

**CLARK REGIONAL EMERGENCY SERVICES AGENCY**  
**(CRESA)**  
**BYLAWS**

**1. NAME**

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

**2. DEFINITIONS**

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

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

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

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

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

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

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

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

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.

### 5.3 Quorums

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

### 5.4 Voting

Every Board member shall be entitled to vote on all issues before CRESA at duly called meetings under Section 5.2.

### 5.5 Parliamentary Procedure

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

### 5.6 Board Acting As A Body

The Board shall act as a body in making its decisions and announcing them. No member shall speak or act for the Board without prior authorization of the Board except as otherwise provided for in these Bylaws.

### 5.7 Record of Board Meetings

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

### 5.8 Advisory Committees

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

#### 5.8.1 Financial Subcommittee

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

## **6. DUTIES OF THE CHAIR**

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

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

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

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

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

## **8. FINANCING**

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

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

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

## **8.2 Emergency Management Services**

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

## **9. BUDGETING**

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

## **10. SERVICE AGREEMENTS**

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

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

## **11. INSURANCE REVIEW**

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

## **12. AMENDMENT**

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

## **13. TERMINATION**

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

## **14. DISSOLUTION**

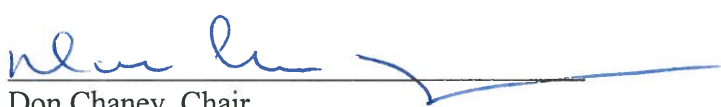
The provisions of dissolution are established in Ordinance 2017-10-08.

## **15. SEVERABILITY**

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

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

## **CRESA ADMINISTRATIVE BOARD**

  
Don Chaney, Chair