

BYLAWS
OF THE
METROPOLITAN EMERGENCY SERVICES BOARD

ARTICLE I.

DEFINITIONS

For the purposes of these Bylaws, the terms shall have the meaning as provided within these Sections.

SECTION 1.

“Agreement” means the Joint Powers Agreement for Metropolitan Emergency Services Board entered into by the Counties of Anoka, Carver, Chisago, Dakota, Hennepin, Isanti, Ramsey, Scott, Sherburne, and Washington, and the City of Minneapolis.

SECTION 2.

“Board” means collectively the individual representatives on the Metropolitan Emergency Services Board as created by the Agreement and as appointed by their respective Counties and City.

ARTICLE II.

BOARD

SECTION 1. APPOINTMENT AND TERMS OF OFFICE

At the organizational meeting of the Board each January all representatives present shall be administered the oath of office. Representatives not present at the organizational meeting and alternates shall be administered the oat when they first appear at a Board meeting.

SECTION 2. VOTING.

The act of a majority of the representatives present at a meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by law, the Agreement, or by these Bylaws. The Voting Rules attached hereto are incorporated herein.

SECTION 3. PER DIEM AND MILEAGE.

Representatives shall not receive any salary for their services, but, by resolution of the Board, expense reimbursement or per diem may be allowed to the extent permitted by law and in accordance with the policy of each county/city for attendance at each regular or special meeting of the Board or Executive Committee meetings thereof. Mileage may be paid to representatives for attending any meetings of the Board or its committees.

SECTION 4. MEETINGS.

The Board may provide the time and place, by resolution, for holding regular meetings of the Board. Such resolution shall provide for adequate and timely notice in compliance with open meeting law requirements. Special meetings of the Board may be called by or at the request of the Chair, or in the Chair's absence, the Vice Chair, or any two representatives from different members to the Agreement, and shall likewise comply with the Minnesota open meeting law. Board meetings may be cancelled at the discretion of the Chair.

SECTION 5. ADJOURNMENT.

A majority of the representatives present, even if less than a quorum, may adjourn the meeting.

ARTICLE III.

OFFICERS

SECTION 1. EXECUTIVE COMMITTEE.

The Chair, Vice Chair, Secretary, Treasurer and one representative from each of the members not represented by an executive officer shall constitute an Executive Committee. Any member of the Executive Committee who is unable to attend a scheduled meeting of the Executive Committee may designate an alternate for said meeting. The Executive Committee shall have the authority to act in those circumstances and on those matters as directed by the Board. The Executive Committee shall have the authority to authorize the Chair to sign any contracts which require approval prior to the holding of a Board meeting; provided that said approval is subject to ratification by the Board, and provided that the full membership of the Board is notified prior to any meeting at which the Executive Committee authorizes the Chair to sign a contract.

SECTION 2. CHAIR.

The Chair shall preside at all meetings of the Board and perform the usual duties of a chair. The Chair, alone or together with such other officer or officers as the Board may designate by resolution, may sign any deeds, mortgages, contracts or other instruments which the Board has authorized to be executed, including ~~checks~~ invoices and purchase orders; and, in general, the Chair shall perform all duties incident to the office of Chair and such other duties as may be described by the Board from time to time.

SECTION 3. VICE CHAIR.

In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform the duties of the Chair.

SECTION 4. SECRETARY.

The Secretary shall be responsible for preserving the minutes of the meeting of the Board and all other books and records in connection with the business of the Board, and shall attend all meetings of the Board. The Secretary shall give all notices required by statute, agreement, these Bylaws or any resolution of the Board. The secretary shall perform all duties incident to the office and such other duties as may be delegated by the Board. The Secretary may assign duties in connection with the office to the Executive Director or other appropriate person.

SECTION 5. TREASURER.

The Treasurer may meet with the Executive Director monthly to review the invoices, bills, and financial reports, and shall submit a monthly report to the Board at its regular meeting indicating that, at a minimum, financial reports were reviewed and questions were addressed. The Treasurer shall sign, in the name of the Board, all invoices which exceed the delegated authority of the Executive Director, and all reimbursements payable to the Executive Director. The Treasurer shall perform all duties incident to the office and such other duties as may be delegated by the Board, and may assign, with approval by the Board, duties in connection with the office to the Executive Director or other appropriate person.

ARTICLE IV.

EXECUTIVE DIRECTOR

The Executive Director shall prepare and submit to the Board the annual budget and such other financial information as the Board may request at its regular meetings. The Executive Director shall have the authority to hire staff to fill vacancies in positions authorized by the Board. The Executive Director shall supervise staff and is authorized to discipline staff and terminate employment when appropriate.

ARTICLE V.

COMMITTEES

The committees of the Board shall include the Executive Committee, 9-1-1 Technical Operations Committee, Radio Technical Operations Committee, EMS Technical Operations Committee, and any other committees appointed by the Board. The Board shall review and approve bylaws for each committee that adopts bylaws. Committees shall report to the Executive Committee.

ARTICLE VI.

CHECKS, DEPOSITS AND FUNDS

SECTION 1. CHECKS.

All checks, drafts or orders for payment of money, notes or any other evidence of indebtedness issued in the name of the Board shall be authorized by the Treasurer alone, or the Chair alone, or by such other person or persons as the Board may, by resolution, designate and in such manner as shall be prescribed and determined by resolution of the Board.

SECTION 2. DEPOSITS.

All funds of the Board shall be deposited from time to time to the credit of the Board in such banks, trust companies or other depositories as the Board may select.

SECTION 3. FUNDS.

Any funds which may come to the Board or be subject to its control, for its use in furthering and promoting the aims and purposes of the Agreement or the policies of the Board; shall be received, disbursed, controlled and accounted for by the Treasurer.

SECTION 4. AUDITS.

The Board shall, at least once in each year, cause its books and accounts to be audited by an independent C.P.A. firm to the extent that is required by its audit plan and shall comply with the requirements of State and Federal law with respect to audits and shall make the results of such audit available to each of the members which are signatory to the Agreement.

SECTION 5. BONDS.

The Board by resolution may require that any of all officers provide a bond conditioned on the faithful performance of their duties. The Board shall reimburse the officer for the cost of such bond. In addition to, or in lieu of a bond, the Board may obtain fidelity insurance or other insurance to protect the Board in the event of embezzlement or other wrongful acts committed by an officer or employee of the Board.

SECTION 6. FISCAL YEAR.

The Board's fiscal year is the calendar year commencing on January 1.

ARTICLE VII.

AMENDMENTS

SECTION 1.

Amendments to these Bylaws may be proposed by any representative on the Board.

SECTION 2.

All proposed amendments shall be submitted in writing to each representative on the Board at least fifteen (15) days prior to a meeting of the Board, at which time the amendment is to be

considered. A statement explaining the purpose and effect of the proposed amendment shall be attached to the proposed amendment.

SECTION 3.

Amendments shall be considered at a regular meeting of the Board. A two-thirds affirmative vote of the full membership of the Board is required for approval of an amendment.

ARTICLE VIII.

PROCEDURE

The rules of parliamentary procedure and practice contained in Robert's Rules of Orders, Newly Revised, to the extent they are not inconsistent with these Bylaws or the Agreement, shall be the rules of procedure governing the Board.

ARTICLE IX.

CONSTRUCTION

In the event there is any conflict between these Bylaws and the terms of the Agreement, the Agreement shall govern.

VOTING RULES

BOARD MEETINGS

Anoka, Carver, Dakota, Scott, Sherburne and Washington Counties and City of Minneapolis:

- Each member organization is entitled to two votes.
- Each member organization may appoint one or two representatives to MESB Board.
- If only one representative is appointed he/she has two votes.
- If two representatives are appointed each has one vote.
- If two representatives are appointed and only one is present at a meeting he/she can only cast one vote.
- If a member organization has by resolution appointed an alternate, the alternate is entitled to cast the same number of votes as the representative he/she is replacing.

Chisago and Isanti Counties:

- Entitled to one representative who has one vote.
- May appoint an alternate.

Hennepin and Ramsey Counties:

- Each member organization is entitled to four votes.
- Each member organization may appoint two, three or four representatives.
- The appointing resolutions shall state the number of votes allocated to each representative.
- Representatives are not entitled to cast votes for absent representatives.
- If a member organization has by resolution appointed an alternate, the alternate is entitled to cast the same number of votes as the representative he/she is replacing.

EXECUTIVE COMMITTEE MEETINGS

- The four executive officers and a representative designated by each of the member organizations not represented by an executive officer constitute the Executive Committee.
- Weighted voting does not apply to Executive Committee meetings.
- Representatives may designate alternates.