

1  
2  
3  
4  
5

**SNOHOMISH COUNTY 911  
BOARD BYLAWS AND GOVERNING RULES**

**Original dated October 4, 2017  
Amended September 19, 2019  
Amended November 22, 2019**

6

**TABLE OF CONTENTS**

7 Section 1 AUTHORITY .....1  
8 Section 2 BOARD MEMBERSHIP/QUORUM/VACANCIES.....1  
9 Section 3 BOARD MEETINGS .....2  
10 Section 4 OFFICERS.....3  
11 Section 5 CONDUCT AT MEETINGS/DEBATES/RULES OF PROCEDURE.....4  
12 Section 6 ADVISORY AND BOARD COMMITTEES .....6  
13 Section 7 PUBLIC COMMENTS.....6  
14 Section 8 BOARD MEETING STAFFING .....7  
15 Section 9 CONFIDENTIALITY.....7  
16 Section 10 BOARD COMPENSATION .....7

17

**SECTION - 1. AUTHORITY**

- 18 **1.1. Creation.** “Snohomish County 911” or the “Agency” was created by action of the  
19 SNOCOM and SNOAC Boards and pursuant to THE SNOHOMISH COUNTY  
20 REGIONAL PUBLIC SAFETY COMMUNICATIONS AGENCY AGREEMENT  
21 (“Agreement”) and related ARTICLES OF CONSOLIDATION (“Articles”).
- 22 **1.2. Governing Board.** The Agreement and Articles provide for a Governing Board (“Board”  
23 or “Governing Board”) with the authority set forth in the Agreement.
- 24 **1.3. Purpose.** The Board hereby establishes the following policies and rules for the conduct of  
25 Board meetings, proceedings and business. These rules shall be in effect upon adoption by  
26 resolution of the Board and until such time as they are amended or new rules are adopted  
27 in the manner provided by these rules and the Agreement.
- 28 **1.4. Definitions.** All capitalized terms used and not otherwise defined in the Bylaws shall have  
29 the meaning set forth in the Agreement.

30

**SECTION - 2. QUORUM/VOTING/VACANCIES**

- 31 **2.1. Board Membership.** Pursuant to the Agreement, the Board of SNOHOMISH COUNTY  
32 911 shall consist of fifteen (15) voting members and one (1) non-voting member, selected  
33 every two years in the manner described in the Agreement. Each member shall be deemed  
34 a “director” as that term is used in RCW 24.06.130. In order to serve as a Board Member,

1 an individual must be duly selected in the manner described in Exhibit B of the Agreement  
2 and must be either: an elected official; chief administrative officer; chief law enforcement  
3 officer or fire chief from a Principal, or a person directly-reporting to the chief law  
4 enforcement officer or fire chief; or in the case of Snohomish County, the Snohomish  
5 County Executive or a person reporting directly to the Snohomish County Executive.

6 **2.2. Alternates.** Alternates shall be selected and shall serve in the absence of Governing Board  
7 Members in the manner described in Exhibit B of the Agreement. Alternates must meet  
8 the same qualifications as a Governing Board Member.

9 **2.3. Quorum.** A simple majority of the voting Members (or their alternates) in number  
10 (excluding any Member that represents a Principal which has been terminated by a vote of  
11 the Governing Board, or which has given notice of withdrawal and is not permitted to vote  
12 per terms of Section 17.f of the Agreement) shall constitute a quorum of the Governing  
13 Board for purposes of doing business on any issue.

14 **2.4. Voting.** The Board shall act by Simple Majority Vote except where the Agreement requires  
15 a Supermajority Vote as defined in the Agreement, in which case the Agreement shall  
16 control. Voting shall occur as follows:

17 (a) Abstentions. It is the responsibility of each Board Member to vote when requested  
18 on a matter before the full Board. However, a Board Member may abstain from  
19 discussion and voting on a question because of a stated conflict of interest or  
20 appearance of fairness.

21 (b) Votes by President. The President may vote on the same basis as any other Board  
22 Members.

23 **2.5. Absences.** Board Members will inform the President or Board Secretary if they are unable  
24 to attend any Board meeting, or if they knowingly will be late to any meeting.

25 **2.6. Vacancies.** Any vacancy occurring in the Board shall be filled by the appropriate caucus,  
26 promptly convened upon the Secretary's giving of notice to the Principal and/or Associate  
27 Agencies comprising the members of such caucus, as provided in the Agreement.

### 28 **SECTION - 3. BOARD MEETINGS**

29 **3.1. Open Public Meetings.** All meetings of the Board shall be open to the public to the extent  
30 required by chapter 42.30 RCW.

31 **3.2. Regular Meetings.** The date, time and location of the regular meetings of the Board shall  
32 be established by resolution of the Board.

33 **3.3. Special Meetings.** Special meetings may be called by the President or by any four members  
34 of the Board as provided in the Agreement.

35 **3.4. Emergency Meetings.** Emergency meetings may be called by the President, in accordance  
36 with RCW 42.30.070.

1 **3.5. Executive and Closed Sessions.** The Board may hold executive sessions and may hold  
2 closed meetings pursuant to chapter 42.30 RCW. Attendance in executive sessions or  
3 closed meetings shall be limited to the Board Members, and such other staff members and  
4 consultants authorized by the President or a majority of the Board Members. The public is  
5 restricted from attendance. Executive and closed sessions shall not be electronically  
6 recorded.

7 **3.6. Cancellation of Meetings.** Meetings may be canceled by a majority vote of the Board and  
8 proper notice given by the Board Secretary.

#### 9 **SECTION - 4. OFFICERS**

10 **4.1. Number.** SNOHOMISH COUNTY 911 shall have four officers: President, Vice-  
11 President, Secretary and Treasurer, each of whom shall be appointed by the Board. Such  
12 other officers and assistant officers, as may be deemed necessary or appropriate may be  
13 appointed by the Board. Any two or more offices with the exception of the President and  
14 Vice-President, the President and Treasurer, or the President and Secretary may be held by  
15 the same person.

16 **4.2. Appointment and Term of Office.** President and Vice-President shall be initially elected  
17 by Simple Majority Vote of the Governing Board, and shall serve until the next Governing  
18 Board election. Bi-annually thereafter, upon the first convening of the Board following the  
19 caucus process to select Board Members, the Board shall select a President and Vice-  
20 President. In the event of a vacancy in the President position, the Vice-President shall  
21 assume the President for the balance of the term of the departed President. In the event of  
22 a vacancy in the Vice-President position, the Governing Board shall by Simple Majority  
23 Vote elect a new Vice-President to serve the balance of the term of the departed Vice-  
24 President.

25 **4.3. Secretary.** The Secretary shall be appointed from among the staff of SNOHOMISH  
26 COUNTY 911. The Secretary shall keep, or cause to be kept, the minutes of the  
27 proceedings of the Board, and shall give notices in accordance with the provisions of these  
28 Bylaws and as required by law, shall be custodian of the corporate records of  
29 SNOHOMISH COUNTY 911, shall have charge and custody of and be responsible for  
30 maintaining or overseeing maintenance of correct and complete nonfinancial books and  
31 records of SNOHOMISH COUNTY 911. The Secretary shall perform such other duties as  
32 from time to time may be assigned by resolution of the Board.

33 **4.4. Treasurer.** The Treasurer shall be appointed from among the staff of SNOHOMISH  
34 COUNTY 911. The Treasurer shall be responsible for maintaining, or overseeing  
35 maintenance of, all financial records of SNOHOMISH COUNTY 911, the development of  
36 the annual budget, assuring the appropriate handling of all revenues and expenditures, and  
37 shall assist the Board in preparation of the annual budget. The Treasurer shall maintain or  
38 oversee maintenance of complete books and records of account, for all funds and securities  
39 of SNOHOMISH COUNTY 911, the transfer of receipts for money due and payable to  
40 SNOHOMISH COUNTY 911 from any source whatsoever, and the deposit of all such  
41 money in the name of SNOHOMISH COUNTY 911 in the banks, trust companies or other  
42 depositories as shall be selected in accordance with law. The Treasurer in general shall

1 perform all duties incident to the office of Treasurer and such other duties as from time to  
2 time may be assigned to the Treasurer by resolution of the Board.

3 **4.5. Conduct of Meetings.** The President shall preside at all meetings of the Board and, in the  
4 absence of the President, the Vice President will act in that capacity. If both the President  
5 and Vice President are absent and a quorum is present, the Board shall elect one of its  
6 members to serve as President until the return of the President or Vice President.

7 **4.6. Duties of the President:**

8 (a) Shall preserve order and decorum at all meetings of the Board and cause the  
9 removal of any person from any meeting for disorderly conduct;

10 (b) Shall observe and enforce all rules adopted by the Board;

11 (c) Shall decide all questions on order, in accordance with these rules, subject to appeal  
12 by any Board Member.

13 (d) Confer with the Executive Director and Agency Attorney to set agendas for Board  
14 Meetings.

15 **SECTION -5. CONDUCT AT MEETINGS/ DEBATES/ RULES OF PROCEDURE**

16 **5.1. Interruption.** No member of the Board, including the President, shall interrupt or argue  
17 with any other member while such member has the floor, other than the President's duty  
18 to preserve order during meetings.

19 **5.2. Challenge to Ruling.** Any member of the Board, including the President, shall have the  
20 right to challenge any action or ruling of the President, or member, as the case may be, in  
21 which case the decision of the majority of the members of the Board present, including the  
22 President, shall govern.

23 **5.3. Rules of Order.** These Bylaws establish the governing rules of order for the Board. In the  
24 event a situation arises in which these Bylaws do not adequately address or resolve a  
25 procedural issue, then, except where such rules conflict with these rules or state law, the  
26 rules of procedure for small boards established in the latest edition of *Roberts Rules Of*  
27 *Order, Newly Revised* shall control.

28 (a) If a motion does not receive a second, it dies. Matters that do not constitute a motion  
29 include nominations, withdrawal of motion by the person making the motion,  
30 request for a roll call vote, and point of order or privilege; therefore a second is not  
31 needed for those matters.

32 (b) A motion that receives a tie vote is deemed to have failed.

33 (c) When making motions, Board Members shall be clear and concise and not include  
34 arguments for the motion within the motion.



1 (p) These Bylaws may be amended, or new Bylaws adopted, by a Supermajority Vote  
2 of the Board as provided in the Agreement.

3 **5.4. Board Member Code of Conduct.** Together, with other members of the Board, you hold  
4 a position of public trust and are identified as a leading elected official/administrative  
5 leader/first responder and are a community advocate for the organization. While serving  
6 on the board, it is assumed and expected that you will:

7 (a) Know and support the organization’s mission, core values, position statements,  
8 governance policies, goals, and programs;

9 (b) Provide vision and strategic planning for the organization;

10 (c) Make policy and financial decisions to guide the organization toward a successful  
11 future;

12 (d) Honorably represent the interests of the community, SNO911, collective member  
13 agencies and your respective caucus above individual interests;

14 (e) Grow your knowledge about the organization through orientation, participation,  
15 and ongoing education;

16 (f) Attend at least 75% board meetings annually, review distributed materials in  
17 advance and be fully prepared to discuss agenda items;

18 (g) When planning to be absent assure your caucus alternate is properly notified;

19 (h) Always maintain decorum and treat other board members and organization staff  
20 with the respect and courtesy;

21 (i) Refraining from engaging in discriminatory, harassing, and retaliatory conduct (as  
22 defined below) regarding organization staff;

23 (j) Be willing to serve on at least one committee, which includes attending meetings,  
24 reading of minutes and reports, and actively participate in the specified activities of  
25 that committee;

26 (k) Offer your talents, expertise and personal commitment regularly and generously to  
27 benefit the organization;

28 (l) Hire, set expectations, and evaluate the performance of the executive director;

29 (m) Not make individual work requests of staff, except as explicitly authorized by the  
30 Board of Directors or a committee thereof;

31 (n) Be a steward of the organization’s assets and resources, regularly reviewing  
32 voucher claims, quarterly financial report and annually approving an operating  
33 budget and capital plan.

1 The following definitions apply regarding the treatment of employees by Board Members:

2 **Discrimination** means treating one employee differently from another in connection with  
3 the terms or conditions of employment due to the person’s membership in a “**protected**  
4 **class**”. Examples of protected classes are as follows: gender, gender expression or identity,  
5 color, race, age, national origin, ancestry, creed, marital status, veteran status, pregnancy  
6 or pregnancy-related condition, disability, obesity, religion, sexual orientation, political  
7 ideology, actual or perceived status as survivor of domestic violence or sexual assault or  
8 stalking, or other legally protected status. Discrimination can also involve failure to make  
9 a reasonable accommodation to an employee with a disability.

10 **Harassment** is one form of discrimination. Harassment is unwelcome verbal or physical  
11 conduct based on an individual’s protected class and that is either (a) enduring offensive  
12 conduct that becomes a condition of employment or (b) is severe or pervasive enough to  
13 create a work environment that a reasonable person would consider intimidating, hostile,  
14 or abusive.

15 **Sexual harassment** is one form of harassment. Sexual harassment is unwelcome sexual  
16 advances, requests for sexual favors, and other verbal or physical conduct or visual forms  
17 of a sexual nature constitute sexual harassment when either (a) submission to such conduct  
18 is made explicitly or implicit a term or condition of employment, (b) submission to or  
19 rejection of such conduct by an individual is used as the basis for employment decisions  
20 affecting such individual, or (c) such conduct has the purpose or effect of unreasonably  
21 interfering with an individual’s work performance or creating an intimidating, hostile, or  
22 offensive work environment.

23 **5.5. Consent Agendas.** The chairperson of a Board committee, on behalf of that committee,  
24 may place an item on the Board’s Consent Agenda that are deemed routine and non-  
25 controversial or that have been discussed in detail at a previous Board meeting. An item on  
26 the Consent Agenda should, but is not required to, be accompanied with an Action Proposal  
27 Form that includes the committee’s recommendation. At the beginning of each Board  
28 meeting, during the discussion of the approval of the agenda, a proposed item on the  
29 Consent Agenda shall be moved to the Regular Agenda for further discussion upon the  
30 request of a Board Member

## 31 **SECTION- 6. ADVISORY AND BOARD COMMITTEES**

32 **6.1. Board Committees.** In addition to the Technical Advisory Committees established by the  
33 Agreement, the Board may create or dissolve other special advisory committees as it deems  
34 appropriate, and members of such advisory committees shall be appointed by the Board.  
35 When possible, vacancies of Board Officers and advisory committees members will be  
36 announced one meeting prior to Board appointments. Persons who serve as members of  
37 an advisory committee shall not be required to be Board Members or to be elected officials.  
38 The Board may also create or dissolve standing or special committees of the Board.  
39 Chairpersons and other members of standing committees or special committees shall be  
40 Board Members or alternate Board members and shall be designated by the Board. The  
41 Board shall attempt to appoint committee members in a manner that encourages diversity

1 of representation on committees that reflects the diversity among Members. Committees  
2 shall be governed by the same rules regarding meetings, action without meetings, notice,  
3 waiver of notice, and quorum (but not voting requirements) as applied to the Board.  
4 Recommendations of committees may be made by simple majority of committee members.  
5 The designation of any such standing or special committee and the delegation to them of  
6 any authority shall not relieve the Board, or any Board Members of any responsibility  
7 imposed by law. No committee shall have the authority to take any action inconsistent with  
8 Agreement, the Bylaws, or RCW 24.06.145. The Board President and Vice President shall,  
9 from time-to-time, consider committee make-up, current and upcoming vacancies, and  
10 may conduct outreach to Board Members, Alternates, or other eligible individuals in an  
11 effort to promote committee diversity and broad participation of eligible members. The  
12 intent is to allow a holistic evaluation of committee membership to aid direction and  
13 guidance during the Board nominating process.

14 **6.2. Advisory Budget Review Group.** A special committee is hereby created comprised  
15 of any interested finance directors from Principal agencies, or other Principals' staff  
16 members with equivalent expertise, to conduct a review of the proposed budget of the  
17 Consolidated Corporation and provide timely comment and recommendations to the  
18 Governing Board with respect to the proposed budget. Membership of the advisory budget  
19 review group may be merged into a standing budget committee in the future at the Board's  
20 discretion. The Committee shall be convened and staffed by the Treasurer.

## 21 **SECTION- 7. PUBLIC COMMENTS**

22 **7.1.** Persons addressing the Board, who are not specifically scheduled on the agenda, will be  
23 requested to step up to the podium, give their name and place of residence for the record,  
24 and limit their remarks to three (3) minutes, in addition to filling out the speaker sign-in  
25 sheet available at the Board Secretary's desk. All remarks will be addressed to the Board  
26 as a whole. The Board Secretary shall serve as timekeeper. The President may make  
27 exceptions to the time restrictions of persons addressing the Board when warranted, in the  
28 discretion of the President.

29 **7.2.** Any person making personal, impertinent, or slanderous remarks while addressing the  
30 Board shall be barred from further audience participation by the President, unless  
31 permission to continue is granted by a majority vote of the Board.

## 32 **SECTION- 8. BOARD MEETING STAFFING**

33 **8.1. Executive Director.** The Executive Director of the Agency or his designee shall attend all  
34 meetings of the Board unless excused.

35 **8.2. Board Secretary.** The Board Secretary shall attend all meetings of the Board unless  
36 excused by the President or the Executive Director and in such event, an acting Board  
37 Secretary shall be designated to attend the meeting by the President or the Executive  
38 Director.



1           **SECTION- 9. CONFIDENTIALITY**

2   **9.1.** Board Members should keep confidential all written materials and verbal information  
3 provided to them during Executive Sessions, to ensure that the Agency’s position is not  
4 compromised. Confidentiality also includes information provided to Board Members  
5 outside of Executive Sessions when the information is considered exempt from disclosure  
6 under exemptions set for the in the Revised Code of Washington.

7           **SECTION- 10. BOARD COMPENSATION**

8   **10.1. Board member Compensation.** All Board Members and their alternates shall serve  
9 without compensation from the Agency.