

BYLAWS

THE BAY AREA REGIONAL INTEROPERABLE COMMUNICATIONS SYSTEM (BayRICS) AUTHORITY

Amended by Board Action - May 9, 2013

ARTICLE I - GENERAL PROVISIONS

1.01 Purpose.

The Bay Area Regional Interoperable Communications System (“BayRICS”) Authority (“Authority”) is a joint powers authority, established under the laws of the State of California (Government Code, section 6500 et seq.) and governed by that certain Joint Powers Agreement to Establish the Bay Area Regional Interoperable Communications Systems Authority dated May 2, 2011 (“Agreement”). The definition of terms used in these Bylaws shall be the same as contained in the Agreement, unless otherwise expressly provided herein. If any provision of these Bylaws conflicts with the Agreement, the Agreement shall govern.

1.02 Offices.

The principal office for the transaction of the business of the Authority shall be located within the Bay Area at a place fixed by the Board of Directors from time to time. The Board of Directors may also establish one (1) or more subordinate offices at any place or places within the Bay Area.

1.03 Amendments to Bylaws.

The Bylaws may be amended by majority vote of Board. Any such amendment shall become effective immediately, unless otherwise stated therein.

ARTICLE II - BOARD OF DIRECTORS AND MEETINGS

2.01 Powers of Board.

Subject to the powers and limitation as provided by law, the Agreement, or these Bylaws, all powers of the Authority shall be exercised, its property controlled and its affairs conducted by the Board as is further specified in the Agreement.

2.02 Compensation of Directors.

Directors, members of committees and officers shall receive no compensation for their services. There will be no per diem or travel reimbursement for attending Board or committee meetings. However, they shall be able to receive reimbursement of such reasonable and necessary expenses upon review of supporting documentation as may be determined by the Board.

2.03 Officers.

The officers of the Authority shall be the Chairperson, Vice-Chairperson, Treasurer, Auditor, and Secretary and such other officers as the Board may appoint. The Board shall elect the President, Vice-President, Auditor and Treasurer from among the Directors, unless otherwise provided for in the Agreement. Any officer may be removed, either with or without cause, by a majority vote of the Directors at any duly held regular or special meeting of the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. In case any office becomes vacant the Board shall fill the vacancy at the next regular meeting or as soon as practicable thereafter.

If both Chairperson and Vice Chairperson are absent but otherwise a quorum of the Board is present for any meeting, the members of the Board in attendance may select a temporary Chair to preside only over that meeting.

2.04 Voting; Weighted Voting.

The Board has determined that weighted voting should not be adopted at this time, but reserves the right to adopt weighted voting criteria and methodologies by amendment to these Bylaws.

2.05 Meetings.

Regular meetings of the Board shall be held at such day, time and place within the Bay Area as the Board may determine. All meetings of the Board, whether regular, special or adjourned shall be open to the public, except for closed session as authorized by law. The Board may adopt reasonable regulations that limit the total amount of time allotted for public speakers and for each individual speaker.

2.06 Travel and Incidental Expense Policy.

The Board shall approve a Travel and Incidental Expense Policy to be managed by the General Manager.

2.07 Advisory Committees.

The Board may establish advisory committees to meet the needs of the Authority and may designate both primary and alternate committee members to serve on the committee. The chairperson of each advisory committee or his or her designee shall provide periodic reports to the Board at its regular meetings. All advisory committees that are standing committees shall be subject to the Ralph M. Brown Act (California Government Code section 54950 et seq.).

ARTICLE III –EMPLOYEES

3.01 General Manager; Project Manager

The Board shall appoint an General Manager and/or Project Manager, who shall administer the Authority and report to the Board. The General Manager shall attend meetings of the Board, but shall have no vote, and shall administer the business and activities of the Authority, including those specific duties assigned by the Board or required by the Agreement. The General Manager shall provide for such other employees as may be necessary for management of the Authority's business, subject to approval by the Board.

3.02 General Manager Prohibitions.

The General Manager is specifically prohibited from the following:

- (a) Serving as a member of the Authority Board, TAC or any other Committee of the Authority;
- (b) Making policy or take a policy position without first obtaining the approval of the Authority;
- (c) Making decisions that change the Systems Funding Plan or conformance with the BOOM agreement, or make decisions that affect the present or future financial obligations of the Authority or its Members without the Authority's express approval;
- (d) Making technical decisions or take a technical position without first consulting with the TAC and obtaining the approval of the Authority; and
- (e) Agreeing to or implement any system changes requested by Motorola pursuant to the BOOM agreement without first consulting with the TAC and/or obtaining the approval of the authority, as provided under the BOOM agreement.

3.03 Performance Evaluations

The Board shall, on an annual basis, establish a committee consisting of the Chair, Vice-Chair, and one additional Director who shall meet to discuss the performance of the General Manager. At the conclusion of the meeting, the Chair shall prepare a written performance evaluation for the General Manager to be administered annually no later than January 31st. The evaluation shall include any changes to the performance standards and goals for the upcoming calendar year.

The General Manager shall establish performance standards, and evaluation criteria for all other employees of the Authority subject to the review of the full board. The General Manager shall administer performance standards to employees annually and before the anniversary of the date of hire.

ARTICLE IV -- AMENDMENTS TO THE BAYRICS AUTHORITY AGREEMENT; PROCESS FOR CONDUCTING A VOTE OF THE GENERAL MEMBERSHIP

4.01 Amendments to the BayRICS Authority Agreement

The Agreement may be amended only as specified in Section 7.02 of the Agreement.

4.02 Process for Conducting a Vote of the General Membership

If for any reason a vote of the general membership is required under the Agreement or these Bylaws, the vote shall be conducted according to the following process:

1. An official ballot, including a detailed description or the exact language of the provision to be voted upon and a method for registering approval or disapproval shall be approved by the Board;
2. Within three (3) business days of Board approval, the Authority's General Manager or other official designated by the Board shall mail the ballot via first class mail to each member's postal mail address on file with the Secretary;
3. Each member shall have ten (10) business days from the postmark date of the ballot to vote;
4. Members may return their ballots by postal mail or hand delivery to the following address:

General Manager, BayRICS Authority
c/o Alameda County Sheriff OES
4985 Broder Blvd.
Dublin, CA 94568

5. Ballots must be postmarked or hand delivered no later than the tenth (10th) business day after the postmark date of the original ballot;
6. Members who do not return ballots or return their ballots late shall be deemed to have voted to disapprove the ballot measure;
7. The General Manager or other designated official shall record the votes received and report the final tally to the Board at its next scheduled meeting.

The Board may, by majority vote, revise the above process for any General Membership vote.

ARTICLE V – “CONSUMER PRICE INDEX”

For calculating the Annual Fees due on July 1 of each Fiscal Year, the “Consumer Price Index” referenced in Agreement Section 5.01(c) means the U. S. Department of Labor’s *Consumer Price Index - All Urban Consumers* for the San Francisco-Oakland-San Jose, California area, as reported by the Department of Labor for December of the preceding fiscal year.