

COUNCIL ACTION FORM

**SUBJECT: APPOINTMENT OF CITY ALTERNATE
TO THE STORYCOMM BOARD OF DIRECTORS**

BACKGROUND:

As a result of a unique intergovernmental agreement with the City of Ames, Story County, Iowa State University, and the Story County 911 Service Board; StoryComm was created to purchase land, equipment, and services to create a new interoperable communications system for participating public safety and public service entities throughout Story County. Previously, a private company provided this communication system for the four participating entities. After almost three years of planning this new improved communication system owned by the government partners recently became operational.

The attached Bylaws provides guidance for the operation of StoryComm. Article II entitled "Board Members" specifies that the City of Ames, Story County, and Iowa State University shall each have one voting representative on the governing board. Article III, Section 4 requires that a quorum of all three voting members of the Board of Directors be in present in person, by phone, or electronically in order to hold a meeting.

In anticipation that not all three of the representatives will be available for a meeting, Article II allows for an Alternate to be designated for each organization who will have the same power to act as the primary representative, except not allowed to serve in the role of Chair or Vice-Chair of the Board of Directors.

Currently, the City Manager has been designated to serve as the City's primary representative on the StoryComm Board of Directors. He is requesting that the City Council approve Geoff Huff to serve as the City's Alternate representative on the Board. Historically, the Police Chief has attended these Board meetings and is very familiar with the operation of the new communication system.

ALTERNATIVES:

- 1) Approve the designation of Geoff Huff as the City's Alternate representative on the StoryComm Board.
- 2) Designate some other City official to serve as the City's Alternate representative on the StoryComm Board.
- 3) Decide not to designate another person as the City's Alternate representative on the StoryComm Board.

CITY MANAGER'S RECOMMENDED ACTION:

In order to ensure that StoryComm Board of Director's meetings are not delayed due to a lack of a quorum, it is the recommendation of the City Manager that the City Council approve Alternative #1 and designate Geoff Huff as the City's Alternate representative on the StoryComm Board.

STORYCOMM BYLAWS

ARTICLE I PURPOSE

StoryComm was created by an intergovernmental agreement between the City of Ames, Iowa, Story County, Iowa, the Story County 911 Service Board, and Iowa State University to purchase the land, equipment and services that will serve as the backbone of an interoperable communications system for participating public safety and public services agencies throughout Story County. StoryComm will also operate the system, including ongoing maintenance and improvement of the system, for the benefit of the members.

ARTICLE II BOARD MEMBERS

SECTION 1. BOARD OF DIRECTORS. StoryComm is comprised of three voting members and three ex officio members (the "BOD"). The City of Ames, Story County and Iowa State University shall each have one voting representative on the BOD. Each voting member shall have decision making authority with regard to their respective organizations. Each voting member may select an alternate or designee to serve as their organizations representative. The alternate shall have the power to act as the primary representative except that the alternate will not serve in the role of Chair or Vice-Chair unless specifically elected by the BOD to fill that role.

The Story County 911 Board shall have three ex officio members who will not be voting members. The 911 Board members shall be the three permanent members of the 911 Board's executive committee.

SECTION 2. SUBCOMMITTEES. The BOD may from time to time establish subcommittees to accomplish specific tasks or meet needed goals. The BOD shall establish the membership, duties and duration of any subcommittees. Subcommittee members may include anyone that the BOD deems necessary to accomplish the goals of the subcommittee, including both representatives from the member organizations and outside third parties. Members of the BOD may also serve on subcommittees.

SECTION 3. VOTES. Each voting member of the BOD shall have one vote.

SECTION 4. TERM. All representatives shall serve until their appointment is terminated or a new appointment is made by the member organization they represent. The member organization shall forward all notices of appointment or termination to the BOD.

ARTICLE III MEETINGS

SECTION 1. NOTICE. Written notice stating the place, day and hour of a regular meeting, and including a copy of the agenda, shall be mail or delivered not less than five (5) days before the date of a regular meeting to the designated representatives of each member organization.

SECTION 2. MEETING. The BOD shall meet at least once each calendar year and at such other times as deemed necessary or desirable. A special meeting may be called by any of the three voting members of the BOD. If a special meeting is called, Notice as set forth above is required.

SECTION 3. ELECTION OF CHAIRPERSON. One of the three voting members of the BOD shall serve as the Chairperson. The Chair shall cause the names of all representatives present to be entered into the meeting minutes, and shall call the meeting to order if a quorum exists.

SECTION 4. QUORUM. A quorum requires that all three voting members or their alternate be present, either in person, by phone, or electronically. A quorum of the BOD shall be required to convene a meeting and to conduct any business.

SECTION 5. MEETING AGENDA. The agenda for regular and special meetings shall be prepared by the Chair of the BOD with assistance from the 911 Board staff. The Chair may place on the agenda any item which s/he deems appropriate and shall place on the agenda any items requested to be placed on the agenda by a member organization, provided such request is made at least seven (7) days prior to the meeting date. The agenda may be amended at any time by a majority of the BOD, subject to the provisions of Iowa's Open Meeting Law.

SECTION 6. POSTING OF MEETING AGENDA. The meeting notice and agenda for each meeting shall be posted on the meetings bulletin at the site of the meeting and on the Story County website not less than twenty-four (24) hours prior to the meeting of the BOD, and a copy thereof shall be provided to news media which have filed a request for same, as well as all member organizations, BOD members and designated alternates.

SECTION 7. OPEN MEETINGS. All BOD meetings shall be conducted in compliance with Chapter 21 of the Iowa Code, the Open Meetings Law, and in general accordance with Robert's Rules of Order, as amended by these Bylaws. The Chair shall act as arbiter of any dispute on any point of order.

SECTION 8. MEETING MINUTES. The Chair, with assistance from the 911 Board, shall cause the minutes of the BOD meetings to be prepared, published and distributed to the BOD members and to any other who so requests.

ARTICLE IV VOTING

SECTION 1. UNANIMOUS. Decisions of the BOD require a unanimous vote unless provided otherwise in the governing 28E Agreement.

SECTION 2. METHOD OF VOTING. Voting may be by voice vote, roll call vote, or secret ballot as provided in Robert's Rules of Order.

SECTION 3. MOTION AND SECOND. The Chair, when presiding over BOD meetings, may vote, make and second motions, and participate in discussion.

ARTICLE V OFFICERS

SECTION 1. OFFICERS. The officers of the BOD shall be Chair and Vice Chair.

SECTION 2. CHAIRPERSON. The Chair shall preside at all the meetings of the BOD. The Chair shall sign any instruments which the BOD has authorized to be executed, except in cases where the signing of instruments shall be required by law or protocol to be otherwise signed or executed. The Chair shall also appoint persons to any subcommittee deemed necessary for the conduct of the BOD's activities.

SECTION 3. VICE CHAIR. In the absence of the Chair, or in the event of his/her death, inability to act or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon that office.

SECTION 4. SECRETARY/TREASURER. The BOD will not designate members of the BOD to serve in the role of Secretary or Treasurer. Instead, those functions will be performed by the staff of one of the member agencies or a contracted party under the direction of the BOD.

SECTION 5. ELECTION OF OFFICERS. The officers of the BOD shall be elected annually by the three voting members of the BOD. The term shall be for one (1) year. Officers may serve consecutive terms. Each of the officers shall serve until successors for their office have been duly elected.

SECTION 6. A vacancy in the office of Chair or Vice Chair shall be filled by the BOD for the unexpired portion of the term.

ARTICLE VI COMMITTEES

SECTION 1. ESTABLISHMENT. The BOD may establish permanent,

standing committees. The Chair shall nominate all members of the standing committees, and such nominees shall be approved by the BOD. Such committees shall provide advice and recommendation to the BOD. The designation of such committee shall not operate to relieve StoryComm of any responsibility imposed by the 28E Agreement and any amendments or supplements thereto. Meetings of such committees may be held at such time and place as the committees may fix from time to time. Notice of committee meetings shall be given to all BOD members and officers. The Chair may appoint such ad hoc committees as the Chair deems necessary.

SECTION 2. OPEN MEETINGS. All the committee meetings shall be open to the public, and notice of the time and place of committee meetings shall be provided to all BOD members and any news media which have filed a request for same. Minutes of the meetings shall be kept and provided as required.

ARTICLE VII ADMINISTRATIVE SUPPORT

SECTION 1. MEMBER ADMINISTRATIVE SUPPORT. The BOD recognizes that commitment of staff to support StoryComm's mission is critical. To that end, and with the consent of the member organization, the BOD may from time to time designate employees of the member organizations to provide services to benefit the functions of StoryComm. Unless otherwise designated by action of the BOD, the employees of the member organizations will act in their capacity as employees of that member organization and will not be employees or contractors of StoryComm. At the time of the adoption of these Bylaws, the BOD has designated the following functions to be performed by the member organizations:

A. The Story County 911 Service Board shall provide services generally performed by an organizations secretary including the taking and preservation of minutes of the proceedings of the BOD and the giving of all notices in accordance with the provisions of the Bylaws, the 28E Agreement and any amendments or supplements thereto, or as otherwise directed by the BOD or required by law.

B. Iowa State University will provide procurement services to aid in the process of developing, processing, and reviewing any purchasing activity undertaken by the BOD.

C. Iowa State University will provide the services generally performed by an organizations treasurer. Given the unique nature and the extent of the service to be performed, the BOD may agree to compensate Iowa State University of the efforts of this function. The function shall include, but not be limited to:

- a. Acting as custodian of the records of the BOD;
- b. Keeping a current registry of the names and addresses of the

member representatives;

- c. In conjunction with other member agency employees, manage the preparation of an annual budget for BOD review and approval;
- d. Manage the process of collecting and disbursing funds in accordance with the approved budget:
- e. Cause all funds received to be deposited in the name of StoryComm in a federally insured financial institution, as the BOD may choose;
- f. Cause the disbursement of payments of BOD-authorized expenditures in the name of StoryComm and require two signatures of individuals duly-authorized by the BOD to disburse the funds;
- g. Cause to be prepared all reimbursement requests to state and federal funding agencies;
- h. Cause to have prepared a quarterly financial statement;
- i. Cause to have all financial records kept in accordance with generally accepted accounting procedures;
- j. Cause to have an annual audit of all StoryComm financial records and accounts. The audit shall be conducted by an independent individual or company of recognized professional standing, or by an approved governmental entity;
- k. Cause to have appropriate insurance in effect for StoryComm; and
- l. Any additional duties and powers as are customary to the office of a treasurer.

**ARTICLE VIII
APPLICABILITY, AMENDMENTS, AND REPEAL OF BYLAWS**

SECTION 1. APPLICATION. These Bylaws shall apply to all regular or special meetings of the BOD.

SECTION 2. AMEND, REPEAL. These Bylaws may be amended or repealed, or new bylaws adopted, by a unanimous vote of the BOD taken at any regularly scheduled or specially called meeting, provided that such proposed amendment or repeal, or adoption of new bylaws, be presented in writing at a prior regular

meeting of the BOD, and provided that notice of the impending vote on such proposed amendment or repeal, or adopting of the new bylaws, is contained in the meeting notice and agenda of the meeting at which such vote is to be taken.

**ARTICLE IX
RULES OF CONSTRUCTION**

SECTION 1. 28E AGREEMENT. Nothing in these Bylaws is intended to modify, amend, repeal or otherwise alter the terms of the 28E Agreement or any amendments or supplements thereto. In the event of any conflict or inconsistency between these Bylaws and the 28E Agreement or any amendments or supplements thereto, the provisions of the 28E Agreement and any amendments or supplements thereto, as the case shall be, shall prevail.

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