



U.S. DEPARTMENT OF COMMERCE  
FIRST RESPONDER NETWORK AUTHORITY  
**BOARD RESOLUTION 111**  
**BYLAWS AMENDMENTS**

November 17, 2021

WHEREAS, the Middle Class Tax Relief and Job Creation Act of 2012 (Act) permits the First Responder Network Authority (FirstNet Authority) to "exercise, through the actions of its Board, all powers specifically granted by the provisions of this subtitle, and such incidental powers as shall be necessary;" and

WHEREAS, the Act also permits the FirstNet Authority to "take such other actions as the First Responder Network Authority (through the Board) may from time to time determine necessary, appropriate, or advisable to accomplish the purposes of this title;" and

WHEREAS, the Act requires the FirstNet Authority to govern itself in a transparent manner; and

WHEREAS, the FirstNet Authority desires to inform the public safety user community; federal, state, regional, local, and tribal jurisdictions; and the public as to how the FirstNet Authority is governed; and

WHEREAS, the FirstNet Authority Board has previously implemented Bylaws for the Board;

NOW THEREFORE BE IT RESOLVED, that the FirstNet Authority Board hereby amends the Bylaws of the FirstNet Authority, a copy of which is attached hereto as Exhibit A.

I, the undersigned, Board Secretary of the FirstNet Authority, do hereby certify that the above is a true and correct copy of a resolution adopted at the meeting of the FirstNet Authority Board on November 17, 2021, at which a quorum was present and voted.

  
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Janell Smith, Board Secretary

## EXHIBIT A



### FIRSTNET AUTHORITY BYLAWS

#### ARTICLE I: PURPOSE & AUTHORITY

The purpose of the First Responder Network Authority (FirstNet Authority) is to ensure the building, deployment, operation, maintenance, and upgrades to a nationwide, interoperable public safety broadband network pursuant to Title VI of the Middle Class Tax Relief and Job Creation Act of 2012 (Pub. L. No. 112-96, Title VI, 126 Stat. 156 (codified at 47 U.S.C. 1401 *et seq.*)) (the “Act”), and to exercise, through the actions of its Board, all powers specifically granted by the Act, and such incidental powers and actions as shall be necessary, appropriate, or advisable to accomplish the purposes of the Act. The FirstNet Authority derives its powers, duties and responsibilities from Sections 1424 - 1433 of the Act.

#### ARTICLE II: OFFICES

The principal office of the FirstNet Authority is located at 12201 Sunrise Valley Drive, Reston, VA 20192, with satellite offices at 3122 Sterling Cir., Boulder, CO 80301 and 1401 Constitution Ave, NW, Washington, DC 20230.

#### ARTICLE III: ORGANIZATION OF THE BOARD

##### General

##### **Section 3.01 — Role of the Board**

The Board, as established by Section 1424 of the Act, is responsible for implementing the statutory powers, duties, and responsibilities of the FirstNet Authority including:

- a. providing direction to an Executive Director to whom responsibility for the day-to-day administration of the FirstNet Authority is delegated;
- b. governing the agency through the establishment of priorities, guidance and continual review of its work;
- c. ensuring the interests of public safety, and the technical and network communities are represented in decision-making;
- d. engaging with public safety in collaboration with management;
- e. ensuring the proper funding of the agency by reviewing and approving an annual budget;
- f. ensuring the proper financial management of resources by reviewing financial reports, and engaging as appropriate with auditors;
- g. making decisions regarding network investment; and
- h. monitoring network performance.

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The Executive Director provides periodic, accurate, and timely reporting to the Board and is accountable to the Board for the leadership of the FirstNet Authority.

### **Section 3.02 — Governance**

Pursuant to Section 1424(a) of the Act, the FirstNet Authority is as an independent authority within the U.S. Department of Commerce's National Telecommunications and Information Administration (NTIA). The FirstNet Authority may exercise, through the actions of its Board, all powers specifically granted by the provisions of the Act, and such incidental powers as shall be necessary, appropriate, or advisable to accomplish the purposes of Title VI of the Act.

#### Composition of the Board

### **Section 3.03 — Membership Selection and Appointment**

Pursuant to Section 1424 of the Act, the FirstNet Authority shall be led by a 15-member Board. The Secretary of Homeland Security, the Attorney General of the United States, and the Director of the Office of Management and Budget serve as permanent members. The U.S. Secretary of Commerce (Commerce Secretary) shall appoint the balance of the FirstNet Authority Board in accordance with the requirements set forth in Section 1424(b)(2) of the Act. When referring to one of the fifteen individuals that comprise the Board, these Bylaws shall use the terms "member" or "Board member."

### **Section 3.04 — Terms for Appointed Board Members**

The term for appointed Board members is three years. No appointed Board member may serve more than two consecutive full three-year terms.

### **Section 3.05 — Chair**

- (a) The Commerce Secretary shall select, from among the non-permanent members of the Board, an individual to serve for a two-year term as Chair of the Board (Chair). An individual may not serve for more than two consecutive terms as Chair.
- (b) The Chair will set the agenda for all Board meetings. The Chair will convene and preside at all meetings of the Board at which he or she is present, in person or by teleconference, will regularly report to the Board on the status and conduct of the business and affairs of the FirstNet Authority, and will answer questions from and provide requested information to Board members.
- (c) The Chair shall select a non-permanent Board member to serve as Vice Chair. The Vice Chair shall assume the duties of the Chair in the Chair's absence, incapacity, or at the direction of the Chair, and perform such duties as are assigned by the Chair.

#### Changes in Board Composition

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### **Section 3.06 — Resignation**

Any appointed member may at any time resign from the Board by sending a letter via email to the Commerce Secretary, with a copy to the Chair and Board Secretary, clearly articulating the Board member's intent to resign from the FirstNet Authority Board. The Board member's resignation is effective upon receipt or date to be determined by the Commerce Secretary.

### **Section 3.07 — Removal**

The Commerce Secretary may remove any appointed member of the Board, including the Chair, from his or her position at any time, with or without cause.

### **Section 3.08 — Vacancies**

In the event of a vacancy, the Commerce Secretary shall appoint a new Board member consistent with Section 1424 of the Act. As long as there is a quorum (see section 4.06, below), a vacancy on the Board does not affect the Board's powers.

### **Board Committees**

#### **Section 3.09 — Committees of the Board**

The Board may, by a majority vote of the members, establish committees, provided that each committee shall be composed of at least two members. The Chair shall designate one committee member as Chair of the Committee (Committee Chair). The Chair shall, upon recommendation of the Committee Chair, appoint the members of the committee. The Committee Chair and all committee members shall serve at the pleasure of the Chair for such term or terms as the Chair may determine and may be replaced by the Chair at any time.

The Board may establish other procedures, as necessary, to govern committee activities (including, without limitation, members' term of office, vacancy filling, removal and quorum), and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the FirstNet Authority. All committees shall keep regular minutes of the transactions of their meetings and shall post all minutes, presentations, and committee resolutions to the FirstNet.gov website. Board committees may meet either individually or jointly at the discretion of the Chair or at the recommendation of or with the approval of the Committee Chairs.

The activities and responsibilities of each committee shall be governed, in addition to these Bylaws, by a Committee Charter, which shall be approved by the committee and the Board. The Committee Charter may contain delegations of authority to the committee from the Board; Board approval of the Committee Charter gives effect to any embedded delegation of authority. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board or any member thereof, of any responsibility imposed by law or these Bylaws. In the case of a conflict between these Bylaws and any Committee Charter, the terms of these Bylaws shall control.

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### **Section 3.10 — Programs and Future Planning Committee**

A Programs and Future Planning Committee is hereby established with the duties and responsibilities reflected in its Charter (appended hereto as Attachment A and as amended from time to time by the Board).

### **Section 3.11 — Finance and Investment Committee**

A Finance and Investment Committee is hereby established with the duties and responsibilities reflected in its Charter (appended hereto as Attachment B and as amended from time to time by the Board).

### **Section 3.12 — Governance and Risk Committee**

A Governance and Risk Committee is hereby established with the duties and responsibilities reflected in its Charter (appended hereto as Attachment C and as amended from time to time by the Board).

### **Section 3.13 — Advocacy Committee**

An Advocacy Committee is hereby established with the duties and responsibilities reflected in its Charter (appended hereto as Attachment D and as amended from time to time by the Board).

### Advisory Committees

### **Section 3.14 — Public Safety Advisory Committee**

Pursuant to Section 1425(a) of the Act, the FirstNet Authority shall establish a standing public safety advisory committee to assist the FirstNet Authority in carrying out its duties and responsibilities. The duties and responsibilities of the Public Safety Advisory Committee (PSAC) are reflected in its Charter (appended hereto as Attachment E) and as amended from time to time, by the Board. The PSAC is established pursuant to the Unfunded Mandates Reform Act (2 U.S.C. 1534(b)) and is not subject to the requirements of the Federal Advisory Committee Act (5 U.S.C. App. 2).

### **Section 3.15 — Other Advisory Committees**

Pursuant to Section 1425(a) of the Act, the FirstNet Authority may establish additional standing or ad hoc committees, panels, or councils as the FirstNet Authority determines are necessary. All committees, panels, or councils established under section 1425(a) of the Act will comply with the membership restrictions in 902(d)(4) of the Consolidated Appropriations Act, 2021, Pub. L. No. 116-260.

### Conducting Business

## EXHIBIT A

### **Section 3.16 — Compensation**

Board members appointed under Section 1424(b)(1)(D) shall be compensated at the daily rate of basic pay for level IV of the Executive Schedule for each day during which such members are engaged in performing a function of the Board. Board members appointed under Section 1424(b)(1)(A-C) shall serve without additional pay. Other than as provided herein, no Board member shall, while serving on the Board, otherwise benefit financially, directly or indirectly, as a result of their service on the FirstNet Authority Board.

### **Section 3.17 — Reimbursement of Expenses**

The FirstNet Authority shall reimburse all Board members for travel and per diem expenses at rates authorized for an employee of a Federal agency under subchapter I of chapter 57 of title 5, United States Code, whenever the performance of the duties of the FirstNet Authority takes a Board member away from his or her home or regular place of business and at the place of employment or service. (See 5 U.S.C. 5703.)

### **Section 3.18 — Ethics, Financial Disclosure and Conflicts of Interest**

FirstNet Authority Board members shall comply with all applicable government ethics, financial disclosure, and conflict of interest statutes and regulations. Each appointed member of the Board shall act in the best interests of the FirstNet Authority and the United States in accordance with their oath of office, regardless of any current or former outside activity, employment, or affiliation. The permanent members of the Board shall act in the best interests of the United States consistent with their existing obligations as officers of the United States.

## **ARTICLE IV: MEETING PROCEDURES**

### *General Requirements*

#### **Section 4.01 — Frequency**

Pursuant to Section 1424(e) of the Act, the Board will meet at the call of the Chair and not less frequently than once each quarter. Meetings shall be at such dates, times and locations as the Chair shall determine. The frequency of meetings of the Board's committees shall be determined by the Charters of each committee. Board and committee meetings may be held in person, or virtually by telephone, audio/video transmission, or similar communications medium at the decision of the Chair or Committee Chair, respectively.

#### **Section 4.02 — Special Meetings**

The Chair may call special meetings of the Board at any time. The Chair shall call a special meeting upon request of at least four members. In the case of such requests, the Chair shall call the special meeting as soon as reasonably practicable to ensure a quorum.

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### **Section 4.03 — Member Participation**

Personal attendance of Board members at meetings and activities of the Board is strongly encouraged. However, Board members, or any committee designated by the Board, may participate virtually by means of telephone, audio/video transmission, or similar communications medium, so long as all persons participating in the meeting can simultaneously communicate on a real-time basis with all other participants. Virtual participation shall constitute presence in person.

Board members appointed by the Commerce Secretary under Section 1424(b)(1)(D) may not select alternates to participate in Board or committee meetings in their absence and proxy voting on their behalf is not permitted. A permanent Board member serving under the authority of Section 1424(b)(1)(A-C) may delegate his or her board responsibilities to a subordinate to allow that subordinate to participate fully in board activities, including voting. Any delegation must be documented in writing and be transmitted via email to the Chair and the Board Secretary. Ideally, a permanent Board member's delegated representative would possess full authority to engage in discussions on behalf of their Department and be authorized to act on behalf of the permanent Board member.

### **Section 4.04 — Transparency**

Pursuant to Section 1424(e) of the Act, meetings of the Board, including any committee of the Board, shall be open to the public. Members of the public may submit written statements to the Board at any time.

### **Section 4.05 — Closed Meetings**

Pursuant to Section 1424(e) of the Act, the Board may, by majority vote of the members, close any meeting for the time necessary to preserve the confidentiality of commercial, financial, or other sensitive information, including procurement-related and source selection information, that is privileged or confidential, to discuss personnel matters, or to discuss legal matters affecting the FirstNet Authority, including pending or potential litigation. The public notice of the meeting issued using the procedures in Section 4.08 below, may announce the closing of all or a portion of a meeting. If, during the course of an open meeting, matters inappropriate for public disclosure arise during discussions, the Chair will order such discussion to cease and will make a motion to move into a closed session.

### **Procedural Requirements**

### **Section 4.06 — Quorum**

Pursuant to Section 1424(f) of the Act, eight members of the Board shall constitute a quorum, including at least six of the Board members appointed by the Commerce Secretary under Section 1424(b)(1)(D). A majority of committee members represents a quorum for all meetings of Board committees.

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### **Section 4.07 — Voting**

When a decision or recommendation of the Board or its committees is required, the Chair or Committee Chair, as appropriate, will request a motion for a vote. Each member shall be entitled to one vote on each matter submitted to a vote of members of the Board. Proxy voting by alternates (other than as described in Section 4.03 of these Bylaws) shall not be allowed. Unless otherwise specified in these Bylaws, actions by the Board shall require a vote in the affirmative by not less than a majority of those members of the Board voting.

Notwithstanding the paragraph above, a consent agenda may be presented at the beginning of a Board or committee meeting. Items may be removed from the consent agenda on the request of any one member. Items not removed may be adopted by general consent without debate. Removed items may be taken up either immediately after the consent agenda or placed later on the agenda at the discretion of the Board Chair or for committee matters, of the Committee Chair of the relevant committee.

### **Section 4.08 — Public Notice of Meetings**

The FirstNet Authority shall display its Board meeting schedule on its website, and shall post detailed agendas for each Board and Committee meeting, including the date, time, and place, of the meeting on its website at least two business days before each meeting.

In addition, the FirstNet Authority will publish a notice in the Federal Register at least 5 business days before each meeting. The Federal Register Notice will include the date, time, and place for each meeting.

Business days means Monday through Friday and excludes weekends and Federal holidays.

### **Section 4.09 — Notice to Board Members of Meetings**

The Chair shall ensure reasonable prior notice of quarterly meetings is provided to the Board members. Any special meeting of the Board must be preceded by at least two business days' notice of the date, time, and place of the meeting, but not of its purpose. Notice will be given either via email, or orally and documented in email or meeting minutes. Notice will be deemed given on the date it is sent to the Board member's federal email address. Attendance or participation by a Board member at a meeting, unless the Board member promptly objects to holding the meeting or to the transaction of any business on the grounds that the meeting was not lawfully convened and the Board member does not thereafter vote for or assent to action taken at the meeting, is a waiver of notice of the meeting.

### **Section 4.10 — Registering Dissent**



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A Board member who is present at a meeting of the Board at which action is taken shall be presumed to have assented to such action unless his or her dissent, abstention, or recusal is entered in the meeting minutes, or unless the Board member files a written dissent to such action with the person acting as the secretary of the meeting. The written dissent must be delivered either before the adjournment of the meeting or by email to the Chair, or the Chair's designee, and the Board Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board member who voted in favor of such action. If a Board member agrees with an action in part, the Board member shall dissent from the whole but identify in the dissent those aspects of the action with which the Board member agrees.

### **Section 4.11 — Action by Board Members without a Meeting**

Decision-making by the Board (including amendment of these Bylaws), or a committee thereof, may be taken without a meeting if all of the Board members or all of the members of a committee sign a consent in writing, setting forth the action so taken. Such consent shall have the same force and effect as a unanimous vote of the Board or the committee. Such consent may be executed in one or more counterparts each of which shall be deemed an original but all of which together shall constitute one and the same instrument. Electronic, pen and ink, and scanned signatures are acceptable and have the same force and effect. In addition to hand delivery, signed signature pages may be transmitted to the Board Secretary, as defined in Section 5.02 below by U.S. mail, email, facsimile, or the Department's secure file transfer system. The action shall take effect once the Board Secretary or the FirstNet Authority's Chief Counsel receives the signature of each Board member. Advance notice to the public of an action by written consent is not required, however, the FirstNet Authority shall publish notice of any such action on its website within 2 business days of receiving all signatures.

## **ARTICLE V: OFFICERS, STAFF AND CONSULTANTS**

### **Section 5.01 — Executive Director**

The Executive Director has authority for the supervision, operation, management and direction of the business and affairs of the FirstNet Authority, subject to oversight by the Board. This authority includes, but is not limited to, the creation of officer positions, hiring of employees, the establishment of agency policy and guidance, the execution and management of contracts and agreements, and the implementation of all other powers and duties delegated to the FirstNet Authority from the Department of Commerce and/or NTIA. The Executive Director shall not have responsibility for matters that Board Resolutions or these Bylaws reserve or assign directly to the Board.

### **Section 5.02 — Board Secretary**

## EXHIBIT A

The Board Secretary shall have such powers and perform such duties as set out in the Board Secretary's Position Description. At a minimum, the Board Secretary shall:

- (a) keep, or cause to be kept, minutes of the meetings of the Board, and of each committee of the Board;
- (b) see that all notices are duly given in accordance with law and these Bylaws;
- (c) see that the books, reports, statements, and all other documents and records required by law are properly kept and filed; and
- (d) sign such instruments as require the signature of the Board Secretary.

### ARTICLE VI: GENERAL PROVISIONS

#### Section 6.01 — Amendments

The Board shall have power to make, alter, amend and repeal these Bylaws by a majority vote of all members of the Board. Any modifications to these Bylaws that affect the powers of the Commerce Secretary under the Act shall be approved by the Commerce Secretary or his or her designee prior to any intended Board action to modify these Bylaws. In order to effectuate this approval, the FirstNet Authority shall deliver any proposed changes to these Bylaws in their entirety to the Department's Office of General Counsel, which shall identify to the FirstNet Authority whether it believes any modifications relate to the powers of the Commerce Secretary and be responsible for obtaining the Commerce Secretary's response to the relevant Bylaw modifications, if any, including any necessary approval, within a reasonable period of time after receipt of the proposed modification(s).

#### Section 6.02 — Books and Records

The FirstNet Authority shall keep the following records:

- (a) Current Bylaws;
- (b) Correct and adequate records of accounts and finances;
- (c) A record of officers' and Board Members' names and addresses; and
- (d) Minutes of the proceedings of the Board and any minutes, which may be maintained by Board committees. Records may be written, or electronic if capable of being converted to writing.

Any books, records, and minutes may be in written form or any other form capable of being converted into written form within a reasonable time. The records shall be open at any reasonable time to inspection by any Board member for a purpose reasonably related to his or her position as a Board member.

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Such books and records will be made available to the public by the FirstNet Authority subject to Federal law, formal Congressional request, or judicial order. Records related to Board or committee matters discussed during any closed meeting sessions as described in Section 4.07 of these Bylaws, if any, shall not be made public.

### **Section 6.03 — Audits**

The FirstNet Authority shall be audited, and shall cooperate with such audits, in accordance with Section 1429 of the Act, and the Inspector General Act of 1978, as amended.

### **Section 6.04 — Fiscal Year**

The fiscal year of the FirstNet Authority shall be the Federal Government fiscal year, October 1 through September 30.

### **Section 6.06 — Rules of Order**

The rules contained in the most recent edition of Robert's Rules of Order Newly Revised shall govern all FirstNet Authority Board and Board Committee meetings where those rules are not inconsistent with law, these Bylaws, or prior actions of the Board.

Revised by resolution of the Board on 17th day of November 2021.