



BYLAWS OF THE SONOMA COUNTY PUBLIC SAFETY CONSORTIUM JOINT POWERS AUTHORITY

The Board of Directors of the Sonoma County Public Safety Consortium, a Joint Powers Authority entity established pursuant to Government Code Section 6500, *et seq.* (“SCPSC” hereinafter), hereby adopts the following as its Bylaws pursuant to the terms and provisions of the Restated and Amended Joint Powers Agreement for the Sonoma County Public Safety Consortium Dated March 1, 2020 (the “JPA Agreement” hereinafter).

1. Composition of the Board of Directors. The SCPSC Board of Directors shall be comprised of appointees by Member agencies pursuant to the terms of the JPA Agreement.
2. Selection of Alternate Directors to Serve as Voting Directors. If circumstances warrant selecting one or more Alternate Directors as voting Directors pursuant to the terms of the JPA Agreement, then the Secretary of the Board shall make that selection based on an alphabetical rotation utilizing Member agency name.
3. Officers of the Board of Directors.
 - a. Designated Officers. The following are the designated Officers of the SCPSC Board of Directors:
 - i. Chair of the Board. The Chair of the Board shall preside over meetings, set and prepare the agenda, and ensure that its meetings comply with the requirements of the Ralph M. Brown Act (Government Code Section 54950, *et seq.*). The Chair shall also be authorized to sign contracts, approve payments consistent with the approved budget, and execute other documents approved by the Board, as the authorized representative of the Board. The Chair may delegate his/her authority to act to another member of the Board of Directors or to the Executive Director.
 - ii. Vice Chair of the Board. The Vice Chair of the Board shall perform duties of the Chair of the Board in the Chair’s absence, or as otherwise designated by the Chair. The Vice Chair may delegate his/her authority to act to another member of the Board of Directors or to the Executive Director.
 - iii. Secretary of the Board: In the event that both the Chair and Vice Chair are absent, the Secretary of the Board shall appoint a Director to perform the duties of the Chair. In addition, the Secretary of the Board shall be responsible for: (a) scheduling Board meetings, including special and emergency meetings upon consent of the Chair; (b) preparing and posting agenda for Board meetings; (c) distributing agenda and supporting materials to Board Directors and other stakeholders in sufficient time to allow them to review the written materials prior to the meeting; (d) attending all Board meetings; (e) taking, summarizing, and preserving

meeting minutes; (f) certifying official documents of the Board; and (g) maintaining official records of the Board and its actions. These duties of the Secretary shall be performed by the Executive Director, and may be delegated.

- b. Officers. Only agencies that are entitled to appoint a Director shall hold Officer Positions. Alternate Directors are not eligible. The Chair and Vice Chair of the Board shall rotate alphabetically by agency name at the first meeting after July 1st of each calendar year. The Officers may resign or may be removed from office by a majority vote of the Board at any time. A vacancy caused by death, resignation, or removal of either of these offices may be filled immediately upon a majority vote of the Board at or before the next regularly-scheduled election.
4. Board of Director Meetings. The following procedures and requirements apply to meetings of the SCPSC Board of Directors.
 - a. Brown Act Compliance. All meetings will be conducted in compliance with the requirements of the Ralph M. Brown Act (Government Code Section 5490, *et seq.*). The time at which public comments are allowed during such public meetings, and the time limits for such comments, shall be set at the discretion of the Chair.
 - b. Regular Meetings. The Board of Directors shall conduct regular meetings at least twice a year. By resolution, the Board shall provide the time and place for holding its regular meetings, pursuant to Government Code Section 54954.
 - c. Conduct. Board meetings shall be conducted in an orderly fashion, and Directors shall refer to “Robert’s Rules of Order” for clarification or to specify any particular procedure. Speakers shall be recognized by the Chair before making remarks. Motions may be made by any voting Director and require a second for consideration. The Chair can stop debate and call for a vote at any time.
 - d. Notice of Absence. Directors shall notify the Executive Director at least forty-eight (48) hours in advance if they are unable to attend a Board meeting, to allow sufficient time for the selection of an Alternate Director to fill their position.
 5. Formation of Committees or Sub-Committees. The Board of Directors shall have the ability to establish committees and sub-committees to advise it on matters within its authority and control, on an ad hoc or on-going basis. Once appointed, these committees or sub-committees shall elect a Chair and organize themselves as appropriate to complete their purposes. Committees and subcommittees shall be abolished by majority vote of the Board, as appropriate, or when the purpose for their formation has been satisfied.
 6. Executive Director: The Board shall engage, appoint and/or employ a person to act as the Executive Director of SCPSC. Such Officer shall be responsible for ensuring that the ordinary and necessary business and administrative tasks of the SCPSC are completed, and shall be responsible for reporting to the Board of Directors as well as performing

designated tasks by it. The Executive Director shall also serve in the capacities of Secretary to the Board and the SCPSC Purchasing Agent.

7. Admission of New SCPSC Members. As set out in the JPA Agreement, qualifying non-member public agencies may apply to become members of the SCPSC through the following procedure:
 - a. The applicant shall provide written notice to the Executive Director requesting to be considered for membership in the SCPSC.
 - b. The Executive Director shall determine the proposed operational changes and financial impacts of adding such applicant as a new member, and provide such information along with a recommendation to the Board of Directors.
 - c. The Board of Directors shall determine whether the applicant shall be admitted upon a supermajority (2/3) vote. Such approval is conditioned upon the approval of an amended budget, if deemed necessary to admit the applicant.
 - d. Upon receipt of the required approval of the Board of Directors, an applicant shall be admitted as a new member to the SCPSC upon satisfying the following requirements: (i) submitting to the Executive Director a resolution signed by the applicant's governing body accepting admission as a Member of the SCPSC and authorizing execution of the JPA Agreement; (ii) signing a copy of the JPA Agreement and agreeing to be bound to all of its terms and provisions; and (iii) paying all required impact costs and other expenses related to its membership.
8. Budget Preparation Process: The SCPSC budget shall be developed for each fiscal year (July 1st through June 30th) according to the following process.
 - a. The Executive Director shall present the proposed cost allocation methodology recommendation (by which costs to Members shall be determined) for the next fiscal to the Board of Directors within the first quarter of the then-current fiscal year.
 - b. The Executive Director shall present a preliminary annual budget at the first Board of Directors' meeting held after January 1st of each year.
 - c. The Board of Directors shall adopt a final budget no later than March 31st of each year, in accordance with applicable State law.
9. Billing, Deposit, and Investment of Funds.
 - a. Billing: The Board of Directors shall select an entity to prepare bills, and charge members and any contracting agencies for their allocated costs due under the JPA Agreement or other contracts. Such entity shall also be responsible for providing an accounting to the Board of Directors, and is entitled to reasonable compensation for its efforts.

- b. Deposit and Investment of Funds: All funds received by SCPSC shall be deposited into a separate account held by the Auditor/Controller of the County of Sonoma. The Auditor/Controller has the authority to invest SCPSC funds consistent with County of Sonoma rules and policies regarding public fund investments. All interest accrued shall be used to finance operations and capital projects, per adopted cost allocation methodology.

10. Purchasing and Contracting.

- a. Purchasing Agent. Purchasing authority for the SCPSC shall be vested in a Purchasing Agent. The Executive Director shall serve as the Purchasing Agent, and shall have all authority vested in that office.
- b. Purchasing Authority: The Chair of the Board of Directors and the Purchasing Agent are authorized to sign payment requests and related contracts on behalf of the SCPSC, with or without direct Board approval, if such payments fall within the budget adopted by the Board. For all purchases of goods and services which are anticipated to exceed \$100,000, direct approval of the Board of Directors is required. The purchasing authority provided in this section does not extend to public works contracts.
- c. Competitive Bidding Process. The Purchasing Agent shall direct and verify that the proper purchasing method for goods and services is utilized, to ensure a fair and objective process, as set forth below.

Purchase Amount	Procedure
Up to \$5,000	No competitive bidding process required.
\$5,000 to \$30,000	A minimum of three competitive quotations must be obtained either verbally, via email or fax.
\$30,000 to \$100,000	Written Requests for Proposals will be sought from responsible vendors or contractors.
Over \$100,000	Written Requests for Proposals for sealed or automated bids will be posted in appropriate markets.

- i. Newspaper Publication Not Required. No competitive bidding process requires the solicitation of bid proposals by newspaper publication; instead, the Purchasing Agent shall utilize available methods which are reasonably calculated to provide adequate competition among industry vendors.
- ii. Contract Awards. Awards shall be determined by and be based upon the best proposal, which in the discretion of the Purchasing Agent is the proposal which most adequately meets the needs of the SCPSC at the most competitive price.

- d. Exclusions. The following exclusions apply to the Competitive Bidding Process described above.
- i. Extension of Existing Contracts. A competitive bidding process is not required to negotiate an extension of an existing contract for goods or services based upon satisfactory performance, though such negotiated price must be fair and reasonable.
 - ii. Special Services. A competitive bidding process is not required for the engagement and purchase of special services, such as legal, financial, accounting, or administrative services, falling under the definition of Government Code Section 53060. Ongoing special services contracts shall be reviewed by the Executive Director no less than every three years.
 - iii. CMAS Purchases. The SCPSC is authorized to use the California Multiple Awards Schedule (CMAS) for purchases, according to its requirements, without utilizing a competitive bidding process.
 - iv. Emergency Purchases. Emergency purchases do not require a competitive bidding process. Emergency purchases are limited to those immediately necessary for protection from a substantial hazard to life or property, or occasions when the Purchasing Agent is not accessible and there is an immediate need for continued operation of a SCPSC function. Every emergency purchase shall be promptly reported to the Purchasing Agent in writing and describe the facts constituting the emergency.
 - v. Competitive Bidding Provides No Benefit. If the nature of the purchase is such that a competitive bidding process would not render a value to the SCPSC, including but not limited to single or sole source suppliers, then it need not be invoked.
 - vi. Cooperative Purchases. The competitive bidding process is not required for cooperative purchases made with other public agencies, though the price must be competitive with comparable products offered in the marketplace.
11. Surplus Property. The Purchasing Agent is authorized to sell, exchange, destroy, or donate to a non-profit any item of personal property he/she declares surplus to SCPSC needs.
12. Insurance Coverage. Insurance maintained on behalf of the SCPSC, as well as insurance required of its contractors and sub-contractors, if any, shall be at the highest level of insurance required by its individual Members.
13. Miscellaneous.

- a. Conflict of Interest Code. The Board shall adopt a conflict of interest code and shall review and update the code periodically, as deemed necessary or otherwise required by law.
- b. Document Retention Schedule: The Board shall adopt a document retention schedule consistent with applicable law, and shall review and update the code periodically, as deemed necessary.
- c. Electronic Signatures: Unless otherwise required by law, the use of electronic, digital or facsimile signatures shall be authorized to conduct SCPSC business provided the name and title, if appropriate, is printed for verification purposes.
- d. Amendments. These Bylaws may be revised or otherwise amended by resolution of the Board of Directors upon a majority vote.

Amended Bylaws Adopted on: May 21, 2020