



FIRST RESPONDER NETWORK AUTHORITY
BOARD RESOLUTION 74
Bylaw Amendments and Revisions

March 16, 2016

WHEREAS, the Middle Class Tax Relief and Job Creation Act of 2012 (Act) permits the First Responder Network Authority (FirstNet), an independent authority within the Department of Commerce's National Telecommunications and Information Administration, 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;"

WHEREAS, the Act also permits FirstNet 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;"

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

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

NOW THEREFORE BE IT RESOLVED that the FirstNet Board hereby adopts the revised and amended Bylaws of the First Responder Network Authority as presented by management, a copy of which is attached hereto as Exhibit A.

I, the undersigned, Board Secretary of the First Responder Network Authority, do hereby certify that the above is a true and correct copy of a resolution adopted at the meeting of the Board of the First Responder Network Authority on March 16, 2016, at which a quorum was present and voted.

Elijah Veenendaal, Board Secretary



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EXHIBIT 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 (Pub. L. No. 112-96, Title VI, 126 Stat. 156 (codified at 47 U.S.C. 1401 *et seq.*)) (the “Act”). FirstNet derives its powers, duties and responsibilities from Section 1426(a) of the Act. The powers of FirstNet that are not explicitly outlined in the legislation are derived from Section 1426(a)(6) of the Act.

ARTICLE II: OFFICES

The principal office of FirstNet shall be located in Northern Virginia. Other offices of FirstNet shall be in such places as may be deemed by the Board to be necessary or appropriate.

ARTICLE III: ORGANIZATION OF THE BOARD

General

Section 3.01 — Role of the Board

The Board as established in Section 1424 of the Act is responsible for overall policy, direction and oversight of FirstNet, subject to all applicable Federal laws. 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 the Board. Each appointed member of the 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 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 1424(a) of the Act, FirstNet shall operate as an independent authority within NTIA. FirstNet 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, FirstNet 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 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. 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 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

Section 3.06 — Resignation

Any appointed member 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 member 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 member from the Board, at any time, with or without cause. The Chair may remove any appointed member 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 Board member for the remainder of the predecessor's term, consistent with Section 1424 of the Act. In selecting new members, 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, 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) members. The Board shall appoint the members of committees. The committee chair shall be appointed by majority vote of the Board. All committee members, including the chair shall serve at the pleasure of the Board for such term or terms as the Board may determine and may be replaced by the Board 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 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. Board committees may meet either individually or jointly at the discretion of the FirstNet Chair or at the recommendation of and with the approval of the committee chairs. 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 these Bylaws. The activities and responsibilities of each committee shall be governed, in addition to these Bylaws, by a committee Charter, which shall be approved by each committee and the Board. In the case of a conflict between these Bylaws and any committee Charter, the terms of these Bylaws shall control.

Section 3.10 —Technology Committee

A Technology 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 Committee

A Finance 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 Personnel Committee

A Governance and Personnel 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 — Consultation and Outreach Committee

A Consultation and Outreach 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, FirstNet shall establish a standing public safety advisory committee to assist FirstNet in carrying out its duties and responsibilities. The duties and responsibilities of the public safety advisory committee are reflected in its Charter (appended hereto as Attachment E), which Charter must be approved, and may be amended at any time, by the Board.

Section 3.15 — Other Advisory Committees

Pursuant to Section 1425(a) 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 FirstNet Chief Counsel's Office regarding the applicability of the Federal Advisory Committee Act.

Conducting Business

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 Board.

Section 3.17 — Reimbursement of Expenses

FirstNet 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 FirstNet takes a Board member 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 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 by means of conference telephone, audio/video transmission, or similar communications medium at the decision of the Board or committee Chair, respectively.

Section 4.02 — Special Meetings

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

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 in a meeting of members of the Board or such committee by means of conference 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. Board member participation in a meeting pursuant to this Bylaw 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 Board member appointed under Section 1424(b) (1)(A-C) may delegate his or her board responsibilities to one subordinate to allow the subordinate to participate in Board activities, including voting 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 and committee meeting participation and voting, this designee will replace the named designee in this Section.

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 FirstNet, including pending or potential litigation. The notice of the meeting on the FirstNet website 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.

Section 4.07 — Voting

When a decision or recommendation of the Board is required, the Chair 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 chair of the relevant committee.

Section 4.08 — Public Notice of Meetings

FirstNet shall display its regular meeting schedule of the Board on its website, and include the date, time, place, and general purpose of the meeting. FirstNet shall provide at least two business days' notice on its website of the date, time, and place of any special meeting of the Board. Business days shall mean 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 the regular, quarterly meetings is provided to the Board members. Any special meeting of the Board must 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 meeting minutes. Notice shall be deemed effective at the earliest of (a) receipt; (b) delivery to the proper address or telephone number of the members 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 may be waived by any Board member 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 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

A Board member who is present at a meeting of the Board 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 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 registered mail to the Chair, or the Chair's designee, 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

Any action required or which may be taken without a meeting of the Board (including any permissible amendment of these Bylaws), or of 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. 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, and any such signature shall have the same legal effect as an original. The action shall take effect once the Secretary to the FirstNet Board or FirstNet's Chief Counsel receives the signature of each Board member. 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 — Board Secretary

The Board 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 FirstNet Chief Executive Officer (CEO). The Board Secretary shall (a) keep, or cause to be kept, in books provided for the purpose, 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.

Section 5.03 — CEO

The Board shall hire a CEO 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 CEO serves at the pleasure of the Board. The CEO may hire (or may delegate to any officer or officers the authority to hire) such employees as 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 CEO. The CEO may enter into memoranda of understanding with NTIA and other government agencies to obtain staffing resources. The CEO shall not have responsibility for matters that these Bylaws assign directly to the Board.

ARTICLE VI: GENERAL PROVISIONS

Section 6.01 — Amendments

The Board 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 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, FirstNet shall deliver any proposed changes to these Bylaws in their entirety to the Department Office of General Counsel, which shall identify to FirstNet 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 modified Bylaws.

Section 6.02 — Books and Records

FirstNet 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.

Such books and records will be made available to the public by FirstNet 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

In recognition that FirstNet is a steward of taxpayer dollars the 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 1429 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 6.06 — 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.

Revised by resolution of the Board on 16th day of March 2016.
