

Grant County Digital Network Coalition
March 26, 2019
12:00 PM
John Day Fire Hall, 316 S. Canyon Blvd, John Day

AGENDA

1. **OPEN AND NOTE ATTENDANCE**
2. **APPROVAL OF PRIOR MEETING MINUTES**
3. **APPEARANCE OF INTERESTED CITIZENS** – At this time the Board will welcome the public and ask if there is anything they would like to add to tonight’s agenda.

ACTION ITEMS

4. **CITY HALL LATERAL PROCUREMENT DECISION**
Attachments:
 - None
5. **RECONNECT PRE-SUBSCRIBER ROUTE**
Attachments:
 - None
6. **WEBSITE CONTENT REVIEW & DISCUSSION**
Attachments:
 - None
7. **BYLAWS AND ACCOUNTING PROCEDURES**
Attachments:
 - None

OTHER BUSINESS

8. **OTHER BUSINESS AND UPCOMING MEETINGS**
 - Board Meeting – Tuesday, April 16 – 6 P.M. Fire Hall

TO: Grant County Digital Board of Directors

FROM: Nicholas Green, Executive Director

DATE: March 26, 2019

SUBJECT: Agenda Item #4: City Hall Lateral Procurement Decision
Attachment(s)

- None

BACKGROUND

We received bids for the City Hall Later from the following firms:

- Texstar Enterprises, Aurora, OR
- Blue Mountain Telecom, Walla Walla, WA
- Professional Underground Services Inc., Eugene, OR
- Quanta Telecom Services, Vancouver, WA

Bids ranged from \$55,743 to \$69,800. The low bid was submitted by Blue Mountain Telecom.

DISCUSSION

The ORS encourages public agencies to use the least cost contracting approach when issuing contracts for construction unless there are extenuating circumstances. Blue Mountain was also the low bidder on the ESD/911 lateral and will be in John Day constructing that segment beginning this week. They estimate they can complete this segment within two weeks of receiving all parts.

RECOMMENDED MOTION

“I move to award the City Hall Lateral to Blue Mountain Telecom for the bid price of \$55,743 and authorize the Executive Director to issue a notice of intent to award and sign the necessary procurement documents.”

TO: Grant County Digital Board of Directors

FROM: Nicholas Green, Executive Director

DATE: March 26, 2019

SUBJECT: Agenda Item #5: ReConnect Pre-subscriber Route
Attachment(s)

- None

BACKGROUND

ReConnect requires businesses and individuals to fill out a pre-subscriber form, which CTC is preparing. We will review our potential areas for pre-subscription as part of this agenda item.

TO: Grant County Digital Board of Directors

FROM: Nicholas Green, Executive Director

DATE: March 26, 2019

SUBJECT: Agenda Item #6: Website content review and discussion
Attachment(s)

- None

BACKGROUND

The grantcountydigital.org website development is complete. We will review the final website content during this agenda item.

TO: Grant County Digital Board of Directors

FROM: Nicholas Green, Executive Director

DATE: March 26, 2019

SUBJECT: Agenda Item #7: Bylaws and Accounting Procedures
Attachment(s)

- None

BACKGROUND

The purpose of bylaws is to codify operating rules and procedures for the organization. Bylaws are adopted by resolution of the board. A typical structure is provided below. Areas highlighted in yellow require board review and discussion.

DISCUSSION

SECTION 1. NAME; OFFICE; AUTHORITY

1.1 Name. This agency will be referred to the Grant County Digital Network Coalition (“Coalition”).

1.2 Office. Coalition’s office will be located at **the John Day City Hall** (John Day, Oregon), or such other location as Coalition may from time to time designate by resolution.

1.3 Powers and Duties. Coalition’s powers and duties are provided under ORS Chapter 190 and as authorized by the board and its parent agencies **as defined in the adopting ordinances.**

SECTION 2. COALITION BOARD

2.1 General Powers. All Coalition powers will be exercised by or under the authority of, and the affairs of Coalition managed under the direction of, the Grant County Digital board (the “Board”), subject to any limitations set forth under applicable Oregon law and/or Council ordinance.

2.2 Membership. The Board will be composed of the three standing members appointed by the member agencies and

2.3 Terms of Office. Each standing member of the Board will serve until replaced by its parent agency. Ad-hoc members will serve a two-year term as appointed by the Board.

2.4 Local Contract Review Board. The Board will act as Coalition’s local contract review board when approving public contracts in accordance with Coalition’s public contracting rules. All contracts, deeds, and instruments will be approved in accordance with applicable law and Coalition’s public contracting rules.

SECTION 3. OFFICERS; PERSONNEL; COMMITTEES

3.1 Officers. Coalition’s officers will consist of a chair, vice-chair, an executive director, and any other officers whom Coalition deems necessary.

3.2 Chair. **The chair will be appointed by Agency members during the first meeting of each calendar year** and will preside at all Coalition meetings. The chair will have a vote on all questions before Coalition. At each Coalition meeting, the chair will submit information and recommendations as the chair may consider proper concerning the business, affairs, and policies of Coalition. **The chair will be a co-signer on checks.**

3.3 Vice-Chair. The vice-chair will be elected by Coalition members **during the first meeting each calendar year** and will perform the duties of the chair in the absence of the chair. Whenever the chair is unable to perform the functions of the office, the vice-chair will act as chair. If both the chair and vice-chair are absent from a Coalition meeting, the members present will select one

of their number to perform the chair's functions at the meeting. In the absence of the executive director, the vice-chair will keep the official records of Coalition, attest signatures of Coalition, certify copies of Coalition documents, and perform other record-keeping duties of the executive director. **The vice-chair will be a co-signer on checks.**

3.4 Executive Director. The executive director will be the chief executive officer and administrative head of Coalition and will be responsible to Coalition for the proper administration of the affairs placed in the executive director's hands. The executive director will administer the affairs of Coalition in accordance with federal, state, and local laws. The executive director will see that all contracts of Coalition are carried out in the best interest of Coalition and in accordance with applicable law.

(a) The executive director will cause to have prepared plans, reports, and other necessary matters concerning any given service area; and will report from time to time to Coalition on the status of the Coalition's programs.

(b) **The executive director will appoint and remove committee members and employees except as these Bylaws otherwise provide and will have general supervision and control over them and their work.**

(c) The executive director will serve as the budget officer of Coalition.

(d) Board may select an individual to serve as executive director by unanimous vote of the Board.

(e) The executive director will be responsible for the fiscal administration of all funds of Agency and will act as co-signer of the checks drawn upon the checking accounts of Coalition.

3.5 Additional Duties. The officers of Coalition will perform such other duties and functions as may from time to time be required by Coalition.

3.6 Additional Personnel; Committees. Coalition may, from time to time, create such positions, employ such personnel, create committees, subcommittees, or advisory groups as it deems necessary to exercise its powers, duties, and functions as prescribed by the laws of the State of Oregon applicable thereto.

3.7 Vacancies. **Should the offices of the chair or vice-chair become vacant, the parent agencies will appoint a successor at the next regular meeting and such appointment.**

3.8. Removal. The chair or vice-chair/secretary may be recommended for removal from office at any time by a vote of a majority of the entire Board. Coalition members, including the positions of chair and vice chair/secretary, may also be recommended for removal from office after three consecutive, unexcused absences.

SECTION 4. MEETINGS

4.1 Regular Meetings. Subject to and in accordance with Oregon Public Meetings Law, Coalition will hold a regular meeting at least once per month, at a time and at a place which it designates. A regular meeting may be continued, postponed, cancelled, or adjourned to a later date by a majority of Coalition members present and voting, and notice of such adjourned meeting will be given to all Coalition members.

4.2 Special Meetings. The chair may, when the chair deems it expedient, or upon the written request of two members of Coalition, call a special meeting of Coalition to be held at the regular meeting place, unless otherwise specified in the call, for the purpose of transacting any business designated. Notice of the special meeting will be given to all members of Coalition at the time of the call and will be given to the public in accordance with Oregon Public Meetings Law.

4.3 Open Meetings. All meetings, deliberations, and proceedings of Coalition will be public except as state law allows otherwise.

4.4 Quorum. A majority of the then appointed Board members will constitute a quorum for the purpose of conducting Coalition business and exercising its powers and for all other purposes. Except as provided otherwise in these Bylaws, a resolution of the Coalition, and/or applicable law, the express concurrence of a majority of a quorum is necessary to decide any question before Coalition. Subject to applicable law, Board members may attend a regular or special meeting through use of any means of

communicating by which all Board members participating may simultaneously hear or read each other's communications during the meeting.

4.5 Manner of Voting. Voting will be by record vote. The ayes and nays will be entered into the minutes of such meeting. Board members present and not voting and Board members absent will be entered into the minutes of such meeting.

4.6 Order of Business. At the regular meetings of Coalition, the following will be substantially the order of business:

- (a) Call to order.
- (b) Roll call.
- (c) Consent agenda and approval of minutes of previous meeting.
- (d) Citizen input.
- (e) Items from chair or Agency members.
- (f) Items from executive director.
- (g) Public hearings.
- (h) Committee reports.
- (i) New and miscellaneous business.
- (j) Adjournment.

4.7 Robert's Rules. Unless otherwise provided by applicable law or these Bylaws, all rules of order not herein provided for will be determined in accordance with Robert's Rules of Order Newly Revised.

4.8 Minutes; Resolutions. The executive director or his or her designee will keep an accurate record of all Coalition proceedings, including written minutes or recordings of all meetings. Coalition minutes are a public record available for public inspection. All Coalition resolutions will be in writing.

5. FINANCIAL

5.1 Coalitoin Funds; Investment; Disbursement. City of John Day's finance director will be the ex officio custodian of funds of Coalition. Coalition funds will be kept as fiduciary funds with the City and will be invested and disbursed in accordance with Oregon law. The Coalition General Fund is hereby established for deposit of all Coalition revenues until otherwise provided by Coalition. Other funds may be established as needed by resolution of Coalition.

5.2. Budget. Budget procedures will follow budget law of the State of Oregon for intergovernmental agencies.

5.3 Audit. An annual audit of the fund(s) of Coalition will be performed.

6. PROFESSIONAL SERVICES

Coalition will use the same [auditor, legal counsel, and consulting engineer] as City of John Day, unless not in the best interests of Coalition to do so. Subject to and in accordance with Coalition's public contracting rules, Coalition may hire other professional services, including, without limitation, bond counsel, engineering consultant, and financial analysts as may be required to fulfill the goals and objectives of Coalition.

7. AMENDMENT OF BYLAWS

The Board may, by resolution of the Board, adopt one or more amendments to these Bylaws by a vote of a majority of the entire Board, provided that the proposed amendment(s) has been submitted in writing to all members at least five days prior to the meeting where the amendment is to be considered and that board members have been notified of the meeting and its purpose at least ten (10) days prior to the meeting. In accordance with Oregon Public Meetings Law, Coalition must provide notice of any meeting of the Board at which an amendment is to be approved. The notice must also state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to these Bylaws

and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

NEXT STEPS

Revisions made to the Bylaws will be submitted for legal review and will be adopted at our next regularly scheduled board meeting.

The Coalition does not currently have funds appropriated directly to the organization but could receive them in future state or federal grants. If the Coalition does not have a payroll, then there is no requirement to have a federal or state identification number. However, that documentation would be needed if the Coalition were ever to need a separate bank account.

Anna Bass with Solutions CPAs is reviewing the audit procedures and whether the Coalition's finances can be included as a component unit's of the City. This would mean that Coalition audited/reviewed figures would be included in the City's audit report.

TO: Grant County Digital Board of Directors
FROM: Nicholas Green, Executive Director
DATE: March 26, 2019
SUBJECT: Agenda Item #8: Other Business and Upcoming Meetings
Attachment(s)

- None

OTHER BUSINESS

- None

UPCOMING MEETINGS

- Study Session – Thursday, April 4 – 6 P.M. Fire Hall
- Board Meeting – Tuesday, March 19 – 6 P.M. Fire Hall