

BYLAWS

INTEROPERABILITY NETWORK OF THE SOUTH BAY

The Interoperability Networks of the South Bay (hereafter the “Authority”) is a cooperative agency voluntarily established by its members pursuant to the Joint Exercise of Powers Act of the Government Code of the State of California, for the purpose of acquiring, planning, designing, constructing, operating and maintaining a P25 compliant or equivalent communications system serving the southwest portion of Los Angeles County and their individual political jurisdictions.

Pursuant to Article I of the Joint Exercise of Powers Agreement for the Authority (hereafter the “Agreement”) dated April 26, 2016, by and between the following members: City of El Segundo, City of Gardena, City of Hawthorne, City of Hermosa Beach, City of Manhattan Beach, City of Redondo Beach, and City of Torrance.

These By-Laws were adopted by the Authority’s Governance Board (“Board”) by Resolution No. 2023-1 on October 17, 2023.

2.0 Principal Office

The principal office for the transaction of business of the Authority is hereby fixed and located at:
Interoperability Network of the South Bay
c/o City of Torrance
Communications & Information Technology Department
3031 Torrance Blvd, Torrance CA 90503

3.0 Notice

Notice from one member agency to another shall be given as provided in Article VII, section 7.01 of the Agreement. Member agencies may change the address to which official notices shall be sent by giving notice of such change to all other member agencies at least thirty (30) days prior to the effective date of such change.

4.0 Board of Directors

In addition to provisions described in Article I, section 1.03 of the agreement:

- a. Directors and their alternates shall, at the time of their appointment and for the duration of their service on the Board, be employees of their member agencies.
- b. Each Director and each alternate shall serve at the pleasure of the appointing entity and may be removed by the appointing entity at any time without notice.
- c. Directors shall represent their respective entities and be appointed as set forth in the Agreement.
- d. Resignation of a Director or alternate shall be in writing and filed with the Authority’s Executive Director.
- e. The alternate may not participate and/or vote at a meeting attended by the appointed Board member.
- f. Each agency may appoint two (2) alternates to the Board of Directors.
- g. Directors and alternates are the only ones eligible to represent their Board position including participation and voting at the Board meetings. Proxy voting is prohibited.
- h. Director and alternate vacancies shall be filled in a timely manner by the respective appointing entity.
- i. Authority vacancies (i.e. Executive Director, Secretary) shall be filled in a timely manner by the Board.
- j. Newly appointed Board members not having already received training from their respective agency shall receive Brown Act training within 60 days of assuming office. The entire Board shall receive Brown Act training every two years if not trained by their respective agency.

5.0 Board Officers

In addition to provisions described in Article II of the agreement:

- a. The Board shall elect annually a Chair from among its membership to preside at meetings
- b. In the absence of the Chair, the Board shall be presided over by the Vice-Chair, who shall be elected annually from among the Board's membership.
- c. The Board of Directors will receive nominations from sitting members of the Board to fill the positions of Chair and Vice Chair at a meeting of the Board.
- d. The Board will vote on the nominations for Chair and Vice Chair following Robert's Rules of Order no later than the last regular Governance Board meeting of the year.
- e. The newly elected or re-elected Chair and Vice Chair will assume their positions at the conclusion of the meeting, and will continue in the positions for one year.
- f. The Board may elect such other officers as the Board shall deem necessary or convenient to conduct the affairs of the Authority.
- g. In the event both the Chair and Vice Chair are absent from a meeting a Chair Pro Tem shall be elected based on a simple motion and majority vote of those Board members in attendance to serve for only the one meeting at hand.

6.0 Meetings

The procedures for Board meetings shall be established as follows:

- a. Regular Meetings. The Board shall by resolution establish the number and/or frequency of regular Governance Board meetings to be held each year. The Board shall meet no less than quarterly per year. Future annual meeting dates shall be set no later than Nov 30th.
- b. Special Meetings. Special meetings of the Board may be called in accordance with the provisions of the Ralph M. Brown Act (Government Code Section 54950 et seq.).
- c. Conduct of Meetings. All meetings of the Board and Committees shall be held in accordance with the Ralph M. Brown Act (Government Code Section 54950 et seq.).
 - i. Meetings may be videotaped or broadcast. Recording activity may not be disruptive to the meeting. At the Chair's discretion, disruptive parties shall be cautioned or asked to leave the meeting or the meeting may be temporarily recessed.
 - ii. Any member of the public may physically address the meeting on items of interest to the public that are within the subject matter jurisdiction of the Board or Committee. The Board or Committee cannot act on items raised by public comment but may respond briefly to statements or questions.
 - iii. Speakers during Oral Communications shall be limited to 3 minutes at the discretion of the meeting chair. Speakers during agenzized topics shall be time limited at the discretion of the meeting chair.
- d. Minutes. The Secretary of the Authority shall cause minutes of all meetings of the Board to be kept and shall, as soon as possible after each meeting, cause a copy of the minutes to be forwarded to each Board member, Authority staff and Authority's website.
- e. Quorum. Four (4) Board members shall constitute a quorum for the transaction of routine business.
- f. Except as provided in Article I, section 1.08 of the Agreement, actions of the Board shall require the affirmative vote of a majority of the entire Board.
- g. Meeting Notices. Board and Committee meetings will be posted on the Authority's website, by the meeting host at their typical city hall locations and provided to Board members and alternates by email.
- h. Mailed Agendas. Requests for mailed meeting agendas shall be provided by staff per the Brown Act in consideration of a \$1.00 production and postage fee. Request procedures shall be posted on the Authority's website.
- i. Audio Recordings. Staff may audio record any public JPA meeting to aid in preparing the minutes. Such recordings shall be disposed after the meeting minutes are approved or 30 days after the meeting, whichever comes first.
- j. Committee Meetings. The committee chair shall prepare and post a meeting agenda and produce meeting minutes to be approved at the next scheduled meeting. The chair shall forward a copy of the minutes to each committee member and Authority staff and posted to the Authority's website.

7.0 Legal Notices

All legal notices required by the Government Code shall be published in one or more newspapers of general circulation or posted according to state law.

8.0 Authority Organization

- a. The Board may form any Standing or ad-hoc committees it deems necessary to provide recommendations and direction on issues relating to the Authority. Standing committees such as Operations, Technical and Financial are typical. All committee activity will be required to follow the Brown Act. Agendas and minutes of the committee meetings will be made available to the Board and posted on the web site. The committees, if created, will be made up of nominees from each Board member with representation and authority as listed below.

Operations Committee:

The committee will have up to 7 voting members representing each member agency. It will be responsible for providing expert advice on topics such as, but not limited to, deployment and operating priorities, standardized operating practices, upgrade timelines, and recurring support requirements. The committee can appoint ad hoc committees when it needs to bring in additional expertise to address specific issues. They will make recommendations to the Board through the Executive Director.

Technical Committee:

The committee will have up to 7 voting members representing each member agency. It will be responsible for topics such as, but not limited to, acceptable technology platforms, system design objectives and specifications, products selection and procurement, and recurring support options. The committee can appoint ad hoc committees when it needs to bring in additional expertise to address specific issues. They will make recommendations to the Board through the Executive Director.

Finance Committee:

The committee will have up to 7 voting members representing each member agency. It will be responsible for topics such as, but not limited to, developing an operating budget, forecasting revenue and expenses, exploring capital funding options for growth and replacement, future subscriber unit pricing and managing grant opportunities. See section 11.0 in this document. The committee can appoint ad hoc committees when it needs to bring in additional expertise to specific address issues. They will make recommendations to the Board through the Executive Director.

- b. Voting committee members shall, at the time of their appointment and for the duration of their service on the committee, be employees of their member agency. A contractor paid to represent a member agency via a separate joint powers authority may act as a voting committee member for no more than 1 member agencies. Non-voting committee participants may include commercial vendors, manufacturers, service contractors and consultants. Except for voting on committee recommendations to the Board, non-voting participants may contribute to committee discussion, research, presentations, etc.
- c. Committee meetings shall be held as necessary to discuss and prepare projects and recommendations for the Board. A set meeting schedule is not required. Otherwise, the committee meetings shall conform to the same requirements listed above for Board meetings (i.e. 6b through 6j).
- d. Each agency may appoint two (2) alternates to a committee.

9.0 Staff

- a. The Board shall appoint or hire an Executive Director of the Authority who will be responsible for the general management, administration, direction and development of the Authority's operations

and procedures on a daily basis, including grant applications, acquisitions of equipment, financial administration, meeting administration, recordkeeping, all facilities, employees, consultants, and their respective uses.

- b. The Executive Director may approve certain expenditures up to \$30,000 per incident without approval of the full Board or committees. Any such expenditure will be reviewed at the next regularly scheduled meeting of the Board.
- c. The Executive Director shall serve as the Authority's "Agency Code Officer" responsible for notifying the Code Reviewing Body of any changes to the Conflict of Interest code (i.e. changing positions, renaming authority, changing disclosure categories) and filing a biennial Code Review Certification.
- d. The Secretary shall retain physical records pertinent to the operation of the Authority per the following retention rules:
 - a. Kept until revised/superseded – Joint Powers Authority agreement, by-laws document, appointment letters, and similar documents.
 - b. Kept for 5 years – financial records, completed project contract documents, and similar documents
 - c. Kept Indefinitely – meeting minutes, passed resolutions, and similar documents
- e. The Secretary shall serve as the Authority's "Filing Officer" or "Filing Official" responsible for the collection, processing and storage of forms, lists and letters of appointment (i.e. Conflict of Interest policy roster, FPPC Form 700 filings)

10.0 Board Reimbursement and Compensation

Board members and alternates representing the Authority shall receive reimbursement for any actual expenses incurred for travel directly related to the business of the Authority. There will be no per diem or travel reimbursement for attending Board or committee meetings. Reimbursement requests must be submitted to the Executive Director to be forwarded for Board approval.

11.0 Finances

- a. The financial system of the Authority shall be kept under the provisions as specified in California Government Code Sections 6505 and 6505.5.
- b. The Board shall adopt a budget no later than one hundred twenty (120) days after the first meeting of the Board and no later than June 30th of each year thereafter.
- c. Expenditures by the Authority may not exceed the final budget without a budgetary revision approved by a 2/3 vote of the Board.
- d. Purchasing for the Authority shall be administered by the Executive Director, generally following the City of Torrance purchasing procedures except as defined otherwise herein or via policy and shall be authorized by the Authority's auditor, within budgetary amounts.
- e. The Executive Director may approve sole source expenditures within the limit established in paragraph 9b. Sole source expenditures greater than the Executive Director's authorized limit must be approved by the Governance Board.
- f. Procurement and bidding procedures may be further defined by separate policy as approved by the Governance Board or by delegated authority to the Executive Director.

12.0 Amendments

These Bylaws may be amended from time to time by resolution of the Board. Amendments shall be ratified by a 2/3 majority of the Board.

13.0 Indemnification

The Agreement addresses indemnification in Article VII, section 7.15. The Authority shall acquire such insurance protection as is necessary to protect the interest of the Authority and its members.

14.0 Ethics Training

All Authority officials, staff and employees, both primary and alternate, are required to attend Ethics Training on a biennial (2 years) basis. Individuals holding designated positions shall file their Ethics Training proof of completion with the City Clerk of their respective cities, which will make the documents available for public inspection. A copy of this certificate will be provided to INSB for its records. Individuals not affiliated with a city shall file their proof of completion with the INSB, which will make the documents available for public inspection. See Exhibit A for training requirements.

15.0 Membership Categories

In addition to provisions described in Article VII, section 7.02 of the Agreement, the following two Authority membership categories are permitted as described:

- a. Affiliate – A member authorized to transmit and receive on the radio system on an existing talk-group with local area coverage only for the purposes of interoperability with other system users on an event-by-event basis. An Affiliate may be charged a one-time or recurring fee per radio as determined and approved by the Board.
- b. Subscriber – A member authorized the same privileges of an Affiliate plus the ability to request one or more talk-groups with local area coverage only for daily, routine use by the member. A Subscriber may be charged a one-time or recurring fee per radio and limited as to number of talk-groups as determined and approved by the Board.

Neither membership category described above shall be liable for any shared annual assessments. Nor will they be eligible to participate as a Board or committee member. Affiliate and Subscriber members shall accept radio system access on a secondary basis to Authority members and on a system-wide “best effort” performance basis.

Radio system users given membership access via the Interagency Communications Interoperability System or other partner joint powers agencies shall be honored within the Authority’s system.

Attached: Exhibit A – Ethics Training Requirements

Per Section 14.0, the following ethics training requirements apply:

Position	Ethics Training
Board of Directors (primary and alternate)	Biennial
Committee Members (primary and alternate)	Biennial
Executive Director	Biennial
Secretary & Treasurer	Biennial
Legal Counsel	Biennial
Consultant/Contractor	Not Required