

**INFORMATION TECHNOLOGY AND SERVICES DEPARTMENT
AGREEMENT AND BYLAWS**

THIS AGREEMENT, made and entered into by and between Lewis and Clark County and the City of Helena who are signatory to the agreement.

W I T N E S S E T H:

WHEREAS, the parties and the residents of Lewis and Clark County would benefit both in terms of efficiency and economy from a consolidated Information Technology and Services Department to provide computer hardware, software, training, support and equipment replacement services to the City of Helena, Lewis and Clark County and the citizens that are served by the governmental units; and

WHEREAS, Title 7, Chapter 11, Part 1, Montana Code Annotated authorizes the parties to agree to the joint provision of information technology and computer services; and

WHEREAS, it would be more efficient to provide said consolidated information technology and computer services through a joint Information Technology and Services Department as defined by the attached bylaws; and

WHEREAS, Lewis and Clark County and the City of Helena recognize that limited public resources are available to provide information technology and computer services and that a joint department will be more efficient and effective in the delivery of services and the elimination of duplicate expenses.

NOW, THEREFORE, the parties agree to the following bylaws for the purposes of administering, funding, and providing consolidated information technology and computer services hereby benefitting the city and the county in terms of efficiency and economy; and

FURTHER RESOLVES, that a joint department within the government structure of Lewis and Clark County is hereby created, titled the Information Technology and Services Department, and will be administered in accordance with these bylaws except as otherwise provided by law or ordinance.

BYLAWS

ARTICLE I. NAMES AND DEFINITIONS.

- Section 1. The name of organization will be the Information Technology and Services Department, hereafter referred to as “department.”
- Section 2. The department will be administered as an entity separate from the Helena city manager’s office and Lewis and Clark County Administrative and Financial Services Department by a Board of Directors, hereafter referred to as the “board.”
- Section 3. Lewis and Clark County will be fiscal agent for the department, hereafter referred to as “fiscal agent.”
- Section 4. A director shall be appointed to manage the day-to-day activities of the department, hereafter referred to as “director” and shall be directly responsible to the county chief administrative officer and the city manager.
- Section 5. The Lewis and Clark Board of County Commissioners and the Helena City Commission, acting in concert through joint resolution to establish the department shall hereafter be referred to as the “Joint Commissions.”

ARTICLE II. PURPOSE.

- Section 1. The purpose of this department is:
- A. To provide computer hardware, software, training, support, and replacement to all city and county departments.
 - B. To provide public access to city and county computers and related information technology where possible to increase business activities and improve public service.
- Section 2. The purpose of the board is:
- A. To develop and enhance the long-term view of technology for the city and county organizations.
 - B. To coordinate the development and maintenance of the standards and directions for computer hardware, software, training, support, and replacement needs and requirements of all public service agencies using the Information Technology and Services Department.
 - C. To develop and implement policies for the efficient and effective operation of the department in accordance with Article IX, Section 1

of these bylaws.

4. To plan and coordinate collaborative technology implementation and investment activities.
5. To annually recommend an information technology and computer services budget to the Joint Commissions.
6. To establish funding policies for technology investments.
7. To provide for the overall management and oversight of the department.

Section 3. The purpose of the information technology steering committee is:

1. To serve as a strategic policy and advocacy advisory committee for city and county departments and other end users.
2. To approve and update the information technology strategic plan.
3. To communicate, promote and ensure that the technology vision for county and city information technology is followed.
4. To recommend technology standards and to determine the scope to which standardization is necessary to meet the information technology vision.
5. To recommend an annual information technology budget and funding levels to the board.
6. To recommend the allocation of information technology funds to departments or communities of interests served by the department.
7. To ensure continuous initiative sponsorship and to track progress on major technology projects undertaken by the department.

Section 4. The purpose of the fiscal agent is:

- A. To provide necessary administrative functions as defined by Article IX, Section 2 of these bylaws.

ARTICLE III. AUTHORIZATION.

Section 1. The authorization for creating a joint department for the provision of information technology and computer services is based on Title 7, Chapter 11, Part 1, Montana Code Annotated, which authorizes public agencies to create interlocal agreements including consolidated departments and Joint Resolution No._____.

ARTICLE IV. - MEMBERSHIP - BOARD OF DIRECTORS..

Section 1. The board shall consist of:

- (1) one Lewis and Clark County Commissioner;
- (2) one Helena City Commissioner;
- (3) the Lewis and Clark County Chief Administrative Officer;
- (4) the Helena City Manager; and
- (5) one information technology executive from the community at large.

Section 2. The information technology executive appointed from the community at-large will serve for a two-year term. If the board and the appointee at-large is willing, he/she may be appointed to a second two-year term.

Section 3. Members may designate one individual who will be recognized as the voting alternative of that particular member when the chairman of the board has received written notice of the inability of the regular voting member to attend the meeting.

ARTICLE V. OFFICERS - BOARD OF DIRECTORS..

Section 1. The chairman will be alternated between the county commissioner and the city commissioner board members. The chairman's annual term will begin at the first regular meeting in January of each year.

Section 2. The county commissioner will serve as chairman in odd numbered years and the city commissioner will serve as chairman in even numbered years.

Section 3. Duties.

Chairman. The chairman will be the chief officer of the board and will preside at all meetings of the board. The chairman will have the general powers and duties usually vested in the office of chairman of any organization and will have such other duties and powers as may be prescribed by the board or these bylaws. The chairman shall represent the board in all dealings with the Joint Commissions. The chairman will ensure that minutes are kept of all board meetings.

ARTICLE VI. MEETINGS - BOARD OF DIRECTORS.

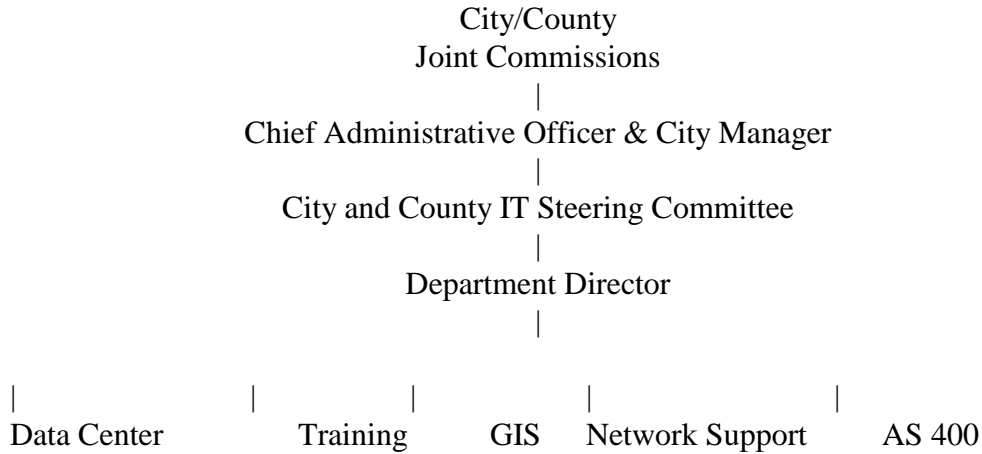
- Section 1. Regular meetings of the board will be monthly and at a time and date to be established during the first board meeting. The first meeting must be held within 30 days of the date these bylaws are adopted.
- Section 2. Special meetings may be called by the chairman or by a request of a majority of the members.
- Section 3. A quorum shall consist of three board members or their designated representatives as defined in Article IV, Section 1 through 3 of these bylaws; however, a quorum may not have more than one alternate.
- Section 4. Voting will be done in-person, with no proxy votes allowed. An alternative may vote if appointed in accordance with Article IV, Section 3.
- Section 5. A meeting may be canceled by the chairman for the following reasons:
- A. A quorum is not present, or
 - B. Other reasonable circumstances consistent with the welfare of the board.
- Section 6. The meetings shall be governed by the rules set forth in Section 1 through 6 of this article.

ARTICLE VII. BOARD MEETINGS - ORDER OF BUSINESS.

- Section 1. All meetings shall be conducted in accordance with Roberts' Rules of Order.
- Section 2. The following order of business shall be observed at all regular meetings of the board:
- A. Roll call;
 - B. Recognition of new members and alternates;
 - C. Minutes of preceding meeting and action thereon;
 - D. Old business;
 - E. New business; and,
 - F. Report from the director.

ARTICLE VIII. - ADMINISTRATIVE ORGANIZATION.

Section 1. The Joint Commissions bears the ultimate responsibility for the overall operation and performance of the department. However, for administrative purposes the department is organized as a separate department of the fiscal agent. The chain of command for the department is the Joint Commissions, board of directors, and the department director, who shall report directly to the county chief administrative officer and the city manager.



Section 2. The board of directors is responsible for providing the long-term direction on technology investments, standards, architecture, policies, and for the development of annual cost recovery recommendations to the Joint Commissions. However, the department must abide by the fiscal agent’s personnel policies, budget and accounting procedures, other applicable laws or ordinances, and in accordance with Article X during the transition period.

ARTICLE IX. RESPONSIBILITIES AND DUTIES.

Section 1. Information Technology Board of Directors.

The board is specifically charged with the following responsibilities and duties.

- A. Research and make recommendations to the Joint Commission for an equitable cost recovery formula to be charged to user agencies for computer hardware, software, training, support, replacement, and other related services provided by the department. The cost recovery formula will be reviewed in January of each year. Notice of proposed changes must be made in writing to the user agencies on or before March 1 of each year.
- B. Approve service level agreements with city and county departments using Information technology and computer services. Such contracts shall itemize the specific services to be provided, the cost of the service, provide for payment time lines, describe the responsibility of user agency to the department. Contracts will become effective when signed by the chairman of the board and the user agency.

- C. Review and recommend the annual operating and capital budget for the department, consistent with the fiscal agent's guidelines, and make recommendations to the Joint Commissions on those budgets.
- D. Ensure that the budgets submitted do not exceed the revenues to be received by the department.
- E. Keep the Joint Commissions informed of any situations or circumstances which might reduce the service capability or performance level of the department.
- F. Establish, in consultant with the director, the department standards, policies and procedures governing access to, security for, and operation of the department computer systems.
- G. Provide for the arbitration of employee grievances in accordance with the personnel policy of the fiscal agent unless superseded by a labor agreement.
- H. Solicit input on a regular basis from other groups or organizations who have an interest in the computer services provided by the department. The board is responsible for balancing the needs of the various user agencies with the need of cost-effective information technology and computer services.

Section 2. Fiscal Agent.

The fiscal agent is specifically charged with the following responsibilities and duties:

- A. Provide all necessary administrative and accounting functions for the department in accordance with these bylaws, and other applicable laws and ordinances.
- B. As approved by the Joint Commissions, provide a revolving fund for the repair and replacement of equipment used by the department. The city and county user agencies must make annual contributions to the fund.

Section 3. County chief administrative officer and city manager.

- A. The county chief administrative officer and the city manager will jointly supervise the day to day activities of the department director and conduct annual performance appraisals.

Section 4. Director.

The director is specifically charged with the following responsibilities and duties.

- A. Direct, supervise, and administer the department under the supervision of the county chief administrative officer and the city manager.
- 2. Recommend information technology policies, resource allocation, infrastructure investment, funding and cost recovery, and project justification and prioritization to the board.
- C. Keep the board informed on department operations, problems, procedures, and any other factors which would bear on the service and performance of the department.
- D. Ensure that policy issues are reviewed and approved by the board when requested.
- E. Provide necessary clerical support for board meetings and activities.
- F. Meet with the board on a regular basis as considered appropriate by the board.
- G. Prepare the annual budget for the department and submit it to the board for review and approval.
- H. Bill user agencies for services provided by the department in accordance with the criteria established by the board and Joint Commissions.
- I. Review the applications and applicants for the positions within the department and make recommendations to the county chief administrative officer and the city manager on hiring, promotions, and termination of employees within the department.
- J. Under direction of the board and with the advice of the information technology steering committee, implement and update the Information Technology Strategic Plan.
- K. Perform other work as required by the board.

ARTICLE X - TRANSITION.

Section 1. Transition is that period of time beginning with the consolidation of information technology and computer services and ending with the resolution of labor and collective bargaining issues. Until such time as the city and county information services employees are part of a single employment agreement, the employees will retain the employment relations with the city and county, respectively, as such agreements existed before a joint employment agreement commences.

- Section 2. All seniority, vacation, sick leave and compensatory time benefits will be transferred.
- Section 3. All personnel working for the city and county will be hired by the department in their same capacity. These personnel will be placed in the appropriate grade and step by the board.
- Section 4. All maintenance or service contracts in existence which deal directly with information technology and computer services with the city, county or private vendors will remain in full force and effect. The department will take over responsibility for those contracts.
- Section 5. The board will request a unit determination for collective bargaining purposes within 15 days of the date these bylaws are adopted. Every effort is to be made to complete the unit determination before the transition is made.

ARTICLE XI - AMENDMENTS.

- Section 1. These bylaws may be amended by majority vote of the membership of the board at an official meeting of the organization, provided notice of such amendment(s) and the nature thereof has been given to all members of the board at least one month prior to the date of the meeting at which the amendment(s) are to be considered.
- Section 2. All bylaws changes approved by the board are subject to the final approval of the Joint Commissions.
- Section 3. The Joint Commissions reserve the right to unilaterally amend or rescind any and all portions of these bylaws.
- Section 4. This hereby repeals any previous bylaws promulgated by the parties hereto.

ARTICLE XII - CANCELLATION CLAUSE.

- Section 1. This agreement can be canceled by either party in writing with 180 days notice.
- Section 2. If this agreement is canceled the department property will be split between the city and the county on a pro-rata basis.

These bylaws are hereby approved and adopted this ____ day of _____, 1999.

LEWIS AND CLARK COUNTY

CITY OF HELENA

Approved as to form

Approved as to form

County Attorney

City Attorney

Dennis M. Taylor, City Manager

Adopted:
Board of County Commissioners

Adopted:
Helena City Commission

Michael J. Griffith, Chairman

Colleen McCarthy, Mayor

ATTEST:

Paulette DeHart, Clerk of the Board