

**MARIN EMERGENCY RADIO AUTHORITY**

c/o Novato Fire Protection District

95 Rowland Way, Novato, CA 94945

PHONE: (415) 878-2690 FAX: (415) 878-2660

WWW.MERAONLINE.ORG

**DATE:** June 20, 2012

**TO:** MERA Board of Directors

**FROM:** Maureen Cassingham, Executive Officer

**SUBJECT:** AGENDA ITEM **C-2**: PROPOSED MARIN EMERGENCY RADIO  
AUTHORITY AMENDED AND RESTATED BYLAWS

Recommended Action: Upon recommendation of the Governance Work Group and Executive Committee, approve 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 on December 14, 2011, with input from the Finance, Outreach and Executive Committees. 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.

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 proposed 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. A special meeting of the Governing Board can be convened by the President or by written request of three Board members to review Executive Board actions if needed.

The restated Bylaws also bring the Bylaws amendment process into conformance with JPA amendment requirements which requires 30-day notice and one meeting versus the current 10-day notice and two meetings. The proposed revisions require 2/3 vote of the MERA Board (17 of 25 members voting in the affirmative) for adoption.

**ATTACHMENTS:** Proposed Marin Emergency Radio Authority  
Amended and Restated Bylaws (Clean Copy)  
Proposed Marin Emergency Radio Authority  
Amended and Restated Bylaws (Comprehensive Redline Copy)