

**EXHIBIT A**  
**BYLAWS OF THE**  
**EASTERN RIVERSIDE COUNTY INTEROPERABLE COMMUNICATIONS AUTHORITY**

**PREAMBLE**

The Eastern Riverside County Interoperable Communications Authority (hereafter the “ERICA”) is a cooperative agency voluntarily established by the cities of Beaumont, Cathedral City, Desert Hot Springs, Indio and Palm Springs pursuant to the Joint Exercise of Powers Act of the Government Code of the State of California to plan, design, finance, construct, operate, and maintain a public safety radio communication systems, facilities and related structures, and appurtenances and incidental improvements thereto serving the members and their individual political jurisdictions.

**ARTICLE 1**

**Office and Address**

**1.1     Principal Office**

The principal office of ERICA for the transaction of its business shall be located in the County of Riverside, California. The initial principal office shall be located at the City of Indio Police Department, 46-800 Jackson St. Indio, CA 92201.

**1.2     Change of Address**

The Board of Directors may change the principal office from one location to another within the County of Riverside by noting the changed address and effective date below. Such change of address shall not be deemed an amendment to these Bylaws.

_____	Dated: _____
_____	Dated: _____
_____	Dated: _____
_____	Dated: _____

**1.3     Other Offices**

ERICA may also have offices at such other places as its business may require and as the Board may from time to time designate.

## **ARTICLE 2**

### **Board of Directors**

#### **2.1 Powers**

The Board of Directors ("Board") shall exercise the powers set forth in the Joint Exercise of Powers Agreement for the ERICA, dated \_\_\_\_\_ ("JPA Agreement").

#### **2.2 Composition and Term**

##### **A. Composition**

The Board shall consist of the one (1) official of the governing body of each Member Agency, who shall be appointed by the governing body of the Member. Each Director shall have an alternate, who shall also be appointed by the governing body of the Member.

##### **B. Term of Office**

The appointee to the Board shall serve a two (2) year term. Any Director appointed to fill a vacancy shall serve out the remainder of the term of that vacancy.

#### **2.3 Vacancies**

##### **A. Existence of Vacancies**

Vacancies on the Board shall exist upon the death, resignation, or removal of any Director, or whenever the authorized number of Directors is increased by the Board.

##### **B. Resignation**

Resignations of Directors and Alternates shall be in writing and addressed to the governing body of the Member and to the Chairperson of the Board and shall take effect on the date of receipt of such notice by the Chairperson of the Board or at any later date specified in the notice. Acceptance of such resignation shall not be necessary to make it effective.

##### **C. Removal of Directors/Alternates**

Each Director and alternate shall serve at the pleasure of the governing body of the Member Agency and may be removed at any time without notice.

D. Filling Vacancies

Vacancies on the Board shall be timely filled by the applicable appointing governing body.

**2.7 Compensation**

Directors of the Board shall serve without compensation, except Directors may be reimbursed for reasonable expenses incurred in conducting the business of the Board, including lodging, food and vehicle use. Directors may not be compensated for rendering services to the ERICA in any capacity other than Director unless such other compensation is reasonable and allowable under the provisions of these Bylaws.

**2.8 Meetings**

A. Regular Meetings

Regular meetings of the Board shall be held as established by Resolution of the Board.

B. Conduct of Meetings.

All meetings of the Member Agency Board of Directors shall be held in accordance with the Ralph M. Brown Act (Government Code Section 54950 et seq.).

C. Special Meetings.

Special meetings of the Board may be called in accordance with the provisions of the Ralph M. Brown Act (Government Code Section 54950 et seq.).

D. Minutes.

The Secretary of the ERICA shall cause minutes of all meetings of the Board to be kept and shall, as soon as possible after each meeting, cause a copy of the minutes to be forwarded to each Director, the Member Agencies, and other parties upon request.

E. Quorum.

A majority of the Board shall constitute a quorum for the transaction of business. The Directors present at a meeting at which a quorum is initially present may continue to conduct business notwithstanding the loss of quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action taken thereafter must be approved by at least a majority of the required quorum for such meeting or such greater number as may be required by law.

F. Voting.

The actions of the Member Agency Board of Directors shall require the affirmative vote of a majority of a quorum of the entire Board. A quorum shall consist of at least three Board members.

G. Meeting Decorum.

(1) The Chairperson of the Board shall preside at all meetings of the Board. In the absence of the Chairperson, the Vice Chairperson shall preside. In the event neither the Chairperson nor the Vice Chairperson is in attendance, but a quorum is present, the Directors present shall select a Chairperson Pro Tem who shall conduct the affairs of the meeting, and who shall have the powers attendant to the Chairperson for the conduct of the meeting.

(2) The Secretary of the Board shall act as secretary for all meetings of the Board, but in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

(3) The presiding officer is charged with keeping order and preserving decorum and shall decide all questions of order subject to the action of a majority of the Board.

(4) All Directors shall address their remarks to the presiding officer and confine them to the business pending and subject of discussion before the Board, avoiding personalities and reflections upon anyone's motives.

H. Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting from time to time until a time fixed or until the next regular meeting of the Board.

**ARTICLE 3**

**Officers and Elections**

**3.1 Titles**

The officers of the Board shall be a Chairperson, a Vice Chairperson, and a Secretary, who may, but need not, be a Director. The Board may, from time to time, elect such other officers as each body shall deem necessary or convenient to conduct the affairs of the ERICA.

**3.2 Qualifications, Election and Term of Office**

The initial officers of the Board shall be elected by the Board at its first regular meeting. Thereafter, officers shall be elected at the annual meeting in January. The term of officers is one

year. Officers shall begin their term upon their election and shall end their term upon: (1) their successors being elected; (2) their resignation; or (3) their removal by the Board.

### **3.3 Election Procedure**

All nominations for offices of the Board shall be by motion and second. The Board shall vote on each nominee in the order nominated until a nominee is selected by a majority of the Board.

### **3.4 Resignation and Removal**

A. Any officer may be removed from office at any time, either with or without cause, by majority vote of all Directors of the Board.

B. Any officer may resign at any time by giving written notice to the Chairperson, the Secretary, or the Board of Directors. Any such resignation shall take effect on the date of receipt of such notice or at any later date specified in the notice and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

### **3.5 Vacancies**

Any vacancy caused by the death, resignation, removal or otherwise of any officer shall be filled by the Board of Directors according to the election procedure specified in Section 3, above. In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Board shall fill the vacancy. Vacancies occurring in offices existing at the Board's discretion may or may not be filled as the Board shall determine.

### **3.6 Duties of Chairperson**

The Chairperson shall be the chief executive officer of the Board, preside at all meetings of the Board and, subject to the control of the Board of Directors. The Chairperson shall perform all duties incident to the office of Chairperson and such other duties as may be required by law, these Bylaws, or which may be assigned from time to time by the Board.

### **3.7 Duties of Vice Chairperson**

The Vice Chairperson shall perform all duties and exercise all powers of the Chairperson when the Chairperson is absent or is otherwise unable to act. The Vice Chairperson shall perform such other duties as may be required by law, these Bylaws, or which may be assigned from time to time by the Board.

### **3.8 Duties of Secretary**

The Secretary shall perform the following duties:

A. Keep at the principal offices of ERICA the original, or a copy of the Bylaws as amended or otherwise altered to date;

B. Keep at the principal office of the ERICA or at such other place as the Board may determine, a book of minutes of all meetings of the Board and, if applicable, meetings of committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;

C. See that all notices are duly given in accordance with the provisions of law and these Bylaws;

D. Be custodian of the records and the seal of the ERICA and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the ERICA under its seal is authorized by law or by these Bylaws;

E. Exhibit at all reasonable times to any Director or to his or her agent or attorney, or to any other authorized person on request therefor, any records maintained under his or her custodianship; and

F. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, these Bylaws, or which may be assigned from time to time by the Board.

## **ARTICLE 4**

### **Committees**

#### **4.1 Committees**

A. The Board may establish committees from time to time.

B. Membership on such Committees shall be decided by the Board.

C. The Board shall select the Chairperson for each Committee.

D. Such committees shall exist for the purpose of providing advice and recommendations to the Board and shall be titled as “advisory committees.” The Board shall make all decisions based upon its own determinations and is not obligated to follow any advice or recommendation of such other committees.

E. Such other committees shall not have authority to take any action which requires approval of the Board.

## **ARTICLE 5**

### **Indemnification of Directors, Officers, Employees, and Other Agents**

#### **5.1 Indemnification**

ERICA shall assume the defense of and indemnify and hold harmless the Member Agencies and their governing bodies, officers, agents, and employees from all claims, losses, damages, costs, injury, and liability of every kind, nature, and description directly or indirectly arising from the performance of any of the activities of the ERICA or the activities undertaken pursuant to this Agreement.

Expenses incurred in defending any proceeding may be advanced by the ERICA before the final disposition of the proceeding, subject to approval by a majority vote of a quorum of the Board consisting of Directors who are not parties to the proceeding and upon the written promise of the agent to repay such amounts unless it is ultimately determined that the agent is entitled to be indemnified.

#### **5.2 Other Contractual Rights**

Nothing contained in this Article shall affect any right to indemnification found in contractual obligation between the Foundation and any person, not in conflict with the law, the Articles of Incorporation, or these Bylaws.

#### **5.3 Limitations**

No indemnification or advance shall be made under this Article, except as provided in Section 6.4 or Section 6.5.B in any circumstances where it appears:

A. That it would be inconsistent with a provision of the Articles or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

B. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

#### **5.4 Insurance**

Upon and in the event of a determination by the Board of Directors to purchase such insurance, the ERICA may purchase and maintain on behalf of any agent, including a Director, officer, employee or other agent of the ERICA, insurance against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the

ERICA would have the power to indemnify the agent against that liability under the provisions of this Section.

**ARTICLE 6**

**Miscellaneous Provisions**

**9.1 Fiscal Year**

The fiscal year of the Foundation shall be July 1 through June 30 of each calendar year.



**9.2 Effective Date of Bylaws**

These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board determines that they are to become effective at a later date.

I certify that the foregoing Bylaws, consisting of 9 pages, are the Bylaws of ERICA, as duly adopted by the Board at a regular meeting held on \_\_\_\_\_.

ERICA

Dated: \_\_\_\_\_

By \_\_\_\_\_  
Chairperson, Board of Directors