

**BYLAWS OF THE REGIONAL COUNCIL OF
GOVERNMENT**

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The City of Dublin, the City of Worthington, the City of Hilliard, and Delaware County, in accordance with Section 167.04 of the Ohio Revised Code, do hereby establish these Bylaws of the Regional Council of Government.

**ARTICLE I
NAME AND MISSION**

SECTION 1.1 Name. The name of this regional organization is Central Ohio Interoperable Radio System (or COG). The COG has been formed in accordance with an Agreement to Establish a Regional Council of Government and all other purposes set forth in these Bylaws, and encompasses the municipalities of Dublin, Worthington, and Hilliard, and the County of Delaware, and other municipalities, township and counties as may be added in the future (individually referred to herein as "Member" and collectively as "Members").

SECTION 1.2 Mission. Each Member of the COG utilizes its own technology and resources in dispatching police and fire personnel to serve their respective residents. The mission of the COG is to allow the Members to collaborate in order to create an improved dispatching system with enhanced technology, redundancy, spectrum efficiency, and interoperability ("System") that will better serve the residents of each Member's political subdivision.

**ARTICLE II
POWERS**

SECTION 2.1 Powers. The COG shall have the authority to perform all functions necessary to establish, improve, maintain, unwind and dispose of the System. Specifically, and notwithstanding the preceding sentence, the COG shall have the authority to:

- a. Enter into contractual arrangements for services as deemed necessary and appropriate for the betterment of the System;
- b. Enter into contractual arrangements with other political subdivisions for the provision of services;
- c. Employ staff to assist in the operations of the COG;
- d. Purchase or lease or otherwise provide for supplies, materials, equipment and facilities deemed necessary and appropriate for the betterment of the System;

- e. Accept and raise monies for the operation of the COG and for the betterment of the System; and
- f. All other powers and authorities available to the COG as set forth in Chapter 167 of the Ohio Revised Code.

In addition, the COG shall exercise powers conferred by applicable federal, state and local laws, regulations, ordinances, rules and policies as well as those powers transferred to it by its members permitted under the Constitution of the State of Ohio and the Ohio Revised Code.

ARTICLE III **MEMBERS**

Section 3.1 Founding Members. The municipalities of Dublin and Worthington, and the County of Delaware, have created the COG pursuant to Ohio Revised Code Section O.R.C. 167.0 et seq. in accordance with federal and state law, and accordingly, these political subdivisions, acting through their respective legislative authorities, are the principal members of COG.

Section 3.2 Membership Dues. Financial responsibility for operation of COG rests with legislative authorities of the Members that have created or have been added to the COG. Basic dues to support operations of the COG shall be determined by the Governing Board and members shall pay their respective share according to the plan determined by the Governing Board. Basic dues may be increased or decreased by the Governing Board each year.

Section 3.3 Suspension of Membership. Any Member whose dues remain unpaid for a period in excess of ninety (90) days after commencement of the fiscal year on each July 1 may be subject to suspension of membership. Suspension of membership may be undertaken by a majority vote of the Governing Board and may provide for curtailment of voting authority or services and for such other penalties as the Governing Board may direct in each case. Notice of any Member's eligibility for suspension shall be given at regular intervals to the Governing Board and in writing to the member's highest ranking employee and/or the legislative body, at the direction of a majority vote of the Governing Board.

ARTICLE IV **GOVERNING BOARD**

Section 4.1 Duties of Governing Board. The business of the COG shall be managed by the Governing Board as established in the Agreement to Establish a Regional Council of Government. The Governing Board shall exercise all powers of the COG which are not otherwise required to be exercised by COG Members.

Section 4.2 Composition; Alternates; Term. The Governing Board shall consist of one (1) representative from each Member and any subsequently added political subdivisions. The representative from each Member shall be the highest ranking employee of that Member (e.g. City Manager, County Administrator) or a designee of that employee. All representatives of the Governing Board shall have been appointed through formal action taken by a political subdivision.

Board positions shall be granted based on requirements of this section and individual Board representatives shall be specified annually at the first meeting. The legislative authority within each political subdivision shall be responsible for assuring appropriate representation according to this section.

Each representative of the Board shall be entitled to vote on all matters submitted to the Board for a vote.

(a) Each person who is a representative of the Governing Board shall designate an alternate to act in the absence of such representative. Alternates shall possess full powers in all matters which come before the Governing Board. Each alternate shall be considered a Board representative with respect to all actions taken in capacity as an alternate, including any duties as an officer or committee member. Designation of an alternate shall be in writing and must be submitted to the Governing Board. Each designation shall be effective for no more than one (1) year from the date it is submitted to the Governing Board. Each person who is a member of the Governing Board may revoke or modify the designation at any time in writing and submit it to the Governing Board.

(b) Each person who is a representative of the Governing Board may elect to vote by written proxy on any matter submitted to the Board. The issuance of a proxy shall not affect weighted voting rights.

(c) Each person who is a representative of the Governing Board and any alternate designated by such member shall vacate board representation immediately upon ceasing to hold the public office or position which originally entitled such person to become a representative of the Governing Board. The successor of such representative shall be designated in the same manner as the vacating representative was selected.

(d) The Governing Board is authorized to take appropriate measures to insure attendance and a quorum, including limitations on speaking or similar rights of non-attending representatives, but no such measure shall operate to diminish the vote of any representative government or collection of communities.

Section 4.3 Officers; Election; Qualification; Term of Office; Resignation.

(a) At the first meeting in January each year the Governing Board shall elect a President, First Vice President, Secretary and Treasurer. The Governing Board may also elect additional Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers. Each officer shall hold office until the next annual meeting of the Governing Board or until such officer's successor is elected and qualified or until such

officer's resignation, removal or death. Upon approval by the Board one person may serve both as Secretary and Treasurer.

(b) Any officer may resign at any time upon written notice to the Secretary of the Governing Board. The Secretary of the Governing Board shall thereafter notify all other representatives of the Governing Board.

(c) The Governing Board may remove any officer for cause at any time but such removal shall be without prejudice to the representation rights of the COG Member represented by such officer.

(d) Any vacancy occurring in any office which is caused by death, resignation, removal or otherwise shall be filled for the unexpired portion of the term by appointment by the President (except that the Vice President shall succeed the President as set forth below) with approval of the Governing Board within thirty (30) days of that vacancy.

(e) No member organization shall have more than one board member serving concurrently as an officer. This limitation does not apply in the case of officers serving as First or Second Vice President, Assistant Secretary or Assistant Treasurer. This limitation shall not apply if the Governing Board votes unanimously to appoint an officer from a member organization that already has officer representation.

(f) President. The President of the Governing Board shall be the chief policy officer of the COG and shall exercise all powers and duties in leadership of the COG as are generally associated with such office including, but not limited to, the power to execute such documents and instruments authorized by resolutions adopted by the Governing Board. The President shall represent the COG before bodies of the State and Federal government and shall be an ex officio voting member of all standing committees. The President shall also be responsible for execution of all directives and resolutions adopted by the Governing Board.

(g) First Vice President. The First Vice President, in the absence or disability of the President, shall perform duties and exercise powers of the President. In addition, the First Vice President shall perform such other duties prescribed by the Governing Board or President.

(h) Secretary. The Secretary shall give notice of all meetings of the Governing Board and shall perform such other duties prescribed by the Governing Board or President, under whose supervision the Secretary acts. The Secretary shall keep the corporate seal of the COG, if any, and when authorized by the Governing Board, affix it to an instrument which shall be attested to either by the signature of the Secretary, Treasurer or an Assistant Secretary. In the absence of the Secretary, the President or designee shall appoint a member to perform the duties of the Secretary.

(i) Treasurer. The Treasurer or designee (or Secretary in the absence or disability of the Treasurer) shall have custody of the COG funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the COG, and

shall deposit all funds and securities of the COG in depositories designated by the Governing Board. The Treasurer shall disburse funds as directed by the Governing Board, taking proper vouchers for such disbursements, and shall give the President and other representatives of the Governing Board a periodic accounting of all transactions and the financial condition of the COG. The Treasurer shall perform such other duties prescribed by the Governing Board or President. The Treasurer shall be the fiscal officer required of the Ohio Revised Code, and the Treasurer need not be a representative of the Governing Board.

(j) Vice Presidents, Assistant Secretaries and Assistant Treasurers. In the absence or disability of the First Vice President, Secretary or Treasurer, the Second Vice President, Assistant Secretaries or Assistant Treasurers in the order designated by the Governing Board, shall perform the duties of the First Vice President, Secretary or Treasurer, respectively, and shall have full powers of the office.

Section 4.4 Vacancies. A vacancy in the Governing Board shall be filled by a public official designated in the same manner as the vacating representative was selected, to hold office for the whole or balance of the term to which such representative was elected or until such representative's successor is elected and qualified or until earlier resignation, removal from office or death.

Section 4.5 Removal. A majority of the representatives of the Governing Board at any time may remove for cause any other representative. Removal must occur at a special meeting duly called for this purpose or at a regular meeting of the Governing Board where notice of this purpose has been established at the immediately preceding Board meeting. The successor to such representative or alternate shall be designated in the same manner as the removed representative was selected. If the representative removed is the highest ranking employee of a Member, the legislative authority of that Member shall appoint that Member's successor representative.

Section 4.6 Compensation of Board Members. A representative of the Governing Board shall not receive compensation for services other than ordinary and incidental expenses, except that a representative may be reimbursed for other reasonable expenses approved by a majority of the Governing Board. The COG considers attendance at meetings of the Governing Board and its committees to be public employment on the same basis that any Board member or alternate is considered in public employment for the public position that determined qualification for membership on the Governing Board.

ARTICLE V

ORGANIZATION OF GOVERNING BOARD

Section 5.1 Regular Meetings. Regular meetings of the Governing Board shall be determined and published annually at the principal offices of the COG or such other location and time as the Board designates.

Section 5.2 Special Meetings. Special meetings of the Governing Board may be called at any time by the President or by a majority of Board representatives upon written notice delivered to the President or Secretary of the Governing Board. Such request shall state the purposes of the proposed meeting.

Section 5.3 Notice of Meetings. Except as otherwise provided in these Regulations or by law, written notice stating the time, place and purpose in case of a special meeting, shall be delivered to each Board representative at least seven (7) days before a regular meeting and four (4) days prior to any special meeting, either personally, by regular mail, by email, by fax or by telephone.

Section 5.4 Presiding Officer. Meetings of the Governing Board shall be presided over by the President or, in the President's absence, by the First Vice President or next succeeding officer. The Secretary shall act as secretary at all meetings and in the Secretary's absence the President may appoint any person to act as secretary of such meeting.

Section 5.5 Ratification: Action Without a Meeting. The Governing Board, acting at a meeting at which a quorum is present, may ratify any action taken by or on behalf of the COG. Any action normally taken at a meeting may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by all representatives of the Governing Board and if such action without a meeting is otherwise not prohibited by applicable law.

Section 5.6 Electronic Meeting. The Governing Board may hold meetings electronically, either via teleconference, video conference, or any other form of electronic communication whereby each Board representative is able to audibly hear the other representatives in the meeting.

Section 5.7 Quorum. A majority of Board representatives shall constitute a quorum to transact business. Once established for any meeting of the Board, a quorum shall presume to continue unless otherwise noted on the record that a quorum is absent. The act of a majority of Board representatives present at a meeting at which a quorum is present shall be the act of the Governing Board. Any representative of the Governing Board who has a personal or financial interest in a contract or transaction which is before the Governing Board, or who is an owner or principal of a private and nonpublic entity with an interest in a matter before the Governing Board, may be counted for the purpose of determining the presence of a quorum at a meeting of the Board. Such interested member, however, shall not participate in any discussions of the Board with respect to that matter and shall not vote on such matters.

Section 5.8 Public Meetings. All meetings of the Governing Board shall be open to the public pursuant to the Ohio Sunshine Law, Revised Code Section 121.22 et.seq. Executive sessions and other closed meetings shall be held only as permitted by law.

ARTICLE VI
COMMITTEES, SUBCOMMITTEES, ADVISORY COUNCILS AND TASK
FORCES

Section 6.1 Establishment of Committees, Subcommittees Advisory Councils and Task Forces. The President of the Governing Board with its approval may establish various Standing Committees, Subcommittees, Advisory Councils and Task Forces deemed necessary or appropriate to provide advice and policy recommendations to the Governing Board relating to the mission of the COG.

Unless the Governing Board otherwise provides, each Standing Committee, Subcommittee, Advisory Council or Task Force may make, alter and repeal rules to conduct its business. In the absence of such rules, each Standing Committee, Subcommittee, Advisory Council or Task Force shall conduct business in the same manner as the Governing Board conducts business. Appendix I contains the table defining the purpose, membership, duration, creation, appointment and reporting responsibilities of Standing Committees, Subcommittees, Advisory Councils and Task Forces. This table shall be used to establish these bodies unless otherwise stated in the Code.

ARTICLE VII
INDEMNITY

Section 7.1 In General. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, suit or proceeding, whether civil, criminal, administrative or investigative, other than a suit by or in the right of the COG, by reason of the fact that the person is or was a Board representative, officer, employee or agent of the COG, or is or was serving at the request of the COG as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, be indemnified by the COG for expenses, including reasonable attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if done in good faith and in a manner reasonably believed to be in the best interests of the COG and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. Termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not create a presumption that the person did not act in good faith and in a manner which was reasonably believed to be in the best interests of the COG and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 7.2 Indemnification Against Expenses. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, suit or proceeding by or in the right of COG to procure a judgment in its favor by reason of the fact that the person is or was a Board representative, officer, employee or agent of COG, or is or was serving at the request of the COG as a director, trustee, officer,

employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the COG against expenses, including reasonable attorney fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if done in good faith and in a manner reasonably believed to be in the best interests of the COG. However, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of duty to the COG unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

Section 7.3 Procedure. Any indemnification under Sections 7.1 and 7.2 (unless otherwise ordered by a court of competent jurisdiction) shall be made by the COG only as authorized in the specific case upon a determination that indemnification of the officer, employee or agent is proper in the circumstances because the applicable standard of conduct set forth in Sections 7.1 and 7.2. has been met. Such determination shall be made (a) by the Governing Board by a majority vote of a quorum consisting of representatives who were not parties to or threatened with such action, suit or proceeding; or (b) if such a quorum is not obtainable or even if obtainable, a quorum of disinterested representatives so directs, by independent legal counsel in a written opinion. Notwithstanding the provisions of Sections 7.1 and 7.2 of this Article VIII, to the extent that a Board representative, officer, employee or agent of the COG has been successful on the merits or otherwise, in defense of any action, suit or proceeding referred to in such sections, or in defense of any claim, issue or matter, in any event the person be indemnified against expenses (including reasonable attorney's fees) actually and reasonably incurred in that connection. Reasonable attorney fees shall not be paid by the COG if the person has obtained counsel apart from counsel designated by the Board.

Section 7.4 Prior Payment. Expenses incurred in defending a civil or criminal action may be paid by the COG before final disposition of such action. Such expenses may be authorized by the Governing Board in a specific case only upon receipt by the COG of a request on behalf of the Board representative, officer, employee or agent to repay such amount unless it shall finally be determined that the person is entitled to be indemnified in such amount by the COG.

Section 7.5 Non-Exclusive. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by any law of the State of Ohio, agreement or other means, both as to action taken in an official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Board representative, officer, employee or agent and such rights shall inure to the benefit of such person's heirs, executors and administrators.

ARTICLE VIII
AMENDMENTS

This Code of Regulations may be altered, amended or repealed only by a majority vote of the Governing Board.

ARTICLE IX
MISCELLANEOUS

Section 9.1 Checks and Notes. Certain checks or demands for money and notes of the COG shall be signed by the officer authorized by these Bylaws. The signature may be a facsimile when authorized by the Governing Board.

Section 9.2 Seal. The Governing Board may provide a seal containing the name of the COG and it is kept by the Secretary. Duplicate seals may be kept and used by other officers of the COG.

Section 9.3 Notices. Whenever notice is required to be given to any person it may be given to such person either personally or by sending a copy through the mail or similar modern method, to the address appearing on the books of the COG. If notice is sent by mail it shall be deemed to have been delivered to the addressee when deposited in the United States mail for transmission to such person.

Section 9.4 Waiver of Notice. Any notice required to be given to any person may be waived in writing by the person entitled to such notice before the meeting. Attendance at any meeting by any person entitled to notice, either in person or by a duly designated alternate, shall constitute a waiver of notice of such meeting by such person except where such person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened.

Section 9.5 Captions. Captions and headings in this Code of Regulations are for convenience only and in no way define or limit the scope or intent of any provision or section.