

BYLAWS
OF THE
NORTHEAST ARIZONA REGIONAL DISPATCH CENTER
(NARDC)

ARTICLE I

NAME AND DESCRIPTION

Section 1. Name. The name of this organization shall be the NORTHEAST ARIZONA REGIONAL DISPATCH CENTER (hereinafter referred to as "NARDC").

Section 2. Description. The NORTHEAST REGIONAL DISPATCH CENTER or NARDC is an entity formed pursuant to an Intergovernmental Agreement for the Creation of the Northeast Arizona Regional Dispatch Center between various public entities under the Joint Exercise of Powers pursuant to A.R.S. 11-952(A) and 48-805.01 and 11-952.02 to manage and operate a Regional Dispatch center for the benefit of the public.

ARTICLE II

PURPOSE AND OBJECTIVES

Section 1. Purpose. The purpose for which NARDC is organized is to operate and manage a regional dispatch center in Navajo County for the benefit of public entities responding to emergency situations, including police, fire and ambulance services.

Section 2. Objectives. The objectives of NARDC are as follows:

- A. Improve dispatch services in Northeast Arizona, including providing emergency medical dispatch services, and minimize the response time for law enforcement, fire and emergency medical services, thus saving lives and providing better public service
- B. Eliminate certain inefficiencies in the current dispatch services and achieve an economy of scale to reduce the overall cost of dispatch services to the taxpayers of Navajo County and the public entities involved.
- C. Reduce miscommunications between agencies
- D. Provide redundancy in services in case of loss of services due to emergencies.

ARTICLE III

MEMBERSHIP

Section 1. Individual Membership. The NARDC shall be composed of a Board of Directors consisting of 5 individuals. Pursuant to the IGA, the board shall consist of a member from each municipality (Show Low, Holbrook, Pinetop-Lakeside), a member from Navajo County and a member representing the fire districts. Summit Healthcare shall also have a representative that may attend meetings and provide input regarding emergency operations but shall not be a voting member of the board.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number. The affairs of the NARDC shall be exercised, conducted, and controlled by a Board of Directors consisting of 5 members.

Section 2. Qualifications. Directors shall be appointed by the various public entities and must continue to be a member in good standing during their term of office.

Section 3. Term. Members of the Board shall serve until he/she should resign or be removed from office or replaced by the public entity that he/she is representing.

Section 4. Vacancies. In the case of any vacancy existing on the Board of Directors through death, resignation, disqualification or other cause, the public entity shall appoint a replacement to fill the unexpired term. A resignation will be effective upon its submission. A vacancy may be declared by the NARDC board if a member fails to attend two or more scheduled meetings of the board and the absence is unexcused. Members of the board may request an excused absence by sending written communication to the board clerk prior to any meeting.

Section 5. Removal. Upon majority vote of the directors, a director may be removed from office for failing to attend the required number of meetings in Section 4 above or for any other reason that causes delays or issues with the Board in conducting business, including being charged or arrested for any criminal violation. If a vacancy is declared, the public entity for whom the vacancy on the board exists will be asked to designate another person to fill the vacancy on the board.

Section 6. Special Meetings. Special meetings may be held from time to time on majority vote of the board of directors.

Section 7. Quorum. A quorum shall be a majority of the board of directors.

Section 8. Annual Meeting. There shall be an annual meeting of the Board to be held in January of each year at such time and place as the Board of Directors may determine, for

the election of officers, and the transaction of any other business properly brought before the board. The time for holding the annual meeting of the Board may be altered by a majority vote of the Board at any meeting.

Section 9. Regular Meetings.

Regular board meetings shall be scheduled quarterly unless otherwise decided by a majority vote of the Board, at such time and place as the Board may determine.

Section 10. Notice. Notice shall be given of all annual and regular meetings according to the Open Meeting Laws of the State of Arizona. Generally, the agenda with the accompanying materials supporting the agenda will be delivered via email to board members at least three (3) days prior to the meeting.

Section 11. Voting. A vote of the majority of those Board members present at a meeting shall decide any matter. Each member shall be entitled to one vote on each matter submitted to vote.

Section 12. Proxies. Proxy votes of the board may be allowed if a written communication is received from the board member designating a designee of the board member who shall vote in his/her absence.

ARTICLE VI

OFFICERS

Section 1. Designation. The officers of the NARDC shall consist of a Chairman and Vice-Chairman and such other officers, if any, as deemed necessary by the NARDC (the offices of secretary and treasurer may be combined by the action of the board).

Section 2. Election. The officers shall be elected from among the members of the Board at the annual meeting. Each officer shall hold office until the next annual meeting, or until his/her successor has been elected and takes office. Officers may serve as many terms as they are elected for.

Section 3. Removal. Any officer may be removed from office upon a majority vote of the Board of Directors.

Section 4. Powers and Duties of Officers.

A. **Chairman.** The Chairman shall preside at all meetings of the directors and sign and execute authorized documents in the name of NARDC. The Chairman shall do and perform such other duties and have such powers as from time to time may be assigned to him/her by the Board of Directors.

B. Vice Chairman. The Vice Chairman shall have such powers and perform such duties as may be assigned to him/her from time to time by the NARDC and as may be delegated to him/her by the Chairman.. The Vice Chairman shall be vested with all of the powers and charged with all of the duties of the Chairman in the event of his or her absence or disability and may preside at meetings of the board and execute authorized documents in the absence of the Chairman.

ARTICLE VII

STANDING COMMITTEES

Section 1. Appointment. The Chairman shall have the power to establish Standing Committees of the Board as he or she shall determine to be necessary and appropriate. The chairpersons and committee members shall be appointed by the Chairman with the concurrence of the Board of Directors.

Section 2. Ratification. All actions taken by a standing committee must be ratified by the Board.

Section 3. Quorum. The quorum for any standing committee shall be fifty-one (51%) percent of the committee's total membership.

Section 4. Voting. A vote of the majority of the committee members present at a meeting shall decide any action.

ARTICLE VIII

INDEMNIFICATION

To the extent permitted by law, the corporation may indemnify any person who is or was a director, officer, member or other agent of the corporation against expenses, judgments, fines, settlements and other amount actually and reasonably incurred in connection with any threatened, pending or completed proceeding.

ARTICLE IX

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year for NARDC shall be July 1st to June 30th. Financial Projections for the upcoming fiscal year shall be presented to the board by March 1st of each year to allow public entities that are part of NARDC to budget for the expenses for the


coming year. One month prior to the completion of the annual fiscal year, the Finance Director for the County shall cause to be prepared, for the consideration and approval of the Board, an annual budget forecasting the receipts and disbursements of money required to finance the program of the Board for the following year.

ARTICLE X

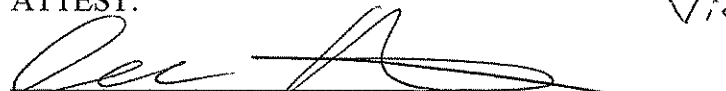
AMENDMENTS

These Bylaws may be repealed, altered or amended or substitute Bylaws may be adopted at any time by a majority of the Board of Directors at any duly called meeting of the Board, provided that the notice of the meeting specifically refers to the proposed action related to the Bylaws.

DATED this 14 of March, 2016.


~~Chairman~~
Vice Chairman

ATTEST:


Clerk of the Board