

1 **CLARK REGIONAL EMERGENCY SERVICES AGENCY**
2 **(CRESA)**
3 **BYLAWS**
4

5 **1. NAME**

6 Clark Regional Emergency Services Agency (“CRESA”) established by Clark County,
7 Washington, pursuant to RCW 35.21.730 through 35.21.757 and Ordinance No . 2017-
8 10-08 adopted by the Board of County Councilors on October 24, 2017. These Bylaws
9 are subject to any limitations herein, the Ordinance and Charter of CRESA.

10 **2. DEFINITIONS**

11 Unless a different meaning is plainly required by the context, words and phrases used in
12 this agreement shall have the meanings attributed to them in R.C.W. 35.21, 38.52,
13 39.34, and 82.14, provided that in case of any conflict, Clark County Ordinances
14 codified as Ch. 2.48A and Ch. 2.74A Clark County Code, shall control:

15 2.1 “9-1-1 Communications Services” means the regional organization for 9-1-1 call
16 taking and radio dispatch for law enforcement, fire and ambulance providers
17 within Clark County and portions of Cowlitz and Skamania County.

18 2.2 “Charter” means the articles of organization of CRESA adopted by County
19 Ordinance No. 2017-10-08 and all subsequent amendments.

20 2.3 “Customer” means organizations that enter into contract for specific services with
21 CRESA and have no voting representation on the CRESA Administrative Board and
22 do not assume costs related to long-term investments into the infrastructure,
23 therefore service fees would be calculated accordingly.

24 2.4 “Emergency Management Services” means the program that assists participating
25 jurisdictions in preparing for, responding to, and recovering from major emergencies
26 and disasters pursuant to R.C.W. 38.52.

27 2.5 “Executive Head” and “Executive Heads” means the county executive in those
28 charter counties with an elective office of county executive, however designated,
29 and, in the case of other counties, the county legislative authority. In the case of
30 cities and towns, it means the mayor in those cities and towns with mayor-council or
31 commission forms of government, where the mayor is directly elected, and it means
32 the city manager in those cities and towns with council manager forms of
33 government. Cities and towns may also designate an executive head for the
34 purposes of this chapter by ordinance.

35 2.6 “Founding Public Agency” or “Parties” means those parties that were previous
36 signatories to the CRESA Interlocal Agreement entered into February 20, 2001 and
37 that have invested in the infrastructure; are representation on the CRESA
38 Administrative Board and are specifically listed in Section 3 or these Bylaws.

39 2.7 “General purpose governmental jurisdiction” means the state, a city, or a county.

- 40 2.8 "Radio System and Services" means a countywide radio communications
41 infrastructure comprised of voice/data microwave systems.
- 42 2.9 "Service Fee Formula" means the allocation of the cost of CRESA services
43 determined by the CRESA Administrative Board for the purposes of calculating the
44 founding public agencies' or customers' obligations to contribute to the funding of
45 such services for the year.
- 46 2.10 "Small Cities" means the cities of Battle Ground, Camas, LaCenter, Ridgefield,
47 Washougal and Yacolt.

48 **3. PARTICIPATION**

49 Clark County and the Cities of Battle Ground, Camas, LaCenter, Ridgefield,
50 Vancouver, Washougal and Yacolt, and Clark County Fire Districts 3, 6, 9 dba East
51 County Fire and Rescue, 10, 11 dba Clark County Fire and Rescue, and 13, and
52 NCEMS and Cowlitz-Skamania Fire District #7 participate in the operation of CRESA
53 for the purpose of consolidated 9-1-1 communications and regional radio system and
54 services through a combined service agreement.

55 Clark County, which includes the unincorporated service areas within the County, and
56 the Cities of Battle Ground, Camas, LaCenter, Ridgefield, Vancouver, Washougal, and
57 Yacolt also participate in CRESA for the purpose of consolidated emergency
58 management services.

59 Other general purpose governmental jurisdictions and public service providers may join
60 CRESA as a Customer or a Founding Public Agency for consolidated 9-1-1 dispatch
61 and regional radio system and services upon approval of Customer or a Founding
62 Public Agency status by the CRESA Administrative Board (herein after "Board") and
63 based on the process established by the Board and execution of appropriate service
64 agreements.

65 Organizations who are neither general purpose governmental jurisdictions or public
66 service providers may join CRESA as Customers for consolidated 9-1-1 dispatch and
67 regional radio system and services upon approval of Customer status by the Board and
68 execution of separate service agreements.

69 Other organizations who are general purpose governmental jurisdictions or public
70 service providers may participate in emergency management services as Customers
71 upon approval of Customer status by the Board and based on the process established by
72 the Board and execution of separate service agreements.

73 **4. GOVERNING BOARD COMPOSITION, AUTHORITY AND RESPONSIBILITIES**

74 **4.1 Composition**

75 The Board shall consist of the individuals established in Section VII of the
76 Charter.

77 **4.2 Authority and Responsibilities**

78 The Board shall have the authority and responsibilities as established in Section
79 VII of the Charter

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81 4.3 **Conditions**
82 All members of the Board shall serve without compensation from CRESA.
83 Members may only serve for such time they are duly appointed to the Board and
84 acting in the capacity they represent.

85 4.4 **Modification and Replacement**
86 Membership and structure of the Board may only be modified through an
87 amendment to the Ordinance 2017-10-08 and Charter, recommended by two-
88 thirds of the entire Board, and approved by the majority of the participating
89 agencies.

90 The Board may, in the event of a permanent vacancy on the Board, solicit the
91 appointment of a replacement member from the appointing authority. In the
92 event the appointing authority fails to appoint a replacement within sixty (60)
93 days of the Board’s request, the Board may select a person to fill that vacancy.

94 **5. OFFICERS, ELECTIONS, TERMS AND DUTIES**

95 5.1 **Board Offices**

96 5.1.1 Nomination and Election of Officers
97 The majority of the whole membership of the Board shall select a Chair
98 and Vice-Chair. The duties of the Chair are set forth in Article 6 of these
99 Bylaws.

100 5.1.2 Terms of Officers
101 The term of office for Chair and Vice-Chair shall be one year.

102 5.1.3 Removal of Officers
103 The Chair or Vice-Chair may be removed, with or without cause, by two-
104 thirds of the entire board, after providing thirty (30) days written notice to
105 the person to be removed.

106 5.1.4 Vacancies in Offices
107 Vacancies for Chair shall be filled by the Vice-Chair and the resulting
108 vacancy of the Vice-Chair shall be filled immediately by the regular
109 election procedure in 3.2.1 for the unexpired portion of the term.

110 5.2 **Meetings and Meeting Notice**

111 5.2.1 Regular Meetings
112 The Board shall meet not less than four (4) times per year. The time and
113 place of regular meetings of the Board shall be established by the Board on
114 or before January of each year.

115 5.2.2 Special Meetings
116 Special meetings may be called at any time by the Chair or by a majority
117 of the whole Board. Written notice of the special meeting shall be given
118 based on the requirements established in RCW 42.30.080. The notice shall
119 specify the time and place of the meeting and the business to be transacted.

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122 5.3 **Quorums**
123 Five (5) members of the Board constituting five votes shall constitute a quorum for
124 the transaction of business except for certain exceptions as outlined in the
125 Ordinance 2017-10-08, Charter and these bylaws which require two-thirds of the
126 entire Board.

127 5.4 **Voting**
128 Every Board member shall be entitled to vote on all issues before CRESA at duly
129 called meetings under Section 5.2.

130 5.5 **Parliamentary Procedure**
131 Unless otherwise governed by the provisions of these Bylaws or the laws of the
132 State of Washington, Roberts Rules of Parliamentary Procedure shall govern the
133 conduct of all Board meetings. The Chair or his/her designee shall be the
134 parliamentarian.

135 5.6 **Board Acting As A Body**
136 The Board shall act as a body in making its decisions and announcing them. No
137 member shall speak or act for the Board without prior authorization of the Board
138 except as otherwise provided for in these Bylaws.

139 5.7 **Record of Board Meetings**
140 The proceedings of the Board meetings shall be recorded and maintained in
141 accordance with RCW 42.32. The minutes shall consist primarily of a record of
142 the action taken. Prior to the adoption of the minutes, copies of the proposed
143 minutes shall be forwarded to all Board members prior to the next regular meeting
144 for their reference and/or correction. At the next regular meeting, the Board shall
145 consider the minutes for adoption or necessary corrections.

146 5.8 **Advisory Committees**
147 The Chair, from time to time, may appoint Board members and other interested
148 private citizens and representatives of groups and organizations to serve on
149 standing or special committees. At the time of the appointment of such members,
150 the Chair shall state the objective of the Committee and the date upon which a
151 report shall be issued to the Board. Recommendations of such committees shall
152 be considered as advisory only.

153 5.8.1 Financial Subcommittee
154 The purpose of the Financial Subcommittee is to review and provide
155 recommendations to the Board regarding operating budgets and funding,
156 cost share distributions, funding of long term capital debt and other
157 financial matters deemed appropriate by the Board. CRESA Membership
158 of the Financial Subcommittee shall consist at a minimum of five (5) of the
159 following financial representatives: one (1) member from Clark County;
160 one (1) member from the City of Vancouver; one (1) member from the
161 small cities; one (1) member from fire districts; and one (1) member from
162 CRESA staff.

163 **6. DUTIES OF THE CHAIR**

164 The Chair shall preside at all meetings of the Board. In the event of the Chair’s absence or
165 inability to preside, the Vice-Chair shall assume the duties of presiding over the meetings
166 of the Board.

167 The Chair shall act as a spokesperson for the Board and shall act as its representative at
168 meetings with other organizations, committees and other such activities unless such
169 representative shall otherwise be authorized by the Board; provided, however, the Chair
170 may delegate to any Board member the duty of being a representative for Board. The
171 Chair or his/her designated Board member acting as a representative shall make no
172 pronouncements that will obligate or commit CRESA except as provided by these Bylaws
173 or pursuant to the authorization of the Board.

174 **7. AUTHORITY AND RESPONSIBILITIES OF THE DIRECTOR**

175 The CRESA Director shall have the authority and responsibilities to administer the
176 programs of the CRESA and policies adopted by the Board, and in particular shall:

- 177 7.1 Prepare for consideration and adoption by the Board a proposed annual budget of
178 revenues and expenditures for CRESA for the next calendar year;
- 179 7.2 Prepare for consideration and adoption by the Board a proposed annual work plan
180 for CRESA and previous year’s work plan performance.
- 181 7.3 Through service agreements, provide regional 9-1-1 communication and
182 regional radio system and services;
- 183 7.4 Through the service agreements, provide the participating cities, towns, and
184 counties with local emergency management services as established under R.C.W.
185 38.52;
- 186 7.5 Have the authority to hire, discipline, and discharge CRESA personnel in
187 accordance with personnel policies ;
- 188 7.6 Subject to approval of the Board, negotiate and execute any collective bargaining
189 agreements with CRESA employees;
- 190 7.7 Negotiate and execute any contracts for services up to \$50,000.00 without Board
191 approval;
- 192 7.8 Administer all CRESA day-to-day operations consistent with the policies adopted
193 by the Board.

194 **8. FINANCING**

195 **8.1 9-1-1 Communication Services and Radio System Services**

196 For 9-1-1 Communication Services and Radio System Services, so as to ensure
197 appropriate funding of CRESA facilities, equipment and property related to 9-1-1
198 Operations, Enhanced 9-1-1/CAD, and Regional Radio Systems, the Board shall
199 consider recommendations from the CRESA Financial Subcommittee. These
200 financing recommendations shall include consideration of the options for funding
201 of long term capital debt, equipment replacement, and ongoing operations as
202 established under appropriate agreements and resolutions. These financial options
203 shall also include cost allocation formulas, rates, and appropriate charges for

204 services provided to founding public agencies and customers (see Exhibit A,
205 Service Fee Formula).

206 8.2 Emergency Management Services

207 For Emergency Management Services, a per capita charge shall be assessed to
208 participating parties. In calculating the per capita charge, a party's population
209 (numerator) shall be divided by the total of all participating parties' population
210 (denominator) multiplied by that portion of the emergency management budget
211 that is not reimbursed by the Federal Government through the State or other
212 outside revenue sources. A party's population shall be based on the most
213 recently published figures from the State Office of Financial Management
214 ("OFM"). In the event that OFM does not publish such figures on an annual
215 basis, the Director shall request such figures from OFM and, if provided, those
216 figures shall be utilized. In the event of an emergency resulting in the necessity
217 for the carrying out of emergency functions for the preservation and protection
218 of life and/or property, the cost of emergency management services provided by
219 CRESA related to such emergency shall be borne by the emergency
220 management fund balance (if any) and participating political subdivisions
221 affected by such emergency; provided that the Director of CRESA shall obtain
222 approval for such emergency expenditures from the executive head(s) of the
223 benefited political subdivision(s) at the earliest opportunity. If in any case the
224 Board cannot agree upon the proper division of cost, the matter shall be referred
225 to the State Emergency Management Council for arbitration; and the decision of
226 the Council shall be binding.

227 9. BUDGETING

228 For regional 9-1-1 communication services, regional radio system and regional
229 emergency management services the CRESA Financial Subcommittee shall meet at
230 least twice a year. The first meeting will be in the first quarter of the year to review the
231 previous year's revenues and expenses to determine if CRESA is meeting the key
232 principles and concepts established under appropriate financing agreements and
233 resolutions. The second meeting will occur in the third quarter of the year to review
234 preliminary baseline budget for the following year. Based on recommendations from
235 the Financial Subcommittee, the Director of CRESA shall recommend the preliminary
236 budget to the Board on or before the end of the 3rd Quarter, (September 30th) of each
237 year. This budget shall include: proposed services levels, baseline operations budget,
238 any proposed enhancements, recommended capital equipment acquisition, and
239 proposed financing methodologies. The Board shall adopt the final CRESA budget on
240 or before December 15th of each year.

241 10. SERVICE AGREEMENTS

242 A service agreement with the Founding Public Agencies and each Customer shall be
243 entered into for the provision of CRESA providing consolidated 9-1-1 communications
244 and regional radio system and services. A service agreement with Clark County and the
245 cities listed in Section 3 shall also be entered into for the purpose of CRESA providing
246 consolidated emergency management services.

246 These agreements will establish: 1) the scope of CRESA services; 2) the financing for
247 CRESA services is based on Section 8 of these Bylaws; 3) provision of termination
248 based on Section 13 of these Bylaws; Insurance; and Indemnification.

249 **11. INSURANCE REVIEW**

250 The Board shall annually review CRESA's liability and other insurance coverage after
251 providing parties to this Agreement an opportunity to comment on the adequacy of such
252 coverage.

253 **12. AMENDMENT**

254 These Bylaws, as adopted by the Board, may be revised or amended at any regular or
255 special meeting of the Board by a vote of the majority of the whole membership of the
256 Board, except as otherwise provided in the these Bylaws; provided that copies of the
257 proposed revisions or amendments shall have been available to each Board Member at
258 least two (2) weeks prior to the regular or special meeting at which proposed revisions or
259 amendments are to be acted upon.

260 **13. TERMINATION**

261 At the end of four years, or any time thereafter, party may withdraw from the service
262 agreement by giving one year's written notice of their intent to withdraw. Any
263 withdrawal shall be effective no sooner than midnight of December 31st of the year
264 following the giving of the notice.

265 **14. DISSOLUTION**

266 The provisions of dissolution are established in Ordinance 2017-10-08.

267 **15. SEVERABILITY**

268 If any provision of these Bylaws or any provision of any document incorporated by
269 reference shall be held invalid, such invalidity shall not affect the other provisions of these
270 Bylaws which can be given effect without the invalid provision, if such remainder
271 conforms to the requirements of applicable law and the fundamental purpose of this
272 agreement, and to this end the provisions of these Bylaws are declared to be severable.

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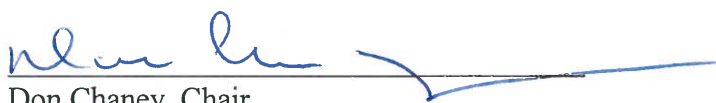
274 **MOVED AND PASSED** at a meeting of the CRESA Administrative Board on Nov. 2,
275 2017 of which all of the members were notified and a quorum was present.

276 **CRESA ADMINISTRATIVE BOARD**

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Don Chaney, Chair