

FIRST RESPONDER NETWORK AUTHORITY

**BOARD RESOLUTION 26**

BYLAWS MODIFICATIONS

May 8, 2013

WHEREAS, Congress enacted the Middle Class Tax Relief and Job Creation Act of 2012 (Act) which mandates the creation of a nationwide interoperable wireless broadband network that will enable police, firefighters, emergency medical service professionals, and other public safety officials to more effectively communicate and perform their missions;

WHEREAS, the Act creates the First Responder Network Authority (FirstNet), an independent authority within the Department of Commerce's National Telecommunications and Information Administration (NTIA), charged to take "all actions necessary" to build, deploy, and operate the network, in consultation with State, local, tribal, and territorial entities;

WHEREAS, the Special Review Committee and other Board committees from time to time will require the assistance and participation of the designees of the permanent board members;

WHEREAS, FirstNet seeks to further clarify the role and responsibilities of its General Manager;

NOW THEREFORE BE IT RESOLVED that the Sections 4.03, 5.03 and 5.04 of the FirstNet Bylaws shall be modified as outlined in Attachment A to this Motion.

I, the undersigned, Secretary of the First Responder Network Authority, do hereby certify that the above is a true and correct copy of a resolution adopted at a meeting of the Board of the First Responder Network Authority on May 8, 2013, at which a quorum was present and voted.



Uzoma Onyeije, Secretary

## Attachment A

# **BYLAWS OF THE FIRST RESPONDER NETWORK AUTHORITY**

### **ARTICLE I: PURPOSE & AUTHORITY**

The purpose of the First Responder Network Authority (FirstNet) is to ensure the building, deployment and operation of a nationwide, interoperable public safety broadband network pursuant to Title VI of the Middle Class Tax Relief and Job Creation Act of 2012 (Act), Pub. L. No. 112-96, 126 Stat. 156 (2012) (attached hereto as Appendix A). FirstNet derives its powers, duties and responsibilities from Section 6206(a) of the Act. The powers of FirstNet that are not explicitly outlined in the legislation are derived from Section 6206(a)(6) of the Act.

### **ARTICLE II: OFFICES**

The principal office of FirstNet shall be located in the District of Columbia at the National Telecommunications and Information Administration (NTIA). Other offices of FirstNet shall be in such places as may be deemed by the Board to be necessary or appropriate.

### **ARTICLE III: BOARD OF DIRECTORS**

#### General

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

The Board is responsible for overall policy and direction of FirstNet. All powers shall be exercised by or under the authority of, and the business and affairs of FirstNet shall be managed under the direction of, its Board of Directors. Each appointed member of the FirstNet board shall act in the best interests of FirstNet, regardless of any current or former outside activity, employment or affiliation. The permanent members of the FirstNet board shall act in the best interests of the United States consistent with their existing obligations as officers of the United States.

#### **Section 3.02 — Governance**

Pursuant to Section 6204(a) of the Act, FirstNet shall operate as an independent authority within NTIA.

## Composition of the Board

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

Pursuant to Section 6204 of the Act, FirstNet shall be led by a 15-member Board of Directors. 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 Board in accordance with the requirements set forth in Section 6204 of the Act. When referring to the Board, the words "Director" and "Member" shall be viewed as synonymous.

### **Section 3.04 — Terms for Appointed Directors**

- (a) The term for appointed members is three years. No Director may serve more than two consecutive full three-year terms.
- (b) Notwithstanding subparagraph (a), in making initial appointment of Directors, the Commerce Secretary shall determine each member's term as follows:
  - 1. Four members to serve for an initial term of three years;
  - 2. Four members to serve for an initial term of two years; and
  - 3. Four members to serve for an initial term of one year.

### **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. An individual may not serve for more than two consecutive terms as Chair of the Board.
- (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, and will regularly report to the Board on the status and conduct of the business and affairs of FirstNet, and will answer questions from and provide requested information to members of the Board.
- (c) The Chair shall select a non-permanent Director to serve as Vice Chair. The Vice Chair shall assume the duties of the Chair in the Chair's absence or incapacity and perform such duties as are assigned by the Chair.



### Changes in Board Composition

#### **Section 3.06 — Resignation**

Any appointed Director may at any time resign from the Board by forwarding to the Chair, (with a copy to the Commerce Secretary), a resignation in writing, provided that any outstanding obligations of the Director to FirstNet have been fully discharged. Resignation is effective upon receipt by the Chair of written notification from such resigning member.

#### **Section 3.07 — Removal**

The Commerce Secretary may remove the Chair from his or her position, or any individual appointed Director from the Board, at any time, with or without cause. The Chair may remove any appointed Director due to incapacity, neglect of duty, poor performance, malfeasance, or other good cause, with the Commerce Secretary's approbation.

#### **Section 3.08 — Vacancies**

In the event of a vacancy, the Commerce Secretary shall appoint a new Director for the remainder of the predecessor's term, consistent with Section 6204 of the Act. In selecting new Directors, the Commerce Secretary shall consider any nominations of potential Board members submitted by the Board. Board vacancies shall 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 of the Board, establish such committees of the Board as it determines from time to time to be advisable, provided that each such committee shall be composed of at least two (2) Directors. The Chair shall appoint the members of committees and shall name the chair of each committee. 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 FirstNet. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of FirstNet and may exercise such powers as the Board may by resolution determine. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

### **Section 3.10 — Executive Committee**

An Executive Committee is hereby established that, during the intervals between the meetings of the Board of Directors shall have, and may exercise, all powers and rights of the Board unless otherwise limited by a resolution of the Board. The Executive Committee shall include at least one of the permanent members of the FirstNet Board. The Executive Committee shall prepare FirstNet's Annual Report to Congress. The Executive Committee shall keep proper minutes and records of its proceedings, and all actions of the Executive Committee shall be reported to and ratified by the Board at its next meeting succeeding such activity. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

### **Section 3.11 — Planning and Technology Committee**

A Planning and Technology Committee is hereby established. The Planning and Technology Committee shall produce a 3-5 year plan with regard to long range business and technical goals and specific objectives of FirstNet for the approval of the Board (Long-Range Plan). The Planning and Technology Committee shall also monitor adherence to the FirstNet's Long-Range Plan and update the Plan on an annual basis.

### **Section 3.12 — Audit, Budget and Finance Committee**

A Budget and Finance Committee is hereby established. The Audit, Budget and Finance Committee shall advise the Board of Directors on all financial matters and shall present an Annual Budget to the Board at its first meeting of each fiscal year.

### **Section 3.13 — Governance Committee**

A Governance Committee is hereby established which shall (i) conduct the periodic self-assessment of the Board of Directors; (ii) identify and recommend potential future Board members to the Commerce Secretary; and (iii) provide orientation to new and existing Board members.

#### *Advisory Committees*

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

Pursuant to Section 6205(a) of the Act, FirstNet shall establish a standing public safety advisory committee to assist FirstNet in carrying out its duties and responsibilities. The Board may, by majority vote of the members of the Board, appoint the Executive Committee of the Department of Homeland Security's SAFECOM advisory committee for this purpose.

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

Pursuant to Section 6205(b) of the Act, FirstNet may establish additional standing or ad hoc committees, panels, or councils as FirstNet determines are necessary. When establishing advisory committees, FirstNet will consult with the Secretary of Commerce regarding the applicability of the Federal Advisory Committee Act.

#### Conducting Business

### **Section 3.16 — Compensation**



Non-permanent members of the Board appointed by the Commerce Secretary 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. Permanent members of the Board shall serve without additional pay.

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

FirstNet shall reimburse all Directors 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 FirstNet takes a Director away from his or her home or regular place of business and at the place of employment or service.

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

FirstNet Board members shall comply with all applicable government ethics, financial disclosure and conflict of interest statutes and regulations.

### **ARTICLE IV: MEETING PROCEDURES**

#### **General Requirements**

##### **Section 4.01 — Frequency**

Pursuant to Section 6204(e) of the Act, the FirstNet 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.

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

The Chair may call special meetings at any time. The Chair shall call a special meeting upon request of at least four Directors.

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

Personal attendance of Board members at meetings and activities of the Board is strongly encouraged. However, members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of such Board or committee by means of conference telephone, audio/video transmission, or similar communications medium, by means of which all persons participating in the meeting can simultaneously communicate on a real-time basis with all other participants, and participation in a meeting pursuant to this bylaw shall constitute presence in person. Board members appointed by the Commerce Secretary may not select alternates to participate in Board meetings in their absence. A permanent board member may delegate his or her board responsibilities to one subordinate to allow the subordinate to participate in board meetings-activities as follows:

- (a) Attorney General — to the Associate Attorney General.
- (b) Secretary of Homeland Security — to the Under Secretary of Homeland Security for National Protection and Programs.
- (c) Director of the Office of Management and Budget — to the Deputy Director of the Office of Management and Budget for Management.

Notwithstanding the earlier portions of this provision, a permanent member may select an alternate senior designee. For purposes of board meeting participation and voting, this designee will replace the named designee in this Section. Designees may participate in Board committees at the discretion of the Chair.

#### **Section 4.04 — Transparency**

Pursuant to Section 6204(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 6204(e) of the Act, the Board may, by majority vote of the Directors, close any meeting for the time necessary to preserve the confidentiality of commercial or financial information that is privileged or confidential, to discuss personnel matters, or to discuss legal matters affecting FirstNet, including pending or potential litigation. The notice of the meeting on the FirstNet website may announce the closing of all or



just part 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 schedule it for closed session.

### Procedural Requirements

#### **Section 4.06 — Quorum**

Pursuant to Section 6204(f) of the Act, eight members of the Board shall constitute a quorum, including at least six of the members appointed by the Commerce Secretary.

#### **Section 4.07 — Voting**

When a decision or recommendation of the FirstNet Board is required, the Chairman 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 the permanent members' authorized designees) shall not be allowed. Unless otherwise specified in these Bylaws, actions by the Board of Directors shall require a vote in the affirmative by not less than a majority of those members of the Board voting.

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

FirstNet shall display its regular meeting schedule of the Board of Directors on its website, and include the date, time, place, and general purpose of the meeting. FirstNet shall provide at least two business days' notice of the date, time, and place of any special meeting of the Board of Directors. Business days shall mean Monday through Friday and excludes weekends and federal holidays.

#### **Section 4.09 — Notice to Directors of Meetings**

The Chair does not have to provide notice to the Directors of the regular, quarterly meetings. Any special meeting of the Board of Directors may be preceded by at least two days' notice of the date, time, and place of the meeting, but not of its purpose. Notice may be given personally, by facsimile, by mail, electronically or in any other manner designed to provide reasonable notice. Oral notification shall be sufficient only if a written record of such notice is included in the Board's minute book. Notice shall be deemed effective at the earliest of (a) receipt; (b) delivery to the proper address or telephone number of the directors as shown in FirstNet's records; or (c) five days after its deposit in the United States mail, as evidenced by the postmark, if correctly addressed and mailed with first-class postage prepaid. Notice of any meeting of the Board of

Directors may be waived by any Director at any time, by a signed writing, delivered to FirstNet for inclusion in the minutes, either before or after the meeting. Attendance or participation by a Director at a meeting, unless the Director 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 Director 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**

A Director who is present at a meeting of the Board of Directors at which action on a FirstNet matter is taken shall be presumed to have assented to such action unless his or her dissent abstention, or recusal is entered in the minutes of the meeting, or unless he files his written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or forwards such dissent by registered mail to the Chair of FirstNet, or the Chair's designee, immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action. If a Director agrees with an action in part, he or she shall dissent from the whole but identify in the dissent those aspects of the action with which he or she agrees.

#### **Section 4.11 — Action by Directors without a Meeting**

Any action required or which may be taken without a meeting of the Directors (including amendment of these Bylaws), or of a committee thereof, may be taken without a meeting if all of the directors or all of the members of a committee sign a consent in writing, setting forth the action so taken, or all of the members of the committee. Such consent shall have the same force and effect as a unanimous vote of the Board or the Committee. FirstNet shall publish such action on its website.

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

#### **Section 5.01 — Officer Designations**

The Board shall have the discretion to create whatever officer positions it deems desirable with such titles and duties as the Board may determine. The Board shall have the authority to select individuals to serve in any such officer positions. The same person may hold any two or more offices. Officers of FirstNet shall be compensated as appropriate under federal pay schedules and shall be subject to applicable federal personnel practices and procedures.

#### **Section 5.02 —Secretary**



The Secretary shall have such powers and perform such duties as from time to time may be assigned to him or her by the Board or the Chief Executive Officer. The Secretary shall (a) keep, or cause to be kept, in books provided for the purpose, minutes of the meetings of the Board of Directors, and of each committee of the Board; (b) see that all notices are duly given in accordance with law and these By-Laws; (c) be custodian of the logo of FirstNet and affix such logo to all documents the execution of which, on behalf of FirstNet under its logo, is authorized by the Board of Directors; (d) see that the books, reports, statements and all other documents and records required by law are properly kept and filed; and (e) sign such instruments as require the signature of the Secretary.

#### **Section 5.03 — ~~Employees~~ General Manager**

The Board shall hire a General Manager who will have general day-to-day supervision, operation, management and direction of the business and affairs of FirstNet, subject to the control of the Board, and shall report directly to the Board. The ~~Board~~ General Manager may hire (or may delegate to any officer or officers the authority to hire) such employees as ~~it~~ he or she deems proper and necessary for the operations of FirstNet. The powers and duties of the employees shall be as assigned or as delegated to be assigned by the ~~Board~~ General Manager. The ~~Board~~ General Manager may enter into memoranda of understanding with NTIA and other government agencies to obtain staffing resources. The General Manager shall not have responsibility for matters that these bylaws assign directly to the Board.

#### **Section 5.04 — Agents, Consultants and Experts**

Pursuant to Section 6206(a)(3) of the Act, the Board, shall select or ensure the selection of parties to serve as ~~its~~ the Board's agents, consultants, or experts in a fair, transparent, and objective manner consistent with all applicable rules and regulations. Concerning operational issues, the General Manager shall select or ensure the selection of parties to serve as FirstNet's agents, consultants, or experts in a fair, transparent, and objective manner consistent with all applicable rules and regulations. The ~~Board~~ General Manager may also select a program manager to carry out certain of the duties and responsibilities of deploying and operating the nationwide public safety broadband network. FirstNet may obtain grants from and make contracts with individuals, private companies, and Federal, State, regional, and local agencies.



## **ARTICLE VI: GENERAL PROVISIONS**

### **Section 6.01 — Amendments**

The Board of Directors shall have power to make, alter, amend and repeal the Bylaws of FirstNet by a majority vote of all members of the Board. Any modifications to these Bylaws must be consistent with the Act and approved by the Commerce Secretary or his or her designee.

### **Section 6.02 — Books and Records**

FirstNet shall keep the following records within NTIA:

- (a) Current Bylaws;
- (b) Correct and adequate records of accounts and finances;
- (c) A record of officers' and directors' names and addresses; and
- (d) Minutes of the proceedings of the Board of Directors and any minutes which may be maintained by committees of the Board of Directors. 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 member of the Board of Directors for a purpose reasonably related to his or her position as a director.

Such books and records will be made available to the public by NTIA pursuant to Federal law, formal Congressional request, or judicial order.

### **Section 6.03 — Audits**

In recognition that FirstNet is a steward of taxpayer dollars the Audit, Budget and Finance Committee may recommend to the Commerce Secretary an independent auditor to conduct an audit, on an annual basis, of FirstNet in accordance with Section 6209 of the Act. To facilitate audits conducted under this section of these Bylaws, both NTIA and the auditor shall have the right to access all books, accounts, records, reports, files, and all other papers, things, or property belonging to or in use by the FirstNet that pertain to the financial transactions of FirstNet.

### **Section 6.04 — Fiscal Year**

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

#### **Section 6.05 — Logo**

The logo of FirstNet shall be of such design as shall be approved the Board of Directors and the Commerce Secretary and may be used to identify FirstNet activities or materials.

#### **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 meetings of FirstNet where those rules are not inconsistent with law, these Bylaws or prior actions of the Board.

Adopted by resolution of the Board of Directors on This 25th day of September 2012

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Onyeije, Secretary