



KING COUNTY

1200 King County Courthouse
516 Third Avenue
Seattle, WA 98104

Signature Report

Motion 15843

Proposed No. 2021-0106.1

Sponsors von Reichbauer

1 A MOTION approving the Puget Sound Emergency Radio
2 Network operator articles of incorporation and proposed
3 bylaws to provide policies and rules for the conduct of
4 meetings, proceedings and business for the Puget Sound
5 Emergency Radio Network Operator board of directors.

6 WHEREAS, King County currently has a countywide emergency public safety
7 radio network. The King County Emergency Radio Communication System
8 ("KCERCS") supports over seventeen thousand radios and nearly two hundred separate
9 police, fire, emergency medical and other governmental agencies, and

10 WHEREAS, KCERCS is over twenty years old and is increasingly unsupported
11 by the supplier of the system's equipment, software and related parts, and

12 WHEREAS, the cities of Auburn, Bellevue, Federal Way, Issaquah, Kent,
13 Kirkland, Mercer Island, Redmond, Renton, Seattle and Tukwila and King County ("the
14 parties") determined that it is in the public interest that a new public safety radio system,
15 referred to as the Puget Sound Emergency Radio Network ("PSERN"), be implemented
16 to provide public safety agencies and other user groups in the region with improved
17 coverage and capacity, as well as uniformly high-quality radio communications, and

18 WHEREAS, the parties entered the Puget Sound Emergency Radio Network
19 Implementation Period Interlocal Cooperation Agreement ("the implementation period

Motion 15843

20 ILA") that designates King County as the lead agency for planning, procurement,
21 financing, implementation and limited operation of PSERN. The implementation period
22 ILA also establishes a Joint Board to oversee the PSERN project implementation, and

23 WHEREAS, the owners of KCERCS each agreed to make their 800 MHz
24 frequencies available to the PSERN project to be used in the new PSERN system and to
25 eventually be licensed in the name of the Puget Sound Emergency Radio Network
26 Operator, and

27 WHEREAS, the parties have negotiated a separate agreement, the Puget Sound
28 Emergency Radio Network Operator Interlocal Cooperation Agreement ("PSERN
29 Operator ILA"), to create a new separate governmental agency under RCW
30 39.34.030(3)(b) that is organized as a nonprofit corporation under chapter 24.06 RCW to
31 assume the ownership and control of PSERN following full system acceptance, and

32 WHEREAS, in addition to creating the new agency to be called the Puget Sound
33 Emergency Radio Network Operator ("PSERN Operator"), the PSERN Operator ILA
34 establishes the terms for governance of the PSERN Operator and the terms under which
35 the PSERN Operator will undertake responsibility for the ownership, operations,
36 maintenance, management and ongoing upgrading and replacing of the PSERN system
37 during its useful life, and

38 WHEREAS, the PSERN Operator will be established approximately eighteen
39 months before the anticipated date for full system acceptance. That will require the filing
40 of incorporation documents with the Washington Secretary of State, the designation of
41 governing board members by the parties to the PSERN Operator ILA, and agreement on
42 and filing of other documents such as bylaws. The goal is to have the operator ready to

Motion 15843

43 assume these functions upon full system acceptance, and

44 WHEREAS, the oversight and policy-setting body for the PSERN Operator is the

45 PSERN Operator board of directors. When appointed, the board of directors will adopt

46 bylaws and submit articles of incorporation that have been approved by the PSERN

47 Project Joint Board and are proposed to be approved by the metropolitan King County

48 council and the PSERN Operator board of directors;

49 NOW, THEREFORE, BE IT MOVED by the Council of King County:

50 The articles of incorporation for the PSERN Operator, Attachment A to this

Motion 15843

51 motion, and the PSERN Operator board of directors bylaws, Attachment B to this motion,
52 are approved.
53

Motion 15843 was introduced on 3/2/2021 and passed by the Metropolitan King County Council on 3/16/2021, by the following vote:

Yes: 9 - Ms. Balducci, Mr. Dembowski, Mr. Dunn, Ms. Kohl-Welles, Ms. Lambert, Mr. McDermott, Mr. Upthegrove, Mr. von Reichbauer and Mr. Zahilay

KING COUNTY COUNCIL
KING COUNTY, WASHINGTON

DocuSigned by:
Claudia Balducci
7E1C273CE9994B6...

Claudia Balducci, Chair

ATTEST:

DocuSigned by:
Melani Pedroza
8DE1BB375AD3422...

Melani Pedroza, Clerk of the Council

Attachments: A. Articles of Incorporation for the PSERN Operator, B. Draft Bylaws of the Puget Sound Emergency Radio Network Operator Board of Directors

Motion 15843

ATTACHMENT A
Articles of Incorporation for the PSERN Operator



Corporations & Charities Division
Physical/Overnight address:
 801 Capitol Way S
 Olympia, WA 98501-1226
Mailing address:
 PO Box 40234
 Olympia, WA 98504-0234
 Tel: 360.725.0377
 sos.wa.gov/corps

INSTRUCTIONS – NONPROFIT MISCELLANEOUS AND MUTUAL ARTICLES OF INCORPORATION RCW 24.06

General Instructions: Use dark ink only. Complete the entire form and enter all requested information in the fields provided. A fillable .pdf version of this form is available for download, or you can file online at www.sos.wa.gov/corps

Mail: Send the completed form and payment to the address listed above.

Payment: Make checks or money orders payable to “Secretary of State.” Checks cannot be backdated more than 60 days from the date the check is received.

Expedited Service: If expedited service is requested, include an *additional* \$50 fee and check the box indicating expedited service on page 1.

Fees: The filing fee for the Nonprofit Miscellaneous and Mutual Articles of Incorporation is \$30.00

ALL FILING FEES ARE NON-REFUNDABLE. ALL DOCUMENTS ARE PUBLIC RECORD

(1) Unified Business Identifier (UBI): If the entity has previously filed with another state agency such as the Department of Revenue, the Department of Labor and Industries, or the Employment Security Department, the entity may already have a 9-digit UBI number that can be entered. Do not enter the UBI number of a Sole Proprietorship or General Partnership. If the entity does not have a UBI number, select “No” and continue with the filing. If “No” is selected, the entity will be issued a UBI number upon successful completion of the filing.

(2) Entity Name: In accordance with RCW 23.95.305, a Nonprofit corporation **may not contain** any of the following designations or abbreviations of: Corporation, Company, Incorporated, Limited, Limited Partnership, Nonprofit Articles of Incorporation, or Limited Liability Partnership, but may use club, league, association, services, committee, fund, society, foundation, a nonprofit corporation, or any name of like import. A nonprofit corporate name must be distinguishable upon the records of the Secretary of State from any other entity already registered with the Secretary of State’s office.

If a name has been reserved and a Name Reservation Number has been provided, enter the Number and Name in the appropriate section. If a Name Reservation has not been provided, select “no” and enter a name to submit for review.

(3) Purpose of Corporation: Indicate the purpose for which the nonprofit is being organized. Any other provisions may be attached if needed. **Do not attach or refer to the bylaws.**

(4) Period of Duration: Select a period of duration. Only one selection will be accepted. Perpetual duration means “on-going” until the entity is either administratively or voluntarily dissolved. A specified date or specified number of years may be selected. If a specified date or years is selected the entity will administratively dissolve as recorded in this section. If no selection is provided, it will default to perpetual.

(6) Effective Date: Select the date this filing is to be effective. If “Date of Filing” is selected, the effective date will be the date the submission is completed by our office. A future effective date may be specified which may not be more than 90 days **after** the date of filing.

(5) Registered Agent: All entities must have a Registered Agent in Washington State per RCW 23.95.415. Select only **one** type of agent. The Consent of the Registered Agent **must** be signed, regardless of the type of Registered Agent. Print the name and title of the person signing and provide the date of signature.

- **Option 1:** Commercial Registered Agent is an entity or individual registered with the Office of the Secretary of State, whose nature of business it is to receive legal documents, notice, or demand required or permitted by law to be served on behalf of the entity. A Commercial Registered Agent has a verified address on record with the Office of the Secretary of State.
 - Select “Yes” or “No.”
 - If “Yes,” provide the name of the Commercial Registered Agent. An address is not required.
 - If “No,” continue to Option 2: Noncommercial Registered Agent directions below.
- **Option 2:** Noncommercial Registered Agent is an entity or individual who agrees to receive legal documents, notice, or demand required or permitted by law to be served on behalf of the entity.
 - Make **one** selection: Individual, Entity, or Office/Position, and fill out accordingly.
 - Individual: Write the individual’s first and last name.
 - Entity: Write the entity’s full name.
 - Office/Position: Write the office or position such as President, Secretary, or Member.
 - Provide the required **physical** street address of the Noncommercial Registered Agent. You may also provide the mailing address if needed. Addresses **must** be in Washington State.
 - Provide a contact phone number and email address (optional). This information will be used if there are any questions regarding the submission.

(7) Initial Board of Directors: List the names and address of all initial directors of the nonprofit corporation. If necessary additional names and addresses may be attached. **Do not include social security numbers, federal tax identification or other personal identifiers.**

(8) Distribution of Assets: In the event of a voluntary dissolution, a plan for distribution of any assets remaining after payment or arrangement for payment of all liabilities must be in place. Please submit this information. **Do not attach or refer to the bylaws.**

(9) Qualifications, rights and responsibilities of members: Provide the manner of election, appointment, or admission to membership and termination of membership. If there is more than one class of members or if the members of any one class are not equal. The relative rights and responsibilities of each class or member.

(10) Dissent: If the dissenting shareholders or members have limited return of less than their fair value select “Yes”, otherwise select “No”.

(11) Capital Stock: If the entity does not have capitol stock select No. If the entity does have capitol stock provide the aggregate number of authorized shares and continue to below instructions.

- **Are there any provisions limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation?**
 - If there are any provisions limiting or denying the shareholders preemptive rights to acquire additional shares select “Yes”.
 - If there are not any provisions select No and continue to the next question below.
- **Will there be more than 1 class of shares?**
 - If only 1 class of shares select “Yes”, and continue to the next question.
 - If shares are divided into multiple classes an attachment must be submitted either with this filing or through Articles of Amendment prior to the issuance of shares stating the following:
 - The number of shares of each class
 - The par value of the shares **or** that the shares are without par value
 - An outline of [RCW 24.06.025\(5\)\(b\)\(c\)](#) must be submitted either with this filing or through Articles of Amendment prior to the issuance of shares.
- **If only 1 class, select the value, and then continue to (11).**
 - If “Yes” is selected above select if the shares will have a Par Value and provide the value, or that the shares will be Without Par Value.

(12) Distribution of Surplus: If the entity will distribute a surplus to its members, stockholders, or other persons select “Yes” and provide the provisions for determining the amount and time of distribution, otherwise select “No”.

(13) Return Address for this Filing: This section is optional. This address will be sent document(s) regarding this specific filing in addition to the document(s) being sent to the Registered Agent's street/ mailing address.

(14) Incorporator Information: Enter the name, address and signature of the Incorporator(s). An Incorporator is the person(s) forming the corporation. List the full name, and address of each incorporator. All incorporator signatures are required. An additional list may be attached if necessary.

If you have questions, need assistance, or would like to provide feedback, please visit the Corporations Division website at corps@sos.wa.gov or call 360-725-0377.



Office of the Secretary of State
Corporations & Charities Division

Physical/Overnight address

801 Capitol Way S
Olympia, WA 98501-1226
Tel: 360.725.0377

Mailing Address

PO Box 40234
Olympia, WA 98504-0234
www.sos.wa.gov/corps

This Box For Office Use Only

- Filing Fee \$30
- To Expedite Filing Add \$50

**ARTICLES OF INCORPORATION
Washington Nonprofit Corporation
Miscellaneous and Mutual**

[RCW 24.06](#)

All fields required unless otherwise specified

(1) Do you already have a UBI Number? (Check one) Yes No If Yes, provide UBI # _____

If No, a new UBI# will be issued to you upon successful completion of the filing.

(2) ENTITY NAME: Puget Sound Emergency Radio Network Operator

For name requirements review the following RCW(s): [RCW 23.95.305](#)

Does the entity have a name reserved? (Check one) Yes No

If Yes, provide the Name Reservation Number and Name above. If No, provide only the name above.

Reservation Number: _____

(3) PURPOSE OF CORPORATION: *Purpose for which the nonprofit is organized

The PSERN Operator will own, operate, maintain, manage, upgrade, update and repair the Puget Sound emergency radio network.

Any other provisions: Attach if necessary

(4) PERIOD OF DURATION: Please check ONE of the following

This Corporation shall have a perpetual duration (default) This Corporation shall have a duration of _____ years.

This Corporation shall expire on _____

(5) EFFECTIVE DATE: Please check ONE of the following:

Date of filing Specify a date _____ cannot be more than 90 days following received date

(6) REGISTERED AGENT:

Is the Registered Agent a Commercial Registered Agent? Yes No

If Yes, provide the name of the Commercial Registered Agent: _____

A Commercial Registered Agent is an entity or individual that is registered with the Office of the Secretary of State to receive legal documents on behalf of a corporation. A Commercial Registered Agent has the entities/individual's address on record with the office.

A Registered Agent consent is still required for a Commercial Registered Agent located below.

If No, please continue below

Please complete ONE type of Registered Agent below. Be sure to include the name below the checked box. Then continue to provide the required street address. Mailing address if needed.

| | | |
|--|---|---|
| <input type="checkbox"/> Individual _____ First and last name of a Non-commercial Registered Agent. (Any person not registered as a Commercial Registered Agent.) | <input type="checkbox"/> Entity _____ Name of a Non-commercial Registered Agent. (Any business not registered as a Commercial Registered Agent.) | <input type="checkbox"/> Office or Position _____ List the Office or Position serves as agent. (Only if using the specific office or position as the registered agent, no matter who holds the position like: Secretary, Member or Treasurer.) |
|--|---|---|

| | |
|--------------|--------------|
| Phone: _____ | Email: _____ |
|--------------|--------------|

| | |
|--|---|
| <p style="text-align: center;">Registered Agent Street Address (required) (Must be a physical address No PO Box or PMB)</p> <p>Country: <u>United States</u> State: <u>Washington</u></p> <p>Address : _____ _____</p> <p>Zip: _____ City: _____</p> | <p style="text-align: center;">Registered Agent Mailing Address (optional) <input type="checkbox"/> Check if mailing address is the same as street address</p> <p>Country: <u>United States</u> State: <u>Washington</u></p> <p>Address : _____ _____</p> <p>Zip: _____ City: _____</p> |
|--|---|

CONSENT TO SERVE AS REGISTERED AGENT - REQUIRED FOR ALL TYPES

I hereby consent to serve as Registered Agent in the State of Washington for the named entity. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the entity; to forward mail to the entity; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

| | | |
|--|-----------------------------|---------------|
| _____ Signature of Registered Agent | _____ Printed Name/Title | _____ Date |
|--|-----------------------------|---------------|

**(7) INITIAL BOARD OF DIRECTORS: *Name and address of each initial director are required.
Attach an additional sheet if necessary.**

Name: _____ Address: _____
City _____ State _____ Zip _____

Name: _____ Address: _____
City _____ State _____ Zip _____

Name: _____ Address: _____
City _____ State _____ Zip _____

(8) DISTRIBUTION OF ASSETS:

In the event of voluntary dissolution, the net assets will be distributed as follows:

(9) QUALIFICATIONS, RIGHTS & RESPONSIBILITIES OF MEMBERS: [RCW 24.06.025\(4\)](#)

Provide the manner of election, appointment, or admission to membership and termination of membership, if there is more than one class of members or if the members of any one class are not equal. The relative rights and responsibilities of each class or member: **Attached an additional sheet if necessary.**

(10) DISSENTION:

Do dissenting shareholders or members have limited return of less than the fair value? (check one): Yes No

(11) CAPITAL STOCK:

Will the entity have capital stock? (check one): Yes No **If No is selected continue to (12)**

If Yes aggregate number of Authorized Shares* _____

- Are there any provisions limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation? (check one): Yes No
- Will there be more than 1 class of shares? (check one): Yes No
- If only 1 class, select the value, **then continue to (12)**. (check one): Par Value: _____ Without Par Value
- If shares are divided into multiple classes an attachment stating the number of shares of each class, the par value of the shares or that the shares are without par value and an outline of [RCW 24.06.025\(5\)\(b\)\(c\)](#), must be submitted either with this filing or through Articles of Amendment prior to the issuance of shares.

Please refer to [RCW 24.06.025](#) and [RCW 24.06.070](#)

(12) DISTRIBUTION OF SURPLUS:

Will the entity distribute surplus funds to its members, stockholders, or other persons? (check one): Yes No

If Yes, provide the provisions for determining the amount and time of distribution: _____

(13) RETURN ADDRESS FOR THIS FILING: (Optional)

This address will be sent document(s) regarding this specific filing in addition to document(s) being sent to the Registered Agent’s street/ mailing address.

Attention to: _____ Email: _____

Address: _____

City _____ State _____ Zip _____

(14) INCORPORATOR INFORMATION:

Name, address, and signature required. Attach additional sheets if necessary.

I hereby certify, under penalty of law, that the above information is accurate and complies with the filing requirements of state law.

Name: _____

Address: _____

City _____ State _____ Zip _____ Country _____

Signature of Incorporator

Printed Name/Title

Date

Motion 15843

ATTACHMENT B

Draft BYLAWS

of the

PUGET SOUND EMERGENCY RADIO NETWORK OPERATOR

BOARD OF DIRECTORS

BYLAWS
OF THE
PUGET SOUND EMERGENCY RADIO NETWORK OPERATOR
BOARD OF DIRECTORS

Article I. Authority

Section 1.01 Creation.

The Puget Sound Emergency Radio Network Operator (“PSERN Operator” or “Operator”) was created pursuant to the “Puget Sound Emergency Radio Network Operator Interlocal Cooperation Agreement” with an effective date of _____, 20__ (as it may be amended and supplemented, the “Interlocal Agreement”), by and among King County and the cities of Auburn, Bellevue, Federal Way, Issaquah, Kent, Kirkland, Mercer Island, Redmond, Renton, Seattle, and Tukwila (the “Parties”) and related Articles of Incorporation (the “Articles”).

Section 1.02 Board of Directors.

The Interlocal Agreement and Articles provide for a Board of Directors (“Board” or “Board of Directors”) with the authority set forth in the Interlocal Agreement.

Section 1.03 Purpose.

The Board hereby establishes the following policies and rules for the conduct of Board meetings, proceedings and business. These Bylaws are adopted by the Board pursuant to Section 4.4(d), of the Interlocal Agreement, and shall be in effect upon adoption by resolution of the Board and until such time as they are amended or new Bylaws are adopted, which may include amending and replacing these Bylaws in their entirety.

Section 1.04 Definitions.

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

Article II. Board Membership

Section 2.01 Membership Generally.

The Board is comprised of four voting members (“Voting Members”) as set forth in Section 4.2.1 of the Interlocal Agreement, and two non-voting members as set forth in Section 4.2.2 of the Interlocal Agreement (“Non-Voting Members”). Each member shall be deemed a “director” as that term is used in RCW 24.06.130.

Section 2.02 Notice of Board Member; Alternates.

Prior to incorporation of the PSERN Operator, an authorized representative of King County, the City of Seattle, the Valley Com Cities and the EPSCA Cities shall provide written notice of its initial Board member and an alternate member, if any, to the Chair of the Joint Board established under the Implementation Period ILA. The King County Board member shall either be the county executive or a designee approved by the King County council.

Notice of a change to a Party's Board member or alternate shall be effective upon delivery of written notice to the Chair of the Board. The notice shall include the name and contact information for the new member or alternate.

Either the primary Board member or such member's alternate may attend meetings of the Board; provided, however, if both representatives are in attendance at a meeting of the Board, only the primary Board member shall be included for purposes of establishing a quorum and voting on matters before the Board (for Voting Members only). If an alternate is serving in a meeting on behalf of a Board member, such alternate shall have all of the rights and authority of the primary Board member under the Interlocal Agreement and these Bylaws, including but not limited to establishing a quorum and voting on matters before the Board (as applicable to Voting Members only).

Section 2.03 Board Term.

Members of the Board shall serve on the Board until the individual is no longer eligible to serve in such capacity (by reason of death, resignation, incapacity, no longer eligible due to no longer holding the required position for such appointment, or removal as provided in Section 11.2 of the Interlocal Agreement) or is replaced by the appointing entity and notice of the replacement is provided as provided in Section 4.2.3 of the Interlocal Agreement.

Section 2.04 Vacancies.

A vacancy or vacancies on the Board shall be filled as provided in Section 4.2.4 of the Interlocal Agreement.

Section 2.05 Quorum.

Four Voting Members (or their alternates) shall constitute a quorum of the Board for purposes of doing business on any issue.

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 RCW) (the "OPMA"). As of the date of these Bylaws, "action" is defined in the OPMA 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 2.06 Voting.

- (a) **General.** The Board shall take action by vote and each Voting Member shall be entitled to one vote. All votes shall have equal weight in the decision-making process. Any Voting Member may call for a vote on an issue.

Any Voting Member may request that a vote on a measure be deferred until the next meeting. The measure shall then be deferred for one meeting unless the other three voting members find either that there is an emergency requiring that the vote be taken at the originally scheduled meeting or that a delay would likely result in harm to the public, User Agencies or the PSERN Operator. A vote on the same measure shall not be deferred a second time without the concurrence of the majority of the Voting Members.

- (b) **Voting Requirements.** Action by the Board shall require the affirmative vote of all four Voting Members, except as provided otherwise in the Interlocal Agreement (including Section 4.3.11 of the Interlocal Agreement) or these Bylaws. In the event that a matter before the Board fails due to lack of unanimous support, the impasse resolution procedure in the Interlocal Agreement may be used.

Voting shall occur as follows:

- (i) **Abstentions.** It is the responsibility of each Voting Member to vote when requested on a matter before the full Board. However, a Voting Member may abstain from discussion and voting on a question because of a stated conflict of interest or appearance of fairness and the Board Member’s alternate shall instead participate in the discussion and vote on the matter. If the alternate also has a conflict, the full Board may by unanimous vote agree to decide the matter with a quorum of three Voting Members and approval by three affirmative votes.
- (ii) **Votes by Chair.** The Chair may vote on the same basis as any other Voting Member.

Article III. Meetings of the Board

Section 3.01 Board Meetings.

- (a) **General.** Regular and special meetings of the Board shall be held and noticed pursuant to the Interlocal Agreement and the OPMA. Notice of any continued meeting shall be provided in the same manner as special meetings. Meetings of the Board that fall on a holiday shall be rescheduled or cancelled by the Board. Meetings shall be conducted according to the most recent edition of Robert’s Revised Rules of Order unless otherwise

directed by the Board. Meetings shall occur at the PSERN Operator's administrative offices unless otherwise posted or approved by resolution of the Board.

Attendance at regular and special meetings is expected of all Board members. Any member anticipating absence from an official meeting should notify the Chair or Executive Director, or his or her designee, in advance. Any absence may be excused by the Board, even for an extended period subject to the Interlocal Agreement, including Section 4.3.11.

- (b) **Regular Meetings.** Regular meetings of the Board shall be held at least twice per year in accordance with Sections 4.3.4 and 4.3.6 of the Interlocal Agreement. The date, time and place of regular meetings for the upcoming calendar year shall be approved by resolution no later than the last regular meeting of the preceding calendar year.
- (c) **Special Meetings.** Special meetings may be called by the Chair or by at least two voting members of the Board. Emergency meetings may be called by the Chair or by at least two voting members of the Board, in accordance with RCW 42.30.070.
- (d) **Executive Sessions.** Executive sessions of the Board shall not be open to the public. Executive Sessions may be attended by Voting Members, Non-Voting Members, alternates, legal counsel to the PSERN Operator, authorized staff members and/or other individuals as authorized by the Chair presiding over the meeting so as long as the attorney client privilege will not be deemed waived by such persons participation in the executive session.

Prior to convening an executive session, the Chair shall announce the executive session to those attending the meeting by stating the purpose of the executive session (in sufficient detail to identify the purpose as falling within one of those identified in the OPMA), and the time when the executive session shall end. The executive session may be extended by announcing to the public that it will be extended to a stated time. The Board shall not reconvene open session until the time stated unless such meeting is reconvened solely for the purpose of ending the meeting without further discussion or action.

No final action shall be taken during an executive session. Everything discussed during an executive session, and all written materials reviewed during an executive session, shall be considered confidential by law and shall not be publicly disclosed by any Board member, any alternate or attendee of the executive session absent a vote of the Board on the record in a public meeting. This restriction applies to all executive session discussions and materials regardless of whether the PSERN Operator's counsel is present. Executive and closed sessions shall not be electronically recorded.

- (e) **Cancellation of Meetings.** Meetings may be cancelled by majority vote of the Voting Members of the Board and proper notice given, or caused to be given, by the Executive Director.

Section 3.02 Remote Participation in Board Meetings.

Members of the Board may participate in a regular or special meeting in person or through the use of any means of communication by which all attending Board members and members of the public participating in such meeting can hear each other during the meeting. Any Board member participating in a meeting by such means is deemed to be present in person at the meeting for all purposes including, but not limited to, establishing a quorum and voting.

For all meetings where remote participation is permitted or required, the Board must provide, at a minimum, telephone access to be provided to members of the public wishing to participate remotely. The telephone number shall be included in the meeting agenda available on the PSERN Operator's website and through other means feasible to the PSERN Operator, including on the PSERN Operator's public calendar and through social media, as applicable. The Board may supplement, but not replace, such telephone access with other electronic means for participation, such as video conferencing. The Board may establish procedures for allowing members of the general public to remotely participate in its meetings that are consistent with the Interlocal Agreement and these Bylaws.

Section 3.03 Conduct of Business.

- (a) **Meeting Agendas and Minutes.** Meeting agendas will be set by the Chair in consultation with the Executive Director. The Executive Director will provide, or cause to be provided, the agenda, any prior meeting minutes, and any other meeting materials, to all Board members in advance of any regular meeting.

Regular meeting agendas will include, but are not limited to, the approval of the minutes of the previous regular meeting and any subsequent special meetings and any other items for Board consideration and approval. Any Board member can add an item to the agenda with or without notice at a regular meeting and with proper notice at a special meeting. Minutes shall be taken and recorded, whether in writing, by tape recording or by any other method deemed appropriate, for each meeting.

- (b) **Resolutions.** Resolutions of the Board shall be executed by the Chair. On resolutions and other documents to be signed on behalf of the PSERN Operator, if any, the signature of one designated officer shall be sufficient to bind the PSERN Operator.
- (c) **Study Sessions.** The Board may devote part or all of its meeting to an informational study session during which no comments from the audience will be permitted, unless the Chair presiding over the meeting or a majority of the Board from time to time should decide otherwise.
- (d) **Public Comment and Hearings.** The Chair of the Board shall, at the opening of any hearing on a subject, state the purpose of and process for the hearing and may read aloud any pertinent written communications contained in the case file or may call for staff to provide such information.

Testimony from persons supporting or protesting proposed actions shall be addressed to the Chair. Board members shall also address their statements to the Chair and may directly question other meeting attendees only with the expressed permission of the Chair. During either the “Audience Comment” or “Public Hearings” portion of the agenda, if any, persons addressing the Board, who are not specifically scheduled on the agenda, will be requested to speak into the microphone or other recording device, give their name and place of residence for the record, and limit their remarks to three minutes, in addition to signing up on the designated speaker sign-in list. All remarks will be addressed to the Board as a whole. The Chair may make exceptions to the time restrictions of persons addressing the Board when warranted.

Article IV. Officers and Committees

Section 4.01 Officers.

The PSERN Operator shall have four officers: Chair, Vice Chair, Secretary, and Treasurer, each of whom shall be elected from among Voting Members of the Board. Such other officers and assistant officers, as may be deemed necessary or appropriate may be appointed by the Board. Any two or more offices with the exception of the Chair and Secretary may be held by the same person.

Section 4.02 Term of Officers.

The Chair and Vice Chair shall be appointed and serve initial terms consistent with Section 4.3.5 of the Interlocal Agreement. Thereafter, the Chair and Vice Chair shall each serve two-year terms that begin on January 1 of every other year.

The Voting Members shall elect a Secretary and a Treasurer at the initial meeting of the Board. The Secretary and Treasurer shall serve terms that begin immediately upon election and extend through the remainder of that calendar year and the calendar year immediately following. Thereafter, the Voting Members of the Board shall elect a Secretary and a Treasurer at the final meeting of a year to allow each to serve a two-year term that will begin on January 1 of the following year.

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, Secretary or Treasurer position, the Board shall elect a new officer among its Voting Members to serve the balance of the term of the departed officer.

Officers may serve successive terms in such office and shall not be subject to term limits.

Section 4.03 Duties of Officers.

Officers of the Board shall have the following duties:

- (a) **Chair.** The Chair shall have general supervision, direction and control of the activities of the Board. The Chair shall be responsible for order and decorum at all meetings of the Board, making sure that meetings are held and actions are taken in accordance with all rules, resolutions, and policies of the Board, deciding all questions on order subject to appeal by any Board member, and causing the removal of any person from any meeting for disorderly conduct. After conferring with the Executive Director, the Chair shall be responsible for setting agendas for meetings of the Board.
- (b) **Vice Chair.** The Vice Chair shall perform the duties of the Chair without further authorization in the event the Chair is unable to perform the duties of the office due to absence, illness, death, or other incapacity, and shall discharge such other duties as pertain to the office as prescribed by the Board.
- (c) **Secretary.** The Secretary, in consultation with the PSERN Operator's clerk, executive, or other appropriate staff, shall keep or authorize others to keep a full and complete record of the meetings of the Board, committees, when acting on behalf of the Board, and to the extent they are separate, the meetings of the officers with appropriate minutes; shall keep the seal of the PSERN Operator (if any) and affix the same to such papers and such instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books and other records and ledgers and other written documents comprising the business and purpose of the PSERN Operator, and shall discharge such other duties as pertain to the office as prescribed by the Board.
- (d) **Treasurer.** The Treasurer, in consultation with the PSERN Operator's finance director/manager or other appropriate staff, shall be responsible for maintaining, or overseeing maintenance of, all financial records of the PSERN Operator, the development of the annual budget, and assuring the appropriate handling of all revenues and expenditures, and shall assist the Operating Board and the Board in preparation of the annual budget. The Treasurer 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.

Section 4.04 Committees.

The Board may, by resolution, designate one or more other committees to advise the Board. The designation of any such committee and the delegation thereto of authority shall not operate to relieve any member of the Board of any responsibility imposed by law.

Article V. Code of Conduct

Section 5.01 Code of Conduct; Ethics.

All members of the Board shall conduct themselves in accordance with all applicable laws, including but not limited to, chapter 42.23 RCW (the “Code of Ethics for Municipal Officers”), the OPMA, the Interlocal Agreement, these Bylaws, the Articles and policies of the PSERN Operator.

Section 5.02 Attorney-Client Privilege and Work Product.

The PSERN Operator, and not any individual member of the Board, 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 Board shall make any disclosure or release any information which would result in the waiver of the attorney-client privilege or work product protection absent a vote of the Board majority on the record in a public meeting.

Section 5.03 Public Records.

Board members understand that all letters, memoranda and electronic communications or information (including email) that relates to conduct of the PSERN Operator or the performance of any PSERN Operator function may be public records subject to disclosure under chapter 42.56 RCW (the “Washington Public Records Act”). In the event that the PSERN Operator or any Board member receives a request for such records, the Board member or other request recipient shall immediately provide the request to the Public Records Officer of the PSERN Operator, and assist the Public Records Officer in responding to the request.

Article VI. Operating Board

Section 6.01 General.

An Operating Board, comprised of representatives of PSERN System User Agencies, which will include at least one fire commissioner as a member, is hereby created to advise the Board on all operational practices, policies, and procedures governing the day-to-day operation of the PSERN Operator. The purpose and duties of the Operating Board include:

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

Section 6.02 Organization and Conduct of Business.

The Operating Board's composition, responsibilities, meeting, conduct of business and other related requirements will be provided in policies and procedures approved by the Board.

Article VII. Administrative

Section 7.01 Fiscal Year.

The fiscal year of the PSERN Operator shall begin January 1 and end December 31 of each year.

Section 7.02 Compensation and Reimbursement.

All Board members and their alternates shall serve without compensation from the PSERN Operator. The Board may reimburse Board members, employees and others performing services for the PSERN Operator reasonable expenses actually incurred in performing their duties pursuant to policies approved by the Board.

Article VIII. Approval of Bylaws

These Bylaws were approved by an affirmative vote of the Board pursuant to Resolution No. _____, adopted on _____, 20__.

Certificate Of Completion

| | |
|--|------------------------------|
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| Source Envelope: | |
| Document Pages: 4 | Signatures: 2 |
| Supplemental Document Pages: 18 | Initials: 0 |
| Certificate Pages: 2 | Envelope Originator: |
| AutoNav: Enabled | Angel Allende |
| Envelopeld Stamping: Enabled | 401 5th Ave |
| Time Zone: (UTC-08:00) Pacific Time (US & Canada) | Suite 100 |
| | Seattle, WA 98104 |
| | Angel.Allende@kingcounty.gov |
| | IP Address: 198.49.222.20 |

Record Tracking

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| Security Appliance Status: Connected | Pool: FedRamp | |
| Storage Appliance Status: Connected | Pool: King County General (ITD) | Location: DocuSign |

Signer Events

Claudia Balducci
 claudia.balducci@kingcounty.gov
 King County General (ITD)
 Security Level: Email, Account Authentication (None)

Signature

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Timestamp

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Electronic Record and Signature Disclosure:

Not Offered via DocuSign
 Supplemental Documents:

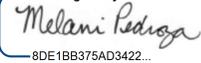
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 Accepted: Not Required

Motion 15843 Attachment B.doc

Viewed: 3/17/2021 3:53:06 PM
 Read: Not Required
 Accepted: Not Required

Melani Pedroza
 melani.pedroza@kingcounty.gov
 Clerk of the Council
 King County Council
 Security Level: Email, Account Authentication (None)

DocuSigned by:

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 Signature Adoption: Uploaded Signature Image
 Using IP Address: 50.35.117.117

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 Supplemental Documents:

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Motion 15843 Attachment B.doc

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In Person Signer Events

Signature

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Editor Delivery Events

Status

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| Agent Delivery Events | Status | Timestamp |
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