

**MARIN EMERGENCY RADIO AUTHORITY**

c/o Novato Fire Protection District  
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**DATE:** March 14, 2012  
**TO:** MERA Executive Committee  
**FROM:** Maureen Cassingham, Executive Officer  
**SUBJECT:** AGENDA ITEM **B-3**: PROPOSED MARIN EMERGENCY RADIO  
AUTHORITY AMENDED AND  
RESTATED BYLAWS

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**Recommended Action:** Recommend Board approval of the proposed MERA Amended and Restated Bylaws which are consistent with Proposed JPA Agreement Amendment No. 5 creating an Executive Board.

**Background:** The attached proposed MERA Amended and Restated Bylaws are consistent with the proposed MERA JPA Amendment No. 5 creating an Executive Board. The JPA Amendment and Restated Bylaws have been under development by the Strategic Plan Work Group from February 2011 to-date per their charge from the MERA Board, with input from the Finance Committee and Outreach Subcommittee. Timeline for completing the GWG's work for submission to the Board in May is on schedule per the Strategic Plan's original 18-month goal of June 30, 2012 (see attached Timeline).

The proposed revised Bylaws retain MERA Governing Board ultimate control over the Authority as it has currently, while providing for the delegation of day-to-day operations to an Executive Board in accordance with the Governing Board's annual budget and work plan. The intention of the New Governance Structure is to maintain final authority with the Governing Board while streamlining and improving operations and eliminating redundancy of effort which is the case with the current relationship between the Executive Committee and Board.

The restated Bylaws also bring the bylaws amendment process into conformance with JPA amendment requirements.

**ATTACHMENTS:** Proposed Marin Emergency Radio Authority Amended and Restated Bylaws (Clean Copy)  
Proposed Marin Emergency Radio Authority Amended and Restated Bylaws (Comprehensive Redline Copy)  
Tentative Timeline: Proposed MERA Joint Powers Agreement No.5 and Amended and Restated Bylaws Re: Executive Board