



Bylaws of the Calhoun County Consolidated Dispatch Authority Governing Board of Directors



ARTICLE I – NAME

- Section 1:** The name of the organization shall be the Calhoun County Consolidated Dispatch Center Authority.

ARTICLE II – PURPOSE

- Section 1:** The purpose for which the Authority is organized is to create a single and separate entity called the Calhoun County Consolidated Dispatch Center (CCCDC) which will effectively and efficiently provide dispatch related services.

ARTICLE III – GOVERNING BOARD OF DIRECTORS

- Section 1:** General Powers. The Governing Board is responsible for overall policy and direction of the CCCDC and delegates responsibility for day-to-day operations to the CCCDC's Director and committees. The Governing Board receives no compensation other than reasonable expenses.
- Section 2:** Number. The Governing Board of Directors will consist of nine (9) Directors until changed by amendment to the Interlocal Agreement creating the Calhoun County Consolidated Dispatch Center Authority.
- Section 3:** Initial Board. The initial Governing Board of Directors will consist of nine (9) persons. To foster continuity on the Board, the terms of office of the initial Directors will be staggered such that three (3) Directors will have initial terms of three (3) years, three Directors shall have initial terms of two (2) years and three Directors shall have initial terms of one (1) year.
- Section 4:** Terms of Office. Directors are eligible for reappointment at the request of the governmental unit originally appointing the director. Term limits do not apply.
- Section 5:** Filling Vacancies. If a vacancy occurs on the Governing Board of Directors, the vacancy shall be filled by the governmental unit or entity originally appointing the Director.

Section 6: Committees. Except for the Technical Advisory Committee, the Governing Board of Directors may designate one or more committees including but not limited to an executive committee, finance committee, and nominating committee. Membership on a committee is open to Directors and non-directors; however each committee designated by the Governing Board of Directors shall contain at least one member of the Governing Board of Directors. Members of each committee shall be appointed by the Governing Board upon the nomination by the Chairperson of the Board. The Governing Board of Directors retains the right to replace any committee member.

Each committee, shall be advisory in nature and does not have the power or authority to amend the bylaws, create policy, fill vacancies, fix compensation, or act in any decision making capacity on behalf of the Governing Board of Directors.

A majority of the members of the committee constitute a quorum for the transaction of business, unless these bylaws or resolution of the Governing Board provides for a larger number. The vote of the majority of committee members present at a meeting in which a quorum is present constitutes the action of the committee, unless a larger number is required by these bylaws or resolution of the Governing Board of Directors.

ARTICLE IV – MEETINGS OF THE DIRECTORS

Section 1: Regular Meetings of the Board. Regular meetings of the Board shall be set at the first meeting of each calendar year. Regular meeting means a meeting scheduled by action of the Board to occur on a regular schedule such as a date certain or a certain day of each month or quarter.

Section 2: Special Meetings. Special meetings may be scheduled in conformity with the Michigan Open Meetings Act requiring at least 18 hours actual notice in advance.

Section 3: Conference Telephone. A member of the Board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in or attending the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting. Notwithstanding this provision, each Board member shall participate via communication

equipment only when an unavoidable scheduling conflict prevents in person attendance.

Section 4: Quorum. A majority of the members of the Governing Board of Directors then in office constitutes a quorum for the transaction of the business. Except as otherwise provided in these bylaws or by resolution of the Governing Board, the vote of the majority of the directors who are present at a meeting in which a quorum is present constitutes action of the Board.

Section 5: Resignation and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be removed from the Governing Board for excess absences if he or she has three unexcused absences from Board meetings each year. Unexcused absence means that the Director failed to attend the meeting and failed to notify the Governing Board Chairperson of the absence.

Section 6: All meetings shall be conducted in accordance with the Michigan Open Meetings Act, MCL 15.261 et. seq

ARTICLE V – OFFICERS

Section 1: The Governing Board Officers shall consist of a Chairperson and Vice Chairperson.

Section 2: The initial Chairperson and Vice Chairperson shall be elected at the first organizational meeting. The initial Chairperson and Vice Chairperson elected shall remain in their respective positions for 15 months. Subsequent to the first election and term in office, the Chairperson and Vice Chairperson shall be elected annually based on a calendar year beginning January 1st.

Section 3: In the event the Chairperson or Vice Chairperson resign their office, a new Officer shall be elected by a majority of Directors in office.

Sections 4: Duties. The Chairperson shall prepare a meeting agenda, call the meetings to order, facilitate the meetings, prepare correspondence, sign all necessary paperwork authorized by the Governing Board. The Vice Chairperson shall take the place if the Chairperson in the event the Chairperson is temporarily unable to complete his or her duties.

ARTICLE VI – DIRECTOR AND STAFF

Section 1: Director. A Central Dispatch Center Director shall be hired by the Board and shall serve at its pleasure. The compensation for the Director shall be set annually by the Governing Board. The Director has day-to-day responsibility for the Center, including carrying out the Board's goals and policies. The Director will attend all Board meetings, report on the progress of the Center, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary. The Director of the CCCDC shall be responsible for hiring dispatch center staff.

ARTICLE VII – CONFLICT OF INTEREST

Section 1: A Board member shall not be interested directly or indirectly in any contract or business transaction with the Center, or a board, office or committee of the Center during the time for which the member is appointed to the Governing Board of Directors. In the event a board member becomes aware of a possible conflict, the interested board member shall immediately disclose the existence and nature of the interest/conflict and must be given the opportunity to disclose all material facts to the other members of the board considering the proposed transaction or contract. After disclosure of the interest/conflict and all material facts, and after any discussion, the interested board member shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists. In the event the disinterested board members determine that a conflict exists, the interested board member shall abstain from voting and the Board secretary shall record in the minutes, the determination of the conflict of interest and the vote of each of the board members.

ARTICLE VIII – SIGNING OF DOCUMENTS

Section 1: All checks, contracts, agreements and any other legal document or obligation shall be signed by two individuals designated by the Governing Board. In the absence of such designation, the instruments shall be signed by the Chairperson and Vice Chairperson.

ARTICLE IX – CONSTRUCTION AND DEFINITIONS

Section 1: Unless otherwise indicated by reference or context, the plain meaning of the words shall apply.

ARTICLE X – AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a majority of the Governing Board of Directors. Proposed amendments must be submitted to the Chairperson to be sent out with regular Governing Board announcements.

IN WITNESS WHEREOF, we have authorized the signature of the Chairperson and Vice Chairperson of the Governing Board of Directors to sign on behalf of all Governing Board members as of this day of June 2014.

Calhoun County Central Dispatch Center Authority