

BYLAWS

Combined Emergency Communication Center (CECC) Executive Board

ARTICLE I

Definitions

Budget means the applicable portion of the CECC Program Operating Budget or Capital Budget, except where expressly stated otherwise.

Capital Improvement Plan means a plan reviewed yearly that includes expected planned additions, repairs, replacement, or upgrades to the CECC and the CECC Systems. The Capital Improvement Plan may include Capital costs to be budgeted over multiple years. The planned Capital costs should be included in each yearly Budget per the Capital Improvement Plan.

Combined Emergency Communications Center (CECC) means the integrated and coordinated combined emergency communications center, inclusive of the CECC portions of the public safety facility at Stagecoach Drive in San Marcos, CECC structures on and around the public safety facility, as well as the CECC Systems on and within the public safety facility.

CECC Advisory Board means the board comprised of representatives of various law enforcement, fire and rescue, and EMS organizations that provides input regarding the operation of the CECC Program.

CECC ILA means the Interlocal Agreement which provides for the organizational structure and funding for operation and maintenance of the Combined Emergency Communications Center Program.

CECC Program means the Combined Emergency Communications Center Program, which includes the CECC, the Shared Employees, and all of the CECC Systems housed and managed within the public safety facility.

CECC PSAP Management Board means the board comprised of the Hays County PSAP Director and the City of Kyle PSAP Director which manages the day-to-day operations of the CECC Program.

Employees are either “Shared Employees” or “Agency Specific Employees”.

Agency Specific Employees means those employees employed directly by a Party at the CECC Facility, excluding Shared Employees.

Shared Employees means those employees employed by Hays County at the CECC Facility and whose salary is funded by contributions from all Parties through the Budget process.

Parties are the parties to the CECC ILA; Hays County, the City of Kyle, and the City of Buda.

Standard Operating Procedures means the procedures that govern the day-to-day management and operation of the CECC Program.

ARTICLE II

Members

Section 1. The affairs of the Board shall be managed by its Members.

Section 2. The Members shall serve without compensation and the number of Members shall be seven (7).

Section 3. The Executive Board will be composed of the following Members: two Members of the Hays County Commissioners Court, the city manager of Kyle (or designee), one Member of the Kyle City Council, the city manager of Buda (or designee), one Member of the Buda City Council, and a representative who shall be an appointed commissioner of an Emergency Services District and shall be mutually selected by a majority of the ESDs of Hays County. Five Members of the Executive Board constitutes a quorum to conduct business.

Section 4. All Executive Board Members serve at the pleasure of their appointing governing body or agency. The Executive Board's ESD representative shall serve for a term of two (2) years and may not be appointed from the same ESD for two (2) consecutive terms.

Section 5. Each Member shall hold office for the term for which (s)he is appointed and until his/her successor shall be appointed.

Section 6. A Member may be removed either for cause or without cause by the body appointing the director.

Section 7. A vacancy on the Members caused by the death, resignation, retirement, disqualification, removal from office or otherwise shall be filled by the body originally appointing the Member creating the vacancy.

ARTICLE III

Meeting of Members

Section 1. The Members of the Board may hold regular or special meetings either within or outside of Hays County.

Section 2. The Executive Board shall meet at least quarterly, however special meetings may be called. Board Members shall be provided at least fourteen (14) calendar days' notice of a meeting, unless emergency or public calamity warrants waiver of the notice requirement.

Section 3. The Chairman and a Secretary will be elected annually by the Executive Board. A seated Chairman or Secretary shall continue to hold office past his or her term until reappointment or until a replacement appointment is made.

Section 4. The Chairman or a majority of the members may call meetings of the Executive Board. The Chairman will preside at the meetings and the Secretary will act in the absence of the Chairman. No action may be taken by the Executive Board without a quorum present. Any Member may place items on the Executive Board's meeting agenda by submitting the item to the Chairman at least ten (10) calendar days before the next meeting. The Chairman shall submit the agenda to the Members no later than seven (7) calendar days before the meeting. Each Member shall have one vote. A majority vote of the quorum present at a meeting is required to authorize any action or determination by the Executive Board, except for those actions specified in these Bylaws or the CECC ILA that require a four-fifths vote of all Members of the Executive Board.

Section 5. A majority of the Members shall constitute a quorum for the transaction of business. The act of the majority of Members present at a meeting at which a quorum is present shall be the act of the Members unless otherwise specifically required by these bylaws or other agreement. If a quorum is not present at any meeting of the Members, the Members present may adjourn the meeting from time to time, without notice other than announcement at a meeting, until a quorum is present.

Section 6. Upon compliance with the notice of requirements of this Article, a meeting of the Members may be conducted by means of conference telephone, Internet electronic meeting methods, or similar communication equipment if all persons participating in the meeting can hear each other.

ARTICLE IV

Officers

Section 1. The officers of the corporation shall be elected by the Members and shall be a Chairman and a Secretary.

Section 2. The officers of the corporation shall be elected annually by the Members in September. Vacancies or new offices shall be filled at any meeting of the Members to serve until the next election of officers. Each officer shall hold office until his/her successor has been elected and qualified.

Section 3. The Members may appoint such other officers and agents as it deems necessary. Such officers and agents shall be appointed for such terms and shall exercise such powers and perform such duties as may be determined from time to time by the board.

Section 4. Any officer or agent elected or appointed by the Members may be removed at any time by the affirmative vote of a majority of the whole Members at a regularly scheduled meeting where the item was placed on the written agenda distributed at least seven (7) days before the meeting.

Section 5. The Chairman shall preside at all meetings of the Members. (S)he shall see that all orders and resolutions of the board are carried into effect, and shall perform such other duties and have such other authority and powers as the Members may prescribe.

Section 6. In the absence of the Chairman or in the event of his/her inability or refusal to act, the Secretary shall perform the duties of the Chairman, and when so acting, shall have the authority and powers of, and be subject to all the restrictions upon, the Chairman. The Secretary shall also have such powers and perform such other duties as from time to time may be assigned to him/her by the Chairman or by the Members.

Section 7. The Secretary shall attend all meetings of the Members. (S)he shall arrange for a true and complete record of the proceedings, including all votes and resolutions presented at these meetings, in a book to be kept for the purpose. (S)he shall review the record of the proceedings of each meeting and present it to the Members for approval at the subsequent meeting. The Secretary shall be the custodian of the records. (S)he shall give or cause to be given all notices required by these bylaws and shall also perform such other duties as may be prescribed by the Members or Chairman.

Section 8. The Members may transfer the powers or duties of any officer to any other officer or agent provided that a majority of the full Members concurs.

ARTICLE V

Purpose and Duties

Section 1. Annually approve a draft CECC Budget and recommend approval of the Budget to the governing bodies of the Parties. Budget approval and amendments to the Budget require a four-fifths vote of all Members. The Budget will become effective once the governing body of each Party has adopted an annual budget that includes all of that Party's costs. Any costs or expenses to be incurred in excess of the total approved and funded by the Parties for the Operating or Capital Budget amount will require additional Budget approval and funding by all Parties.

Section 2. Adopt policies and Standard Operating Procedures for the CECC Program and assist in the resolution of CECC Program issues. With input from the Advisory Board and the PSAP Management Board, the Board will govern the CECC Program. The Board will make final decisions regarding the management of CECC Program resources including the Shared Employees. However, if there is any conflict between the Standard Operating Procedures and management practices adopted by the Board and the personnel practices and policies of Hays County, then the personnel practices and policies of Hays County control as they impact Shared Employees.

Section 3. Adopt protocols regarding the access, usage, and security of all CECC Systems and data and adopt test strategies for CECC Systems and upgrades including the development of test environments. Develop measures ensuring any Agency Specific System and related data can only be accessed by authorized personnel of the agency which owns or controls the system or other non-agency personnel which has been given formal permission in compliance with CECC Program and/or agency specific policies.

Section 4. Resolve conflicts between the policies and procedures of agency(ies) represented on the Advisory Board and those of the CECC Program, or between any agency(ies) represented on the Advisory Board and any Employee(s) that are not resolved by a consensus of the Advisory Board.

Section 5. Examine the apportionment of CECC Costs between the Parties and recommend any adjustments needed to reflect the beneficial use of the CECC Program by each Party. Multiple cost allocation methods may be used for different types of costs to ensure equitable financial responsibility for the CECC Program and CECC Systems. The Budget will reflect the cost allocation method(s) adopted by the Executive Board. Cost allocation methods may only be adopted or amended by a four-fifths vote of all Members.

Section 6. Approve a Capital Improvements Plan detailing capital costs included in the Budget which may be funded over multiple years. Adoption of a Capital Improvements Plan or any amendment to a Capital Improvement Plan requires a four-fifths vote of all Members.

ARTICLE VI

Conflict of Interest

Section 1. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, shall offer to the Board to voluntarily recuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

ARTICLE VII

Miscellaneous

Section 1. Other Instruments. The Members may authorize any officer or officers, agent or agents, to execute and deliver any instrument in the name of and on behalf of the Board, and such authority may be general or confined to specific instances.

Section 2. Books and Records. The Board shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Members and committees having any authority of the Members.

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Section 3. Committees. Committees not having and exercising the authority of the Members in the management of the corporation may be designated and appointed by a resolution adopted by a majority of the Members at a meeting at which a quorum is present. Membership on such committees may, but need not be, limited to Members. Committees so designated may also be dissolved by a resolution adopted by a majority of the Members at a meeting at which a quorum is present.

Section 4. Amendment of Bylaws. The Bylaws may be altered, amended or repealed only upon the approval of all Parties.

Signature page follows

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This Agreement has been executed in multiple originals, each having equal force and effect, on behalf of the Parties as follows:

HAYS COUNTY

Date

By:_____
Bert Cobb, M.D.
County Judge

Attest:_____
Liz Gonzalez
County Clerk

CITY OF KYLE

Date

By:_____
Scott Sellers
City Manager

Attest:_____
Jennifer Vetrano
City Secretary

CITY OF BUDA

Date

By:_____
Kenneth Williams
City Manager

Attest:_____
Alicia Ramirez
City Secretary