

BY-LAWS AS APPROVED BY BOARD--MARCH 15, 1984

EMERGENCY COMMUNICATIONS CENTER MANAGEMENT BOARD
BY-LAWS
MARCH 15, 1984

ARTICLE I--NAME

The agency shall be known as the Emergency Communications Center.

ARTICLE II--AUTHORITY

Section 1 Agreement to Participate

The Emergency Communications Center was organized and exists pursuant to an agreement for joint exercise of powers entered into among the City of Charlottesville (City), the County of Albemarle (County), and the Rector and Visitors of the University of Virginia (University). The City and County intend this agreement to be of a type as authorized by Section 15.1-21 of the Code of Virginia and the University joins by the authority vested in it by Title 23 of said code. The Center is a public body with all powers and duties granted to it by the laws of Virginia. Said agreement was effected on January 20, 1984, and will continue in effect until modified or dissolved by mutual agreement of the participants, provided that any participant may discontinue its participation at the end of any fiscal year on one year's written notice to the others.

ARTICLE III--DEFINITIONS

Section 1 Terms

- (a) "Agreement" means the agreement to participate.
- (b) "Participants" means any of the parties to the agreement.
- (c) "Fiscal year" means a one-year period beginning July 1 and ending the following June 30.

- (d) "Management Board" means the eight-member group which shall control the Emergency Communications Center.
- (e) "His" means either his or her as applicable.

ARTICLE IV--PURPOSES AND OBJECTIVES

Section 1

The Emergency Communications Center is established for the purpose of performing direct dispatch functions for the County, City, University law enforcement personnel, and volunteer rescue squads. The Center will also maintain "patching" or transfer capabilities to direct incoming calls immediately to the City Fire Department, participating volunteer fire companies, and other emergency service providers, as appropriate. The program of the Center is designed to achieve a reduction in the time required to deliver emergency services to those in need, to increase cooperation among emergency services providers in the delivery of those services, and to improve generally the health and well-being of the local citizenry and others coming under the purview of the Participants.

ARTICLE V--MANAGEMENT BOARD

The Emergency Communications Center Management Board shall consist of eight (8) members and shall include the Albemarle County Executive, the Charlottesville City Manager, the University of Virginia Executive Vice President and Chief Financial Officer, the Chief of Police of Albemarle County, the Chief of Police of Charlottesville, the Director of University Police, the Chief of the Charlottesville Fire Department, and one representative from the Jefferson Country Fire and Rescue Association, any of whom may designate a subordinate to attend meetings of the Management Board and vote in his behalf. Members of the Management Board and/or their designees shall serve ex-officio as representatives of their respective jurisdictions or agencies, and shall incur no individual or personal liability for actions taken in good faith by them as members of the Management Board.

ARTICLE VI--RESPONSIBILITIES OF THE BOARD

Section 1

The Management Board shall be responsible for:

- (1) Establishing operating procedures and policies for the Emergency Communications Center.
- (2) Selecting and supervising a Director who shall be responsible for implementing the operating procedures and policies set by the Management Board, for hiring and supervising the staff of the Center, and for controlling all revenues and expenditures of the Center.
- (3) Approving a fiscal year budget prepared by the Director which in turn must be submitted to the Participants along with a cost allocation schedule and any other data which any of the Participants may desire.
- (4) Providing an annual report to be prepared by the Director to include the financial status of the Center and the status of all program activities.
- (5) Providing an audit at the end of each fiscal year as part of the County's annual audit program.
- (6) Executing faithfully the terms of the agreement made between the Participants for the purpose of establishing the Emergency Communications Center.
- (7) Determining and authorizing, with the advice of the Director, the number of employees needed to operate the Center.

ARTICLE VII--OFFICERS AND DUTIES

Section 1 **Officers**

The Officers of the Board shall consist of a Chairman, a Vice-Chairman, a Secretary, and such subordinate officers as may from time to time be elected or appointed by the Board. Each of said

officers shall serve without compensation. The offices of Chairman, Vice-Chairman, and Secretary may not be held simultaneously by members representing the same participant.

Section 2 **Terms of Offices**

Except for the original officers, who will serve from the date of their election until June 30, 1985, each of the officers shall be elected to serve for a term of one (1) year unless sooner removed by the Board, or until his successor be elected and qualified. Any vacancy occurring in any office shall be filled for the unexpired term by the Board and any persons so elected shall be from the same agency as the person who is vacating the office. All Board officers shall take office on the first day of the fiscal year following their election.

Section 3 **Election of Officers**

Officers shall be elected annually at the May meeting of the Board. A majority of the members must be present and voting (including a minimum of one representative from each participant) in order to constitute an election.

In order to assure full participation by each of the Participants, and in order to promote harmonious relationships between the Participants, it shall be the policy of the Board that leadership of the Board will circulate among the three Participants with the designation of the actual officer being left to the prerogative of the participating agency except that the officer must be a member of the Board.

At the first election of officers, the name "City" and the name "County" shall be drawn by the temporary chair. Whichever Participant's name is drawn, said Participant shall designate from among its members on the Board the Chairman of the Board. The Participant whose name is not drawn shall designate the name of the Vice-Chairman of the Board. The University will designate the Secretary of the Board. It is intended that the occupancy of each of the three officer's positions will then rotate in the order described above on an annual basis in perpetuity unless it is decided, under the rules for conducting an election as cited in Article VII, Section 3, that all of the officers should be reelected to their present posts for an additional year, thus temporarily delaying but preserving the cycle of leadership.

Section 4 Chairman

The duties of the Chairman shall be:

1. To preside at all meetings of the Board which he is present, and to vote at said meetings as any other member.
2. To appoint all committees deemed necessary for the operation of the Board and the effective implementation of the Center's program.
3. To serve as the official liaison between the Board and the Director.
4. To perform any and all other duties as determined by the Board.
5. To freely exercise all other powers and duties customarily pertaining to the office of Chairman of the Board.

Section 5 Vice-Chairman

The Vice-Chairman shall, in the event of the death or absence of the Chairman, or of his inability to perform any of the duties of his office or to exercise any of his powers, perform such duties and possess such powers as are conferred upon the Chairman, and shall perform such other duties as may from time to time be assigned to him by the Chairman of the Board.

Section 6 Secretary

The Secretary shall attend all Board meetings and keep a record of its proceedings. The Secretary may enlist assistance for record keeping.

ARTICLE VIII--MEETING AND VOTING

Section 1 Regular Meetings

- (a) Regular meetings of the Board shall be held quarterly. The Board may change the date and time of any regular meeting at any prior meeting and may adjourn any meeting from time to time to another place.

- (b) The order of business at all regular meetings shall be as follows: (1) call to order, (2) roll call, (3) approval of minutes, (4) unfinished business, (5) new business, and (6) adjournment.
- (c) All meetings of the Board shall be open to the public, except (d).
- (d) The Board may, where appropriate under the law, go into Executive Session.

Section 2 Special Meetings

Special meetings may be called by the Chairman at his discretion or by any three (3) Board members upon two-days' notice to all members in writing or by telephone of the time, place, and purpose of the special meeting.

Section 3 Quorum

A simple majority of members of the Board shall constitute a quorum for transaction of any and all such business except that there must be among the members present a representative of each of the Participants.

Section 4 Voting

Each Board member shall be entitled to one vote on official matters before the Board. All actions of the Board may be taken by a simple majority vote of all members present and voting. No vote by any Board member shall constitute or be construed as an official or unofficial commitment of the Participant which that Board member represents.

Section 5 Rules of Procedure

The rules contained in Robert's Rules of Order shall govern the meetings of the Board in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws of the Board.

ARTICLE IX--STANDING COMMITTEES

Section 1 Composition

Each standing committee must have at least one representative from each Participant. However, with the consent of the Participant, the Chair may appoint someone other than a Board member to represent that Participant.

Section 2 Executive Committee

An Executive Committee, comprised of the three officers of the Board, will be established to provide guidance for the Board Chairman in his efforts to carry out the policies set by the Board and the objectives of the Center. The Executive Committee shall have the authority to act in lieu of the Board upon any matters which may arise during interim periods between Board meetings. Any actions of the Executive Committee must be reported to the Board at its next meeting.

Section 3 Personnel Committee

The Personnel Committee will be established to provide expertise, input, and guidance for the Board in personnel related matters.

Section 4 Budget and Finance Committee

The Budget and Finance Committee will be established to provide expertise, input, and guidance for the Board in financial related matters.

Section 5 Communications Committee

The Communications Committee will be established to provide expertise, input, and guidance for the Board in communication related matters.

Section 6 Emergency Services Providers Advisory Committee

A Committee, broadly representative of the area's emergency services providers, shall be established to advise the Board on its role of rendering assistance to those bodies.

Section 7 Other Committees

The Board may establish such other special, standing, advisory, technical, or other committees as it shall deem desirable for the transaction of its affairs.

ARTICLE X--ADMINISTRATION

Section 1 Director

The Director has total administrative responsibility for the entire operation of the Emergency Communications Center. Included in those responsibilities are:

- (a) Supervision of all personnel, including employment and discharge.
- (b) To implement the policies established and actions taken by the Board.
- (c) Preparation and monitoring of plans and budgets.
- (d) Maintain liaison with all Participants and with the emergency services providers relative to the operation of the Emergency Communications Center.
- (e) Center representation at any and all appropriate meetings, forums, or inquiries.
- (f) News media liaison.
- (g) Promote equal opportunity and affirmative action for all employees and job applicants.

The Director shall be the Executive Director of the Center. He shall attend all Board and standing committee meetings. He shall serve as custodian of all records of the Center including the books of account and see that accurate records are kept of all receipts and disbursements. He shall make a brief financial report as soon as practicable at the end of each fiscal year. He shall perform all other duties incident to his office or that may be required of him by the Board. The Director may delegate certain of his duties and responsibilities to the staff of the Center.

Section 2 Staff

The Director shall employ a staff of qualified personnel of a size to be determined by the Board and which shall receive such compensation as the Board shall deem necessary or desirable to assure that the Center is able to carry out its purpose and objectives.

Section 3 Execution of Instruments

The Director shall have the power to sign on behalf of the Board, any agreement or other instrument which has been authorized by the Board.

ARTICLE XI--FINANCES

Section 1 Budget

- (a) The Director shall be responsible for the preparation of an annual plan, operating budget, and a cost allocation schedule.
- (b) The annual budget shall show proposed cash outlays for all operating expenses, capital equipment and improvements. Each item of expenditure shall be justified and explained in appropriate detail.

ARTICLE XII--PRIMACY OF THE "AGREEMENT"

Section 1

The Participants having entered into an agreement which was placed into effect on January 20, 1984, further agree that in the case of any conflict between the By-Laws and the Agreement (as amended) the Agreement shall prevail.

ARTICLE XIII--AMENDMENTS

Section 1 Adoption and Amendments

The adoption and proposed amendments, repeal, or alteration, in whole or in part of these By-Laws shall be made at any meeting of the Board by an affirmative vote of the majority of the membership provided that each Participant shall cast at least one "yes" vote, and provided that notice of all amendments shall have been mailed to the members of the Board at least fifteen days prior to such meeting.

Amended: August 2, 1990
 September 20, 1994
 September 19, 1995