



## GOVERNANCE BOARD BYLAWS

**PURPOSE:** The purpose of the Governance Board is to provide strategic direction, ensure objectives are achieved, risks are managed appropriately, and resources are used responsibly.

### I. DEFINITION

A. The Oklahoma Information Fusion Center (OIFC) Governance Board is the body responsible for oversight of the OIFC. The Board was created by Executive Order 2007-41 on October 16, 2007. On August 30, 2011, Governor Mary Fallin reauthorized the OIFC by Executive Order 2011-39 on August 30, 2011.

### II. MEETINGS

- A. The board will conduct all meetings in accordance with applicable State of Oklahoma laws.
- B. The Governance Board is scheduled to meet three times annually, with the meetings scheduled for January, May and September. Should it be necessary to schedule additional meetings, the Director and Chair of the Governance Board will work together to schedule such meeting at a time where a quorum would be available.
- C. During the Governance Board Meetings, the Director of the OIFC will provide a brief overview to the Board of the current status of projects, any new proposals and/or initiatives associated with the OIFC, as well as funding status of the OIFC. The usual format for the OIFC Governance Board Agenda is as follows:
1. Approval of Minutes
  2. OIFC Activity Report
  3. Privacy Policy Update
  4. Discussion of Current Initiatives

5. Funding Update
6. Discussion of New Initiatives or Projects (if any)
7. General Discussion

### III. MEMBERSHIP OF THE BOARD

A. **Membership:** Each Board member shall be of the command level within their respective organization, authorized to make decisions for their respective agencies. The Charter Governance Board and Current Membership Structure is as follows:

1. The Director of the Oklahoma Department of Emergency Management
2. The Director of the Oklahoma Office of Homeland Security
3. The Chief of the Oklahoma City Police Department
4. Representative of the Oklahoma National Guard
5. The Special Agent in Charge of the Federal Bureau of Investigation
6. The Director of the Oklahoma State Bureau of Investigation
7. Sheriff Member of the Oklahoma Sheriff's Association
8. The Chief of the Tulsa Police Department
9. Chief Member of the Oklahoma Association of Police Chiefs
10. Representative of the Oklahoma State Department of Health
11. Secretary of the Oklahoma Department of Agriculture
12. The Commissioner of the Oklahoma Department of Public Safety

B. **Election of New Member Agencies:** Current board members may nominate potential new member agencies. The board must vote to determine whether the nominated agency should

be considered for membership. Proposed member organizations must be approved by a majority vote of the board members.

C. **Board Recommendations:** Any recommendations regarding the operations of the OIFC will be considered by the board. Upon a majority favorable vote by the board, the recommendations will become policy.

D. **Structure:** The board will include a Chair and a Vice Chair.

1. **Chair:** The board is that person elected by the board to coordinate the work of the board. The Chair is the presiding officer of the board and will direct the work of the board in its mission. The Chair will have authority to act as the official spokesperson in all matters relating to the board.
2. **Vice Chair:** The Vice Chair will assist the Chair and act as the presiding officer in the absence of the chair.

#### IV. MEETINGS AND VOTING

A. **Governance Board:** The board meets three times each year in January, May and September. All meetings will be held in compliance with applicable state laws.

B. **Attendance:** The member/proxy shall be expected to attend all board meetings. If an organization fails to send its member/proxy to two consecutive board meetings, the absences will be reviewed by the Governance Board to determine if continued participation by the organization is appropriate.

C. **Voting:** Any member of the board has the right to full participation in its proceedings, that is, the right to make motions, to speak in debate on them, and to bring any issue to vote. The motion will pass when a majority of the members present vote in the affirmative.

D. **Proxies:** A member sending a proxy must notify the board chair prior to the opening of the meeting for which the proxy is given. The proxy must be a member of the same organization as the member with the authority of the principal to participate in discussions or votes planned in the agenda for that meeting. If not so authorized, the proxy will be considered an observer and not a participant.

E. **Quorum:** A quorum will consist of 51 percent of the board and will include authorized proxies. No meeting will be held and no vote taken unless a quorum is present.

- F. **Reconsideration of Past Actions:** An action previously voted upon at any board meeting and adopted may be reconsidered at the next duly constituted meeting only if a person who voted on the prevailing side moves to have the past action reconsidered. A second to the motion to reconsider is required, and the vote must be in the affirmative before the past action will be reconsidered.
- G. **Adjournment:** The Board Chair will adjourn a meeting when the work of the Board is complete or if adjournment is in the public interest.

## V. ELECTION OF OFFICERS

- A. **Number of Officers:** The board will elect two officers: a Chair and a Vice Chair.
- B. **Chair:** The election of the board Chair will take place annually during the last meeting of the year. The Chair may succeed himself or herself in office.
- C. **Vice Chair:** The election of the Vice Chair will take place during the last meeting of the year. In the case of the resignation or incapacitation of the Chair, the Vice Chair will assume the title and duties of the Chair, and a new Vice Chair will be elected. The term of the Vice Chair will be the same as the Chair. The Vice Chair may succeed himself or herself in office.

## VI. DUTIES AND COMPENSATION

- A. **Salary:** No board member will receive salary or other honorarium for his or her services under these Bylaws.
- B. **Reimbursement:** No board member will be reimbursed for travel or per diem expenses.
- C. **Duty to Attend:** All board members have a duty to attend the regularly scheduled and called meetings of the board.

## VII. BOARD RECORDS

- A. **Agenda:** The Governance Board Chair, with the assistance of the OIFC Director, shall set the agenda of the meetings.
- B. **Minutes of Meetings:** Minutes of board meetings will be kept and maintained. Draft minutes will be distributed to board members within a reasonable amount of time following the meeting.

## VIII. AMENDMENTS TO THE BYLAWS

- A. **Amendments:** These Bylaws may be amended by a two-thirds vote of the members present, provided that the motion to amend the Bylaws has been submitted in writing to the members of the board at 21 days prior to the meeting at which the amendment will be considered.
  
- B. **By Motion:** A motion to amend these Bylaws may be made by a member of the board, provided there is a second to the motion. A two-thirds majority of the voting members present is required for the proposed amendment to be adopted.
  
- C. **Effective Date:** An amendment to the Bylaws becomes effective immediately upon its adoption unless the motion to adopt specifies another time for its becoming effective.