

**PINELLAS REGIONAL INFORMATION MANAGEMENT ENTERPRISE (PRIME)  
BYLAWS**

**Article I. Name and Location of the Enterprise**

**Section 1.01** Entity Name. The name of the entity shall be the Pinellas Regional Information Management Enterprise (PRIME)

**Section 1.02** Entity Office. The principal office of the entity shall be located in Largo, Florida. The entity shall have and continuously maintain in this county a registered office.

**Article II. Definitions**

**Section 2.01** Definitions. As used in these bylaws, unless otherwise defined herein the capitalized terms used in these Bylaws have the same meaning as described in that certain Interlocal Agreement (ILA) creating and establishing PRIME as recorded at OR Book \_\_\_\_\_, page \_\_\_\_\_.

**Article III. PRIME Board**

**Section 3.01** Composition. The Board shall consist of members as established in the ILA.

**Section 3.02** Voting. Each Board member will have one vote per agenda item.

**Section 3.03** Proxy. Any member of the Board may designate no more than one proxy to serve in the absence of the Board member. A Board member may not cast a vote by proxy through another Board member. Each member of the Board will be responsible for ensuring their proxy follows all Sunshine Laws.

**Section 3.04** Officers. The Board shall include the Officer positions of Chair and Vice-Chair. Officers are required to be voting members. Duties of the Chair and Vice-Chair are as follows:

- (a) Chair. The Board Chair shall preside at all Board meetings and liaison between the Board and the Executive Director. The Chair will help ensure the Board's directives and resolutions are carried out and exercise and perform such other powers and duties as prescribed by the Board. More specifically, the Chair shall be responsible for:
- i. Leading the Board to carry out its functions;
  - ii. Building unity of purpose;
  - iii. Guiding conduct of meetings;
  - iv. Ensuring sufficient consideration of issues;
  - v. Assessing the performance of the committees;
  - vi. Working with the Executive Director to ensure the Board has the information required to make decisions;
  - vii. Evaluating the performance of the Executive Director;
  - viii. Setting priorities and creating agendas for Board meetings;

- ix. Presiding over Board meetings;
- x. Overseeing the taking of minutes at all Board meetings;

(b) Vice-Chair. The Vice-Chair assumes the role and responsibilities of the Chair in the Chair's absence. The Vice-Chair is also responsible for performing other duties assigned by the Board or the Chair.

**Section 3.05** Term. Officers of the Board shall serve a term of two years or until the Member is unable or unwilling.

**Section 3.06** Elections. To maintain continuity, if able and willing, the Vice-Chair will elevate to the position of Chair when the term of the Chair is complete or the Chair is otherwise unable to serve due to resignation or termination.

No election for Chair shall occur unless the sitting Vice-Chair is unable or unwilling to assume the role of Chair. In that event, any voting Board member may nominate an eligible Voting Board member for the Chair position. An individual may not be nominated or elected in their absence.

Elections will be held at a general or special meeting in August biennially. If circumstances arise which do not permit a meeting in August, elections will be held at the next general or special meeting.

Once a quorum is present, a simple majority is required for the election of any voting member of the Board.

**Section 3.07** Meetings of the Board. All official action shall be taken by a majority vote of those present and voting

#### **Article IV. Executive Director**

**Section 4.01** Duties and Responsibilities. The Executive Director will have day-to-day responsibility for carrying out the Board's goals and policies. Additional duties not outlined in the interlocal include:

- (a) Managing the System in accordance with policies, procedures, standards, and directives established by the Board;
- (b) Develop a proposed budget for Board approval;
- (c) Manage staff working for PRIME;
- (d) Regularly keeping the Board apprised of major tasks, financial status, System functionality, and overall service levels;
- (e) Properly posting Board meetings as required by law, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that records are maintained;
- (f) Addressing cost sharing concerns brought forward by the Finance Committee (7.05 C). Unresolved issues shall be brought to the Board for resolution;

- (g) Approve non-recurring expenditures under \$1,000.00 or in an amount determined by the Board;
- (h) Any other duties assigned by the Board as necessary within the scope of the ILA.

## **Article V. Standing Committees**

**Section 5.01** Role of Standing Committees. The primary purpose of standing committees is to assist the Board in fulfilling its oversight and responsibilities on specific technical, operational, and financial matters which may be beyond the scope of expertise of Board members.

**Section 5.02** Membership of Standing Committees.

- (a) After consultation with the involved individuals, the Board shall appoint experienced members to serve two years to maintain continuity and stability within standing committees. Nothing prevents a member from serving successive terms.
- (b) The Committee Chair of each standing committee shall be ex officio and non-voting members of each standing committee except in the event of a tie. If there is a tie related to an agenda item, the Committee Chair shall vote to break the tie.
- (c) Each standing committee shall elect its chair annually after the Board conducts its election.
- (d) Each Party may have a minimum of one representative on each Standing Committee.

**Section 5.03** Duties of Standing Committee Chairs. The duties of the Standing Committee Chairs shall include:

- (a) Schedule meetings.
- (b) Preparing agendas.
- (c) Presiding over meetings.
- (d) Assisting the Executive Director in preparing an annual budget.
- (e) Performing other duties as consistent with the efficient management of the committee or as directed by the Board or Executive Director.

**Section 5.04** Vacancies on Standing Committees. The Board shall appoint members to vacancies on standing committees for the remainder of the term.

**Section 5.05** Standing Committees Titles and Responsibilities.

- (a) Technical. The PRIME Technical Committee will be responsible for evaluating, operating administrative matters of a technical nature associated with the operations, upgrades, updates, process enhancements, change enablement requests, performance issues, and continuity of service, and reporting to the Executive Director. The Technical Committee will meet upon the call of the committee chair either in person or virtually. Representatives serving on the PRIME Technical Committee should have experience in the field of information technology. This Committee is fact finding only and will report to the Executive Director and will not be subject to the open meeting laws.
- (b) Operational. The PRIME Operational Committee will be responsible for evaluating,

operating administrative matters of an operational nature associated with the operations, upgrades, updates, process enhancements, change enablement requests, performance issues, and continuity of service, and reporting to the Executive Director. The Operational Committee will meet upon the call of the committee chair either in person or virtually. Representatives serving on the PRIME Operational Committee should have experience with and be active users of the PRIME System. This Committee is fact finding only and will report to the Executive Director and will not be subject to the open meeting laws.

- (c) Finance. The PRIME Finance Committee will be responsible for aiding in developing the budget of costs associated with the operation, maintenance, updates, and upgrades to the System. In addition, the Finance Committee will address concerns surrounding the cost-sharing model which is outlined in the interlocal and escalate to the Executive Director if appropriate. The Finance Committee will meet as needed to review and develop a proposed budget and cost-sharing model in time for each Party to seek approval from their respective governing body. The Finance Committee will also plan for future anticipated and unanticipated expenses, upgrades, modifications, and project other expenses as much as possible. This Committee is subject to open meeting laws.

## **Article VI. Enhancement Requests and Change Enablement**

**Section 6.01** Change Enablement. See Appendix A for Enhancement Requests and Change Enablement (formerly Change Management).

## **Article VII. Licenses**

**Section 7.01** Obtaining Licenses. Each Participant will make a request to the Executive Director of the number of licenses anticipated for that Participant's operational needs. The Executive Director will approve all requests unless good cause exists to deny. Any denial is immediately appealable to the BOARD to determine whether the additional licenses shall issue.

**Section 7.02.** Authorized Personnel. Participants will only allow its authorized individuals to register as Users and further agrees that Participant shall immediately inactivate its User's permissions following separation, or negligent or improper or unauthorized use. If Participant is unable to update the access/permissions themselves, Participant shall notify the Executive Director immediately to inactivate.

## **Article VIII. Criminal Justice Agencies ("CA")**

The Board and the criminal justice agencies associated with PRIME agree to abide by the FBI Criminal Justice Information System (CJIS) Security Policy (CSP) for access to state and national Criminal Justice Information (CJI) as defined by the CSP as is more fully set forth by the Memorandum of Understanding Between the Criminal Justice Agencies of the Pinellas Regional Information Management Enterprise and Florida Department of Law Enforcement.

## **Article IX. Miscellaneous**

**Section 9.01.** Minimum Specifications. The Executive Director will review and ensure all Participants meet the minimum specifications to meet all audit and contractual requirements.

**Section 9.02.** Fiscal Non-funding. If a Party invokes the fiscal non-funding clause, the Executive Director will summarize the status of all licenses and costs and bring the matter before the Board to address.

**Section 9.03.** Notices. Any Party can update their contact information as set forth in the ILA section 9.02 by sending the new contact information to the Board and all other parties, specifically including the effective date. The Executive Director or his/her designee will maintain a list of the current contact information for all parties.

**Section 9.04.** Amendments. The Board may amend the Bylaws consistent with the ILA.

**Section 9.05.** Legal Representation. The Board may retain its own independent attorney.

## **Appendix A.**

### **Enhancement Requests and Change Enablement**

The purpose of the change enablement practice is to maximize the number of successful service and product changes by ensuring that risks have been appropriately assessed, changes have been authorized to proceed, and the change schedule is properly managed. In addition, this practice includes documenting the change, analyzing return on investment, informing customers and employees, and monitoring pre and post-implementation activities to ensure lasting benefits while responsibly managing the human side of change.

It is important to distinguish change enablement from organizational change management. Organizational change management manages the people aspects of changes to ensure that improvements are implemented successfully. Conversely, change enablement usually focuses on changes to products and services.

#### **Enhancement Requests**

System and service enhancement requests from each PRIME Participant should be directed to the requesting agency's corresponding technical or operational Standing Committee representative or the Standing Committee chair. PRIME Standing Committee members will collectively review the underlying need for each enhancement request and evaluate the request for System and user impact as well as workable alternatives.

Each Standing Committee Party will have one vote to approve or reject the enhancement request. If the enhancement request is passed by a majority vote and requires funding, the Executive Director will bring the enhancement request to the Board of Directors for approval. If funding is not a requirement, a PRIME staff member will submit the enhancement request to the vendor.

#### **Change Requests**

System and service change requests from each PRIME Participant should be directed to the requesting agency's corresponding technical or operational Standing Committee representative or Standing Committee chair. All changes should be assessed by Operational and Technical Standing Committee members who are able to understand the risks and the expected benefits. Standing Committee members will collectively review and classify changes and requests as Significant, Minor, or Emergency. Each Standing Committee Party will have one vote to approve or reject the change request. If the change request is passed, PRIME staff will record all Change requests in the Change Management System and implement the change.

#### **Minor Changes**

The Executive Director is responsible for overseeing and handling all minor change management requests related to the delivery of services and performance of the System identified by the Operational and Technical Standing Committees. Minor changes to the System shall be reviewed and vetted by the Technical or Operational Standing Committees, as appropriate, and implemented by the PRIME staff after approval from the Executive Director or his designee. A minor change includes:

- Picklist modification
- Subject, vehicle, and address merges
- Application updates
- GIS updates
- Report generation
- Statute updates
- Custom workflow
- Custom forms

### **Emergency Changes**

The Executive Director is responsible for overseeing and handling all emergency change management requests related to the delivery of services and performance of the System identified by the Operational and Technical Standing Committees. When possible, emergency changes to the System shall be reviewed and vetted by the Technical or Operational Standing Committees, as appropriate. If the Standing Committees are unavailable, an emergency change group consisting of at least two subject matter experts should review the change. If the change is approved, it will be implemented by the PRIME staff after approval from the Executive Director or his designee. The Executive Director will discuss Emergency Changes at the next regularly scheduled Board of Director's meeting. An Emergency change has at least one of the following characteristics:

- High priority incident resolution
- Severe or significant levels of service disruption
- Significant data loss
- No workaround is available, and the change is implemented outside the regularly scheduled maintenance window

### **Significant Changes**

The Board of Directors is responsible for overseeing and handling all significant change management requests related to the delivery of services and performance of the System identified by the Operational and Technical Standing Committees. A significant change includes:

- Items that require funding approval
- Items that are highly visible or involve external stakeholders
- Items with critical deadlines or timeframes
- Items with high impact on systems, services, or business units
- An item that may impede program progress
- Any item deemed appropriate by the Executive Director

Matters of significant change will be brought to the Board of Directors by the Executive Director at the next regularly scheduled meeting or, if circumstances require, at an emergency board meeting. In addition, each Board member will be provided an agenda of voting matters and supporting documents one week before the scheduled meeting or as soon as possible for emergency meetings. For rules surrounding voting, see Section 5.02 and Section 5.03.