

COWLITZ COUNTY, WASHINGTON ORDINANCE 18-014

AN ORDINANCE creating the COWLITZ 911 Public Authority; approving a charter therefor; establishing a Board of Directors to govern the affairs of Cowlitz 911; and providing how Cowlitz 911 shall conduct its affairs.

WHEREAS, since 1991 certain governmental entities situated in Cowlitz County have been a party (“Parties”) to an interlocal agreement establishing a 911 Council to oversee the Cowlitz County Public Safety Answering Point (PSAP) and providing for the joint and cooperative operation of said PSAP, which provides 9-1-1 emergency and non-emergency communications and dispatch services to citizens within the Parties’ respective jurisdictions; and,

WHEREAS, the Parties desire to continue to provide the county-wide operation of a PSAP that provides 911 emergency and non-emergency communications and dispatch services to citizens within the Parties’ respective jurisdictions by reorganizing and re-establishing the existing Cowlitz County PSAP as a Public Authority, and establishing the name of the new organization as “Cowlitz 911”, and transferring all existing Cowlitz County PSAP assets and liabilities to Cowlitz 911, and transferring all administrative functions heretofore performed by Cowlitz County to Cowlitz 911.

NOW, THEREFORE,

THE COWLITZ COUNTY BOARD OF COMMISSIONERS ORDAINS AS FOLLOWS:

New Section. Section 1. A new Chapter 2.46 “Cowlitz 911 Public Authority” is added to the Cowlitz County Code as follows:

Chapter 2.46 - Cowlitz 911 Public Authority

2.46.010	Purpose
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2.46.180	Insurance
2.46.190	Trusteeship
2.46.200	Dissolution
2.46.210	Construction and Order of Precedence

2.46.010 - Purpose. As authorized by RCW 35.21.730 through RCW 35.21.759, a public authority, to be known as “Cowlitz 911,” is hereby created exclusively to undertake, assist with, and otherwise facilitate the public function of providing 911 emergency and non-emergency communications and dispatch services

including a 911 emergency communications system, and perform any other public function relating to providing a countywide 911 emergency communications system. For the purpose of receiving the same immunities or exemptions from taxation as that of the County, Cowlitz 911 constitutes a public agency and an authority and instrumentality of the County (within the meaning of Article VII, Section I of the Constitution of the State of Washington and within the meaning of those terms in regulations of the United States Treasury and rulings of the Internal Revenue Service prescribed pursuant to Section 103 of the Internal Revenue Code of 1986, as amended).

2.46.020 - Definitions. Unless the context clearly requires otherwise, the definitions in this section apply throughout this chapter.

- (1) "Board of directors" or "board" means the governing body of Cowlitz 911.
- (2) "Director" means a member of the board.
- (3) "Bylaws" means the rules adopted for the regulation or management of the affairs of Cowlitz 911 and all subsequent amendments thereto.
- (4) "Charter" means the articles of organization of Cowlitz 911 adopted by this ordinance and all subsequent amendments thereto.
- (5) "Clerk" means the clerk of Cowlitz County Board of Commissioners or a person authorized to act on her or his behalf.
- (6) "County" means Cowlitz County, acting through the Cowlitz County Board of Commissioners.
- (7) "Cowlitz County Fire Officials Association" means the commissioners of all fire protection districts in Cowlitz County.
- (8) "Cowlitz Association of Sheriff and Police Chiefs" means the elected sheriff of Cowlitz County and the appointed police chiefs of each incorporated city or town in Cowlitz County.
- (9) "Public authority" or "authority" means the authority created under this ordinance.
- (8) "Resolution" means a final action of a quorum of the board, evidenced by a written instrument signed by the chair of the board of directors.
- (10) "State" (when used as a noun) shall mean the State of Washington.
- (11) "Property" shall have the same meaning as in Article VII, Section 1 of the Washington State Constitution, and includes real and personal property, equipment and furnishings, cash, accounts receivable, and anything tangible or intangible that is capable of being owned or controlled to produce value or generate cash flow.
- (12) "Funding Formula" means the formula used to calculate fees charged to public agencies for 911 communications system services provided by Cowlitz 911 as authorized under the Charter and as set forth in the bylaws.

2.46.030 - General Powers. Except as limited by the State constitution, laws, regulations, charter, or this ordinance, Cowlitz 911 shall have and may exercise all lawful powers necessary or convenient to effect the purposes for which Cowlitz 911 is organized, including the powers listed in this section.

- (1) Acquire, construct, own, sell, lease, exchange, encumber, improve, use, transfer, or grant security interest in property.
- (2) Contract with public and private entities.

(3) Employ and terminate personnel, with or without cause, and contract for personnel and services with public and private entities.

(4) Accept transfers, gifts, or loans of funds or property.

(5) Sue and be sued.

(6) Incur indebtedness and issue bonds and other instruments evidencing indebtedness.

(7) Transfer funds, property, property interests, or services.

(8) To exercise any other powers that are consistent with the purpose for which Cowlitz 911 is organized, and are within the express or implied authority of and may be exercised by the County.

2.46.040 - Liability. Cowlitz 911 is an independent legal entity exclusively responsible for its own debts, obligations and liabilities. All liabilities incurred by the authority shall be satisfied exclusively from the assets and credit of Cowlitz 911, and no creditor or other person shall have any recourse to the assets, credit, or services of Cowlitz County on account of any debts, obligations, liabilities, acts, or omissions of Cowlitz 911.

2.46.050 - Limitation of Powers. In all activities and transactions, Cowlitz 911 shall be limited as provided in this section.

(1) Cowlitz 911 shall have no power of eminent domain or any power to levy taxes or special assessments.

(2) Cowlitz 911 shall have no power to incur or create any liability that permits recourse by any party or member of the public to any assets, services, resources, or credit of the County. All liabilities incurred by Cowlitz 911 shall be satisfied exclusively from the assets and credit of Cowlitz 911, and no creditor or other person shall have any recourse to the assets, credit, or services of the County on account of any debts, obligations, liabilities, acts or omissions of Cowlitz 911.

(3) The powers, authorities, or rights expressly or impliedly granted to Cowlitz 911 shall not exceed Cowlitz County's express or implied powers.

(4) Cowlitz 911 is subject to all general laws regulating Cowlitz County and its officers and officials, including, but not limited to:

(a) Audits by the State auditor and accounting requirements in chapter 43.09 RCW;

(b) Open public record requirements in chapter 42.56 RCW;

(c) Open public meetings and other public process laws in chapter 42.30 RCW;

(d) Preservation and destruction of public records in chapter 40.14;

(e) Public works requirements in chapter 39.04 RCW;

(f) Competitive bidding and prevailing wage laws in chapter 39.04 RCW;

(g) Local government whistleblower laws in chapter 42.41 RCW;

(h) The prohibition on using public facilities for campaign purposes in chapter 42.17A RCW;

(i) The Code of Ethics for municipal officers in chapter 42.23 RCW;

(j) Payments and advancements in chapter 42.24 RCW; and

(k) The provisions of chapter 4.96 RCW for actions against Cowlitz 911 and its directors, officers, employees and volunteers.

(5) As required by RCW 35.21.745(1), Cowlitz County shall oversee the operation and funds of Cowlitz 911 in order to correct any deficiency and to assure that the purposes of Cowlitz 911 are reasonably accomplished.

2.46.060 - Charter. The initial charter for Cowlitz 911, Exhibit A of this ordinance, is hereby approved. The charter shall be issued in duplicate originals, each bearing the signature of the Cowlitz County board of commissioners and attested by the Clerk. One original shall be filed with the Clerk; a duplicate original shall be provided to the authority. The charter shall not be codified.

2.46.070 - Effect of Issuance of Charter. Cowlitz 911 shall commence its existence effective upon issuance of its charter. Except as against the State or the County in a proceeding to cancel or revoke the charter, delivery of a duplicate original charter shall conclusively establish that Cowlitz 911 has been established in compliance with the procedures of this ordinance. A copy of the charter, and any amendments thereto, shall be provided to the Washington Secretary of State, the State auditor and the Cowlitz County Auditor.

2.46.080 - Board of Directors. All corporate powers of Cowlitz 911 shall be exercised by or under the authority of the board of directors; and the business, property and affairs of Cowlitz 911 shall be managed under the supervision of the board of directors, except as may be otherwise provided by law, this ordinance, or the charter.

(1) Board of directors. The members of the board of directors shall be as provided in the charter. The board of directors shall include, at a minimum, the following nine directors:

- (a) One Cowlitz County commissioner, appointed by the Board of County Commissioners;
- (b) The Cowlitz County Sheriff;
- (c) One Longview City Councilmember, appointed by the Longview City Council;
- (d) The Longview City Manager, appointed by the Longview City Council;
- (e) The Longview Police or Fire Chief, appointed by the Longview City Manager on an alternating two-year rotation.
- (f) The Kelso City Manager, appointed by the Kelso City Council;
- (g) One Cowlitz 2 Fire & Rescue representative, appointed by the Cowlitz 2 Fire & Rescue Board of Fire Commissioners.
- (h) One representative for Fire Protection Districts excluding Cowlitz 2 Fire & Rescue, appointed by the Cowlitz County Fire Officials Association, for a two-year term.
- (i) One representative for municipal Police Departments, appointed by the Cowlitz Association of Sheriff and Police Chiefs, excluding the Longview Police Department and the Cowlitz County Sheriff's Office, for a two-year term.

(2) Ex-Officio Members. The board of directors may appoint non-voting ex-officio members to the board of directors.

(3) Alternates. Each city, board, office or group represented by a voting director, as provided above, shall designate an alternate public official for each voting director position. Each agency or group represented by an ex-officio director, as provided above, shall designate an alternate for each ex-officio

director. The names of all directors and alternates shall be sent to Cowlitz 911 in writing to be filed, and shall be updated in writing whenever the designees are changed, whose name shall be filed with Cowlitz 911. Alternate directors may attend all board of director meetings. Alternates for voting directors shall have full powers to vote and act as a director member at all such meetings that such alternate attends in lieu of the regularly designated voting director.

(4) Conditions. A director may only serve for such time that his or her jurisdiction receives 911 emergency and non-emergency communications and dispatch services from Cowlitz 911; and, he or she is the duly appointed, acting, or elected official of the County, city or designated group or organization. All directors shall serve without compensation from Cowlitz 911.

2.46.090 - Quorum. A quorum for the board of directors shall consist of any five (5) voting members.

2.46.100 - Meetings of the Board. The board shall meet as provided in the charter, but not less than quarterly. Minutes shall be kept in accordance with chapter 42.32 RCW.

2.46.110 - Bylaws. Within thirty days after issuance of the charter, the board of directors shall hold an organizational meeting, appoint a chair and vice chair, and adopt bylaws. The bylaws shall be consistent with the charter. In the event of a conflict between the bylaws and this ordinance or the charter, this ordinance or the charter, as the case may be, shall control. The power to alter, amend, or repeal the bylaws or adopt new ones shall be vested in the board except as otherwise provided in the charter.

2.46.120 - Board Review and Approval.

(1) At least quarterly, the board of directors shall review monthly statements of income and expenses which compare budgeted expenditures to actual expenditures. The board of directors shall review all such information at regular meetings, the minutes of which shall specifically note such reviews and include such information.

(2) Review and approval of the board of directors by resolution shall be necessary for any of the following transactions:

(a) Transfer or conveyance of an interest in real estate other than release of a lien or satisfaction of a mortgage after payment has been received and execution of a lease.

(b) Contracting of debts, issuance of notes, debentures or Bonds, and mortgaging or pledging of Cowlitz 911 assets or credit to secure the same.

(c) Donation of money, property, or other assets belonging to Cowlitz 911.

(d) Action by Cowlitz 911 as a surety or guarantor.

(e) Adoption of an annual budget and a separate capital budget(s), and amendments thereto, submitted to the board of County Commissioners.

(f) Certification of annual reports and statements to be filed with the Clerk as true and correct in the opinion of the board of directors and of its members except as noted.

(g) Adopting and amending the charter and bylaws.

(h) Consistent with chapter 4.96 RCW, adopt policies and procedures for managing actions against Cowlitz 911, directors, officers, employees, and volunteers.

(i) Instituting legal proceedings in Cowlitz 911's name.

- (j) Recommend the dissolution of Cowlitz 911 to the Board of County Commissioners, upon approval by two-thirds of all members of the board.
- (k) Amending the Funding Formula, upon approval by two-thirds of all members of the board.
- (l) Approve an Annual Report to the Board of Commissioners on the accomplishments of Cowlitz 911, pursuant to 2.46.050(5).

2.46.130 - Charter Amendments.

(1) Proceedings Preliminary to Amending the Charter. Any director may propose to amend the charter. Whether to consider a proposal to amend the charter requires action by resolution of the board of directors adopted at a regular or special meeting of which thirty days advance written notice was given to each director. If the board of directors approves consideration of the proposal to amend the charter, information about the proposed charter amendment, including a copy of the proposed amendment in a format that strikes over material to be deleted and underlines new material and a statement of the amendment's purpose and effect, shall be provided to each member of the board of directors and to the Clerk at least thirty days prior to the meeting at which a vote will be taken on a resolution amending the charter.

(2) Action Amending the Charter. After the preliminary proceedings described in Section 2.46.130(1) have occurred, approval of a resolution by two-thirds of the entire board of directors may be taken amending the charter. If the amendment differs materially from the proposed amendment considered during preliminary proceedings, then the preliminary proceedings described in Section 2.46.130(1) shall be repeated. After approval of the resolution amending the charter, the amended charter shall be issued in duplicate originals, each bearing the signature of the board of directors. One original shall be filed with the Clerk and a duplicate original shall be retained by the authority.

(3) Consistency with Cowlitz County Code. Pursuant to RCW 35.21.745(1), all charter amendments must be consistent with Chapter 2.46 "Cowlitz 911 Public Authority."

2.46.140 - Treasurer. The board of directors shall appoint a Treasurer for Cowlitz 911. The Treasurer may be a Cowlitz 911 employee, a public entity or a private company. There is hereby created and established a special pooled fund, to be administered by the Treasurer, which shall be known as the "Cowlitz 911 Fund" into which shall be deposited all funds received for the account of Cowlitz 911 and from which shall be paid all proper claims, including payroll, as allowed by the board of directors.

2.46.150 - Funding. Funding of Cowlitz 911 operations and activities will include revenue generated by enhanced 911 sales, use, and excise taxes as allowed under RCW 82.14B.030 and RCW 38.52.500 et seq., and revenue generated from the Funding Formula consistent with the Charter, the bylaws, and Section 2.46.010.

2.46.160 - Audits, Inspections, and Reports. Local government accounting laws, RCW 49.09.200 through RCW 43.09.2855, shall apply to Cowlitz 911, and copies of all reports filed with the State auditor shall be filed contemporaneously with the Clerk. At any reasonable time and as often as the County or State Auditor deem necessary, Cowlitz 911 shall make available for inspection, examination, auditing, and copying all of its records, including but not limited to contracts, invoices, payrolls, personnel records, inventories, and financial records. The County may require Cowlitz 911 to conduct a performance audit consistent with auditing standards adopted by the U.S. Government Accountability Office.

2.46.170 - Fidelity Bonds. Each official of Cowlitz 911 responsible for handling accounts and finances shall file a fidelity bond in an amount determined by the board of directors to be adequate and appropriate, and may hold office only as long as such a bond continues in effect.

2.46.180 - Insurance. Cowlitz 911 shall maintain in full force and effect public liability insurance in an amount sufficient to cover potential claims for bodily injury, death, or disability and for property damage, which may arise in connection with the acts or omissions of Cowlitz 911.

2.46.190 - Trusteeship. Should there be evidence of significant financial mismanagement; a pending or actual default of any debt instrument of Cowlitz 911; and/or evidence of malfeasance by the board of directors, the County may, after a public hearing with notice to Cowlitz 911, petition the Superior Court to impose a trusteeship over Cowlitz 911. Any trustee appointed by the Superior Court shall take such actions as necessary during the trusteeship to achieve the objectives thereof as reasonable, including suspend and/or remove Cowlitz 911 officials, manage the assets and affairs of Cowlitz 911, exercise any and all Cowlitz 911 powers as necessary or appropriate to fulfill outstanding obligations, restore the capability of Cowlitz 911, and, if so authorized by the Superior Court, to oversee its dissolution in accordance with RCW 35.21.750.

2.46.200 - Dissolution.

(1) The board of directors may propose to the County that Cowlitz 911 be dissolved. Such proposal must be made by resolution adopted by two-thirds of all members of the board of directors at a regular or special meeting of which thirty days advance written notice was given to each director, the Clerk, every city and fire district situated within the boundaries of Cowlitz County, and any other entity as prescribed in the bylaws. Information about the proposed dissolution, including the grounds for dissolution and distribution of Cowlitz 911 property, shall be provided to each member of the board of directors, the Clerk, every city and fire district situated within the boundaries of Cowlitz County, and any other entity as prescribed in the bylaws at least fourteen days prior to the meeting at which a vote will be taken on the resolution. Within thirty days of adoption of a resolution approving dissolution of Cowlitz 911, a copy of the resolution shall be delivered to the Clerk. The County may, after a public hearing, dissolve Cowlitz 911. Upon dissolution, all Cowlitz 911 property, net of all outstanding liabilities, shall be distributed as set forth in an agreed plan of distribution adopted by two-thirds of all members of the board of directors and used only for enhanced 911 emergency communications systems consistent with chapter 82.14B RCW and RCW 38.52.500 et seq.'

(2) The County may, after a public hearing with notice to Cowlitz 911, petition the Superior Court to dissolve Cowlitz 911 in accordance with RCW 35.21.750. Upon dissolution of Cowlitz 911 and the winding down of its affairs, and as determined by order of the Court, any remaining rights, assets, and property may be transferred to a qualified public entity or entities which will fulfill the purposes for which Cowlitz 911 was chartered. Otherwise, all remaining rights, assets, and property shall vest in the County. Upon completion of dissolution proceedings, the Clerk shall indicate such dissolution by inscription of "charter cancelled" on the charter of Cowlitz 911, and the existence of Cowlitz 911 shall cease. The Clerk shall give notice thereof to the State auditor and to other persons as provided in the dissolution statement.

2.46.210 - Construction and Order of Precedence. This ordinance shall be liberally construed so as to effectuate its purposes and the purposes of RCW 35.21.730 through RCW 35.21.759. In the event of an inconsistency between the charter and this ordinance, the inconsistency shall be resolved by giving precedence to this ordinance.

New Section. Section 2. Severability. If any provision of this Ordinance or its application to any person or circumstance is held invalid or unconstitutional, the remainder of the Ordinance or its application to other persons or circumstances shall not be affected.

New Section. Section 3. Recitals. The recitals herein shall be findings of fact and are incorporated herein by reference but shall not be codified.

New Section. Section 4. Effective Date. This Ordinance shall take effect on March 13, 2018.

Board of County Commissioners
Cowlitz County, Washington



Joe Gardner, Chairman



Dennis P. Weber, Commissioner



Arne Mortensen, Commissioner

Attest: 

Lisa Huckleberry, Acting Clerk of the Board

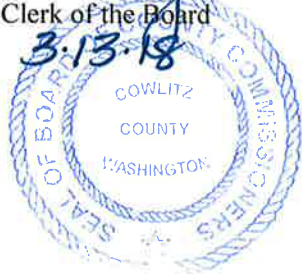


Exhibit A
CHARTER
of the
COWLITZ 911 PUBLIC AUTHORITY

ARTICLE I: NAME

Name. The name of Cowlitz 911 shall be Cowlitz 911.

ARTICLE II: AUTHORITY AND LIMIT ON LIABILITY

Section 2.01. Authority. Cowlitz 911 is a public corporation organized pursuant to RCW 35.21.730 through 35.21.759, and Ordinance No. 18-014 (the "Ordinance") of Cowlitz County, Washington (the "County").

Section 2.02. Limit on Liability. All liabilities incurred by Cowlitz 911 shall be satisfied exclusively from the assets, credit, and properties of Cowlitz 911, and no creditor or other person shall have any right of action against or recourse to the County, its assets, credit, or services, on account of any debts, obligations, liabilities or acts or omissions of Cowlitz 911.

ARTICLE III: DURATION

The duration of Cowlitz 911 shall be perpetual except as provided in the Ordinance.

ARTICLE IV: PURPOSE

As authorized by RCW 35.21.730 through RCW 35.21.759, Cowlitz 911 is established exclusively to undertake, assist with, and otherwise facilitate the public function of providing a countywide enhanced 911 emergency communications system, and perform any other public function relating to providing a countywide enhanced 911 emergency communications system. Cowlitz 911 shall have no purpose other than the public function of providing a countywide enhanced 911 emergency communications system. For the purpose of receiving the same immunities or exemptions from taxation as that of the County, Cowlitz 911 constitutes a public agency and an authority and instrumentality of the County (within the meaning of Article VII, Section I of the Constitution of the State of Washington and within the meaning of those terms in regulations of the United States Treasury and rulings of the Internal Revenue Service prescribed pursuant to Section 103 of the Internal Revenue Code of 1986, as amended).

ARTICLE V: POWERS AND RESPONSIBILITIES

Section 5.01. Powers. Cowlitz 911 shall have and may exercise all lawful powers conferred by State laws, the Ordinance, this Charter, and its Bylaws. Cowlitz 911 in all of its activities and transactions shall be subject to the powers, procedures, and limitations contained in the Ordinance.

Section 5.02. Provision of Services. Cowlitz 911 shall provide enhanced 911 emergency communications services to public agencies desiring the same. Public agencies receiving such services shall pay fees for these services as established by the board of directors.

Section 5.03. Federal Communications Commission Licenses. Cowlitz 911 shall be responsible for holding, maintaining and renewing all Federal Communications Commission (FCC) Radio Frequency Licenses necessary for operations on Cowlitz 911's primary dispatch channels. In consideration for access to Cowlitz 911's radio channels; Cowlitz 911's maintenance of said radio channels and their supporting infrastructure; Cowlitz 911's support of interagency interoperability; Cowlitz 911's improvements to the region's overall radio infrastructure; as well as the assurance that a future terminating user agency would not be able to negatively affect the remaining user agencies by legally operating on Cowlitz 911's licensed

radio channels, each Cowlitz 911 user agency agrees to transfer its existing public safety FCC Radio Frequency Licenses for its primary dispatch channel(s) to Cowlitz 911. Provided, however, any user agency which, when this charter is enacted, owns, operates, maintains and licenses an independent radio system separate from the Cowlitz 911 radio system, shall be allowed to intertie with the Cowlitz 911 radio system and shall not be required to transfer the FCC License(s) associated with such independent system to Cowlitz 911. Cowlitz 911 shall ensure all FCC Radio Frequency Licenses include authorization so each Party can use Cowlitz 911's primary dispatch channels.

Section 5.04. Actions Against Cowlitz 911 and its Directors, Officers, Employees and Volunteers. The provisions of chapter 4.96 RCW shall apply to actions against Cowlitz 911 and its directors, officers, employees, and volunteers.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.01. Obligations and Responsibilities of Board of Directors. Management of all Cowlitz 911 affairs shall reside in a board of directors ("Board of Directors"), which shall control and oversee Cowlitz 911's operations and funds, correct any deficiencies, and assure that the purposes described in the Ordinance and this charter are reasonably accomplished.

Section 6.02. Board of Directors Composition. The directors shall be as follows:

- (a) One Cowlitz County commissioner, appointed by the Board of County Commissioners;
- (b) The Cowlitz County Sheriff;
- (c) One Longview City Councilmember, appointed by the Longview City Council;
- (d) The Longview City Manager, appointed by the Longview City Council;
- (e) The Longview Police or Fire Chief, appointed by the Longview City Manager on an alternating two-year rotation.
- (f) The Kelso City Manager, appointed by the Kelso City Council;
- (g) One Cowlitz 2 Fire & Rescue representative, appointed by the Cowlitz 2 Fire & Rescue Board of Fire Commissioners.
- (h) One representative for Fire Protection Districts excluding Cowlitz 2 Fire & Rescue, appointed by the Cowlitz County Fire Officials Association, for a two-year term.
- (i) One representative for municipal Police Departments, appointed by the Cowlitz Association of Sheriff and Police Chiefs, excluding the Longview Police Department and the Cowlitz County Sheriff's Office, for a two-year term.

Section 6.03. Alternates. The appointment and administration of alternate members of the board of directors shall be as provided in the Ordinance.

Section 6.04. Conditions. The conditions for serving on the board of directors shall be as provided in the Ordinance.

Section 6.05. Quorum. A quorum for the board of directors shall consist of any five (5) voting members.

Section 6.06. Committees. The board of directors may appoint committees as provided for in the Bylaws. The board of directors shall appoint the chairpersons for the Police Technical Advisory Committee and the Fire and EMS Technical Advisory Committee as ex-officio members to the board of directors.

Section 6.07. Voting. The board of directors shall strive to operate by consensus. Each individual director shall have one vote. Unless a super majority vote is specifically required by the Ordinance, this Charter or the bylaws, Board decisions shall require a simple majority vote of more than one-half of the votes cast when a quorum is present.

Section 6.08. Officers. The board of directors shall have two officers, a Chair and Vice-Chair. Appointment, removal, and term of the officers shall be as established in the bylaws.

Section 6.09. Action Requiring Approval of the Board of Directors. Review and approval of the board of directors shall be necessary for any of the following actions:

- (a) Making and amending bylaws to govern Cowlitz 911 board of director procedures.
- (b) Proposing amendments to the charter.
- (c) Appointing the executive director, who shall serve at the board of directors' pleasure and convenience.
- (d) Consistent with the Ordinance and this charter, determining what services shall be offered and under what terms they shall be offered.
- (e) Reviewing and adopting an annual budget, a separate capital budget, and amendments.
- (f) Establishing appropriate fees for 911 emergency communications services provided by contract to other public agencies ("service fees").
- (g) Adopt operating policy for Cowlitz 911.
- (h) Establishing, amending, and eliminating classifications for all Cowlitz 911 positions, fixing compensation, and adopting personnel policies.
- (i) Transferring or conveying interests in real estate other than release of a lien or satisfaction of a mortgage after payment has been received and execution of a lease for a term less than one year.
- (j) Contracting of debts, issuance of notes, debentures or Bonds, and mortgaging or pledging of Cowlitz 911 assets or credit to secure the same.
- (k) Donating money, property, or other assets belonging to Cowlitz 911.
- (l) Action by Cowlitz 911 as a surety or guarantor.
- (m) All capital expenditures in excess of \$50,000, and all other transactions which: (i) the consideration paid, received, or exchanged by Cowlitz 911 exceeds \$50,000; (ii) performance by Cowlitz 911 extends over a period exceeding three years from the date of execution of an agreement therefor; or (iii) Cowlitz 911 assumes duties to the County, State, United States, or other governmental entity.
- (n) Certificating annual reports and statements to be filed with the Clerk as true and correct in the opinion of the board of directors and of its members except as noted.
- (o) Consistent with chapter 4.96 RCW, adopt policies and procedures for managing actions against Cowlitz 911, directors, officers, employees, and volunteers.
- (p) Instituting legal proceedings in Cowlitz 911's name.
- (q) Hiring or retaining legal counsel and independent accountants and auditors.
- (r) Review the charter no fewer than every 10 years with the assistance of legal counsel.
- (s) Appoint and delegate authority to committees as provided in the bylaws.

- (t) Such other actions, duties, and responsibilities as the Ordinance or this charter shall repose in the board of directors or the board of directors may reserve.
- (u) Recommend the dissolution of Cowlitz 911 to the Board of County Commissioners upon approval by two-thirds of the entire board of directors.
- (v) Amending the funding formula, upon approval by two-thirds of the entire board of directors.
- (w) Amending the charter, upon approval by two-thirds of the entire board of directors.
- (x) Fixing the dates and times for the regular board of director meetings.

ARTICLE VII: MEETINGS

Section 7.01. Board of Directors Meetings. The board of directors shall meet as established in the bylaws, but not less than quarterly. Minutes shall be kept in accordance with chapter 42.32 RCW. Special meetings of the board of directors may be called as provided in the bylaws.

Section 7.02. Open Public Meetings. The Open Public Meetings Act, chapter 42.30 RCW, shall apply to all meetings of the board of directors or any committee thereof when the committee acts on behalf of the board of directors, conducts hearings, or takes testimony or public comment.

Section 7.03. Parliamentary Authority. Robert's Rules of Order shall guide meetings where they are not inconsistent with this charter or the bylaws.

Section 7.04. Minutes. The board of directors shall cause minutes to be kept of all regular or special meetings of the board of directors. The minutes shall include a record of individual votes on all matters requiring approval of the board of directors.

ARTICLE VIII: BYLAWS

The bylaws may be amended to provide additional or different rules governing Cowlitz 911 and its activities as are not inconsistent with the laws of the State, the Ordinance, or this charter. The board of directors may provide in the bylaws for all matters related to the governance of Cowlitz 911, including but not limited to matters referred to elsewhere in this charter.

ARTICLE IX: AMENDMENTS TO CHARTER AND BYLAWS

Amending the Charter and Bylaws. Amendments to the charter shall be as provided in the Ordinance. Amendments to the bylaws shall be as provided in Article VIII and the bylaws.

ARTICLE X. FISCAL AND BUDGET

Section 10.1. The Fiscal Year. The fiscal year shall coincide with the calendar year.

Section 10.2. Funding. Funding of Cowlitz 911 operations and activities will include funds distributed to Cowlitz 911 as allowed under RCW 82.14B.030 and RCW 38.52.500 et seq., and revenue generated from fees charged to agencies receiving enhanced 911 emergency communications and other services from Cowlitz 911. By resolution, the board of directors may amend the funding formula in the bylaws upon approval by two-thirds of all members of the board of directors, provided that at least sixty days prior to the meeting at which a vote will be taken on an amendment to the formula, written notice of the proposed formula shall be given to each director, the Clerk, every city and fire district situated within the boundaries of Cowlitz County, and any other entity as prescribed in the bylaws.

Section 10.3. Budget Estimates. Within the times prescribed in the bylaws, the executive director shall provide in writing to each director detailed and itemized estimates of probable revenues and all expenditures required for the ensuing fiscal year, to include Cowlitz 911's work plan and proposed service fees for services provided by contract to other public agencies.

Section 10.4. Adoption of Budget. Within the times prescribed in the bylaws, the board of directors shall fix and determine each item of the budget separately, and adopt an annual work program, budget, and service fees for the ensuing fiscal year that identifies anticipated activities, goals, revenues, and expenditures for completing the work program. No increase or decrease to the final budget shall occur without the approval of the board of directors.

Section 10.5 Excess of Expenditures, Liability. Expenditures made, liabilities incurred, or warrants issued in excess of any of the detailed budget appropriations or as amended by the board of directors shall not be a liability of Cowlitz 911, but the official making or incurring such expenditure or issuing such warrant shall be liable therefor personally and upon his or her official bond.

Section 10.6. Accounting, Budgeting, and Reporting. Cowlitz 911 shall be subject to the Budgeting Accounting & Reporting System (BARS) applicable local government, and shall comply with Local Government Accounting laws, including but not limited to Chapter 43.09 RCW.

XI. REGISTERED AGENT, CLAIMS, AND SERVICE

A. The registered agent for Cowlitz 911 is the Executive Director. The identity of the agent and the address where he/she may be reached during normal business hours must be recorded with the County Auditor. A statement of the registered agent designation, executed by the Chair of the Board of Directors, shall be filed with the Secretary of State.

B. Claims for damages made under Chapter 4.96 RCW shall be filed with the Executive Director. The identity of the agent and the address where he/she may be reached during normal business hours must be recorded with the County Auditor.

C. Service of process under RCW 4.28.080 shall be by delivering a copy of the summons and complaint to Executive Director. The identity of the agent and the address where he/she may be reached during normal business hours must be recorded with the County Auditor.

D. Within 30 days of receipt of the filings described in this Article XI, Cowlitz 911 shall file copies with the Clerk.

ARTICLE XII: COMMENCEMENT

Cowlitz 911 shall commence its existence effective upon the issuance of its charter, as sealed and attested by the Clerk.

ARTICLE XIII: DISSOLUTION

Dissolution of Cowlitz 911 shall be in the form and manner required by State law and the Ordinance.

ARTICLE XIV: ORDER OF PRECEDENCE

In the event of an inconsistency between the charter and the Ordinance, the inconsistency shall be resolved by giving precedence to the Ordinance.

ARTICLE XV: APPROVAL OF CHARTER

This charter was APPROVED by Ordinance No. 18-014, adopted by the Board of County Commissioners of Cowlitz County, Washington, on the 13th day of March, 2018.

Board of County Commissioners
Cowlitz County, Washington

Joe Gardner
Joe Gardner, Chairman

Dennis P. Weber
Dennis P. Weber, Commissioner

Opposed
Arne Mortensen, Commissioner

Attest Lisa Huckleberry
Lisa Huckleberry, Acting Clerk of the Board

