governing and policy setting body for the CCN and is the final decision-making body for the CCN, with respect to all fundamental issues pertaining to the governance of the joint venture and administration of the Agreement. The Executive Board may choose to hire or appoint an Executive Director of the CCN, and the Executive Board's decisions and policy direction shall be implemented by the Executive Director. The Executive Board should consider the advice and guidance of the Operations Committee, as defined in the Agreement.

ARTICLE III Officers

Section 1:

Election of Officers and Terms. The Executive Board shall have two officers: a Chair and a Vice Chair, to be elected by a vote of the Executive Board each year at a regular or special meeting in January, provided that, in the event either officer position becomes vacant for any reason or an officer incurs three (3) consecutive unexcused absences from meetings of the Executive Board, the Executive Board may hold an election for such vacancy at the next regular or special meeting of the Executive Board.

Officers shall serve a one-year term and no Executive Board member may serve as Chair for more than three consecutive one-year terms.

Section 2:

Duties and Authority of Chair. The Chair shall preside at all meetings of the Executive Board and shall have all of the duties normally conferred by parliamentary rules to such office. In addition to any other powers conferred on the Chair by a resolution of the Executive Board, the Chair shall have the authority to:

- a) Make appointments to committees;
- b) Sign, on behalf of the Executive Board, any documents authorized to be executed by the Executive Board;
- c) Call regular, special and emergency meetings of the Executive Board; and
- d) Direct coordination and preparation of all Executive Board meeting notices, agendas and minutes.

Section 3:

Duties and Authority of Vice Chair. The Vice Chair, in the absence of the Chair, shall perform all the duties and have all the authorities of the Chair.

ARTICLE IV
Meetings, Voting, Authority Decisions, and Resolutions

Section 1:

Regular Meetings. The regular monthly meeting of the Executive Board shall be held on the second Wednesday of each month, at 1:30 pm at Tacoma Mall Plaza 2702 S. 42nd St., Suite 201, Tacoma WA 98409. However, after proper notice, the Executive Board may designate an alternative regular meeting location and/or an alternative regular meeting date whenever the Executive Board finds it in the best interests of the CCN. Members may attend and fully participate in meetings by telephone or video conference, provided that all members can hear one another and members of the public in attendance at the physical location of the meeting can hear the proceedings.

Section 2:

Special or Emergency Meetings. – Special or emergency meetings of the Executive Board may be called by any member of the Executive Board. All special meetings will be noticed pursuant to RCW 42.30.080.

Section 3:

Notices or Calls for Meetings, Agendas, Public Hearing Notices. Any notices of the CCN Executive Board with regard to the time or place of meetings or public hearings, and/or agendas, shall be posted on both Pierce Transit and Pierce County's websites and at both the Pierce Transit and Pierce County headquarters locations until the CCN has a dedicated website and physical location for meetings. The Tacoma News Tribune shall be the paper of record.

Section 4:

Parliamentary Procedure. On all questions of practice or procedure not provided for by these rules or other resolution of the Executive Board, the practice and procedure set forth in the most current version of *Roberts Rules of Order* shall prevail.

Section 5:

Executive Sessions. The Executive Board may meet in executive session to discuss matters provided for under RCW 42.30.110, but the Executive Board shall not make any decisions or take any votes, informal or otherwise, during any executive session. This section shall be construed as a supplement to, and may not replace any applicable laws related to open public meetings or executive session. The Board will take all appropriate measures to fully protect the attorney-client privilege and attorney work product.

Section 6:

Quorum. At all meetings of the Executive Board, all voting members shall be present to constitute a quorum for the transaction of business. At any meeting, attendance by one member may be telephonic so long as that member, the members attending in person and those members of the public attending can hear.

Section 7:

Voting. Voting shall ordinarily be by voice vote, but roll call vote may be conducted if requested by any member of the Executive Board present at the meeting. The Chair and Vice Chair shall have full voting rights and may make motions like any other member of the Executive Board. Each Executive Board Member shall have equal voice and one vote. Motions drawing a tie vote shall be deemed lost. Members may not vote by proxy, nor may voting occur outside of the regular meeting (such as by mail, fax, or email).

Section 8:

Authority decisions. A majority vote of the voting members at a meeting at which a quorum is present shall be the act of the authority, unless the action is one requiring a two-thirds vote under *Robert's Rules of Order*.

Section 9:

Resolutions. Action by the Executive Board shall be by motion or by written resolutions prepared as documentation of certain Executive Board action. All resolutions shall be signed by the Chair and kept as part of the CCN permanent records files.

Section 10:

Minutes. The Chair may delegate responsibility for taking and maintaining minutes to a staff member of any CCN member agency. At the conclusion of each regular or special meeting of the Executive Board, the Chair shall cause the minutes to be prepared in an action format and shall contain an accurate description of the Executive Board's official action with reference to all matters properly before it. Minutes of Executive Board meetings shall be mailed by electronic or other means to each member of the Executive Board following each meeting for review, revision and/or approval at the next regular meeting of the Executive Board. The official copy of minutes for each meeting shall be signed by the Chair and shall become part of the permanent records file.

Section 11:

Records. All records of the Executive Board shall be maintained by the Executive Director, or designee, and shall be retained and maintained as required by law.

Article V
DELEGATION OF AUTHORITY

Section 1:

Executive Director. The Executive Board shall appoint a CCN Executive Director who shall be responsible for the management, maintenance, and administrative functions of the CCN and who shall have such power and perform such duties as shall be prescribed by law and action of the Executive Board.

Section 2:

Legal counsel. The Executive Board may appoint legal counsel to represent the interests of the CCN as necessary.

Section 3:

Clerk. The Executive Board may hire or appoint a Clerk to assist in the administration of the Executive Board's meetings and business.

Section 4:

Operations Advisory Committee. The Operations Committee, as defined by the Agreement, is strictly advisory to the Executive Board, and has no authority to act on behalf of the Executive Board, conduct hearings, or take testimony or public comment.

Section 5:

Committees. Committees may be created or dissolved from time to time by act of the Executive Board as needed. Except where a motion is adopted with respect to a particular committee specifying a different method of appointment, the Chair shall make the appointments to such committees. Terms of the committees should coincide with the term of the Chair. No committee or advisory panel or board of the CCN may act on behalf of the Executive Board, conduct hearings, or take testimony or public comment.

Article VI
AMENDMENT OF BYLAWS

These Bylaws and Rules of Procedure may only be amended by a three-quarters (3/4) vote of the members of the Executive Board.

ADOPTED by the Executive Board, at a duly called regular meeting of the Executive Board, this day of September 24, 2015.

FOR THE EXECUTIVE BOARD


Chair