

RESOLUTION R-4337

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF KIRKLAND, WASHINGTON, RELATING TO THE FINAL PROPOSED BY-LAWS OF THE SUBURBAN CITIES ASSOCIATION

WHEREAS, the City of Kirkland ("City") is a fully paid member of the Suburban Cities Association ("SCA") and eligible to vote on matters affecting that organization; and

WHEREAS, SCA is a separate nonprofit corporation formed under the laws of the State of Washington, governed by its Articles of Incorporation and Bylaws; and

WHEREAS, the member cities of SCA engaged in a strategic planning process during the year 2001, to assess the organization's current effectiveness in meeting its corporate purposes; and

WHEREAS, that process resulted in recommendations which the member cities and towns believe will result in increased success of its efforts and value to its members, including the structural reorganization of SCA; and

WHEREAS, seventy-three per cent (73%) of SCA's member cities attended a properly noticed membership meeting on December 12, 2001, in Renton, to vote on the strategic planning recommendations; and

WHEREAS, of the cities present, eighty-two (82%) of the weighted votes in attendance voted to approve the strategic planning recommendations; and

WHEREAS, during the months of January through March 2002, the member cities began implementation of the recommendations so approved, including the call for new bylaws to be drafted; and

WHEREAS, draft bylaws to support the member cities' clear intentions with regard to SCA were distributed and comments taken thereon, prior to the creation of the Final Proposed Bylaws herein referenced; and

WHEREAS, representatives of 15 cities and towns acting as the interim and *de facto* Management Board, in accordance with the wishes of the cities within their geographic areas, have caused the Final Proposed Bylaws to be transmitted to the member cities and towns for action; and

WHEREAS, a special meeting of the member cities and towns has been called, in accordance with the existing Bylaws of SCA, for 1 p.m., April 18, 2002, at which the vote on the new Bylaws will be formally taken; and

NOW THEREFORE:

The City Council of the City of Kirkland, Washington does hereby resolve:

1. To approve the Final Proposed Bylaws here attached as Attachment A, as the Bylaws of Suburban Cities Association;
2. To ratify and affirm the manner in which the Final Proposed Bylaws were created and transmitted to the City for its action;
3. To ratify and affirm the actions of the participating elected officials from member cities at all levels, including the *de facto* Management and Intercity Cooperation Policy Boards, and of the elected officials serving at regional forums and committees, in their good faith efforts to carry out the wishes of the member cities and towns and to improve the effectiveness of SCA in fulfilling its corporate purposes by supporting and implementing the strategic planning recommendations approved by the member cities and towns in December 2001.

PASSED by majority vote of the Kirkland City Council in open meeting this 16th day of April, 2002.

SIGNED IN AUTHENTICATON THEREOF THIS 16th day of April., 2002

Mayor

Attest:

City Clerk

Approved as to form:

City Attorney



Suburban Cities Association FINAL Proposed By-Laws

Approved by authorized representatives of member cities for transmittal to the membership, March 28, 2002
Noticed for action by meeting April 28, 2002, 1 pm, 6300 Southcenter Blvd, Tukwila, Washington

ARTICLE I - NAME

The name of the organization shall be Suburban Cities Association (hereafter, "Association"). The registered office of the Association shall be the address of the Association's staff offices.

ARTICLE II - PURPOSE

The Association is a non-profit corporation in accordance with Chapter 24.03 RCW (Washington Non-Profit Corporation Act), created and administered for the following purposes:

- (1) Provide a forum for King County cities under 150,000 in population, especially as pertains to issues that affect the cities' relationship with King County and other regional agencies and governments;
- (2) Coordinate and facilitate discussion and resolution of common problems and policy concerns among member cities and related jurisdictions;
- (3) Provide communication and networking activities to provide credible and effective action on issues, including advocacy on behalf of member cities, when appropriate;
- (4) Support the activities and programs of the Association of Washington Cities.

ARTICLE III - MEMBERSHIP

Section 1 - Members. Membership in the Association shall be open to all cities and towns in King County having a population of less than 150,000. Association members shall be those qualified cities and towns that have paid annual dues and assessments. Membership shall be in the name of the city or town.

Section 2 - Other Participants. The Management Board may provide for the participation of other governments, agencies or associations in specific activities of the Association, where such participation is in the interests of the membership as a whole.

ARTICLE IV - REGIONAL CAUCUSES

Section 1 - Creation of Regional Caucuses. The membership of the Association shall be divided into three (3) regional caucuses based upon geographic location of member cities ("Regional Caucuses"). The Snoqualmie Valley cities and the City of Skykomish shall constitute one Regional Caucus named the Snoqualmie Valley

Caucus. The remaining cities and towns shall be divided into two population groups, named the Northeast Caucus and the South Caucus.

Section 2 – Participation and membership. The Regional Caucuses shall meet, in accordance with Article VIII, and shall have two types of participation:

- (a) **Association Members.** One representative from each Association city may vote in its respective Regional Caucus. Other staff and elected officials from Association cities may attend and take part in the discussion, but shall defer to their cities' representatives for purposes of voting. The initial Caucus membership is described in Appendix I to these Bylaws.
- (b) **Participation by Non-Member Cities.** Cities within the geographic location of any Regional Caucus who are not members of the Association may participate in the Regional Caucus for the purpose of selection and appointment of representatives to regional boards and committees that are attributable to such group of cities, as a whole. A representative should be identified by such non-member city and empowered to speak and vote on the city's behalf by letter of authority issued by that city's mayor.

Section 3 – Voting/Quorum. Each Regional Caucus member shall have a weighted vote based upon its population, calculated by one vote per 1,000 population. Cities or towns with less than 1,000 population shall each have one vote. All votes from a city or town must be cast on the same side of the issue. To constitute a quorum for the transaction of business at a Regional Caucus meeting, it shall be necessary to have a vote cast by elected representatives from at least sixty percent (60%) of the population of such Regional Caucus.

Section 4 – Purpose. Member cities shall appoint representatives to attend and participate in a Regional Caucus meeting for the following purposes:

- (1) Election of Management Board members, including election of a Co-chair, in accordance with Article IV, Section 5 and Article VI, Section 1 hereof;
- (2) Election and appointment of representatives to regional boards and committees in accordance with Article IV, Section 6 hereof, and thus constituting the election of the Intercity Cooperation Policy Board;
- (3) Ratification of any Intercity Cooperation Policies forwarded by the Intercity Cooperation Policy Board; and
- (4) Any other matters that may be appropriate for consideration by the Regional Caucus.

Section 5 – Selection of Representatives to Management Board. Management Board members shall be selected from among the elected officials of Association member cities by a weighted vote of the cities participating in the Regional Caucus meeting, including the selection of a Co-chair. Board members' terms of office shall become effective immediately and shall be for a period of two years. Vacancies that occur during a Board member's term of office shall be filled by a vote of the remaining Management Board members of such member's Regional Caucus.

Section 6 – Selection of Representatives to Regional Boards and Committees. Appointees to major regional committees shall be selected from among elected

officials otherwise qualified to serve in such positions, in accordance with the terms of the enabling documents creating such boards and committees. Major regional committees are deemed to be those where representation is shared by the class of cities, in some manner proportional to the population of the cities of King County. Selection procedures that do not abrogate or change the qualifications described in the enabling documents may be adopted by the Management or Intercity Cooperation Policy Boards for use by the cities collectively in the selection of their representatives. Selection procedures requiring that appointees represent the entire class of cities which they are charged with representing under the terms of the enabling document shall not constitute an abrogation or change of the qualifications for service.

ARTICLE V – INTERCITY COOPERATION POLICY BOARD

Section 1 – Membership and co-chairs. The membership of the Intercity Cooperation Policy Board shall be comprised of all elected officials who have been appointed to represent the cities and towns in King County with a population of under 150,000 at regional forums and committees. After selection of the entire membership of this Board by the Regional Caucuses, members representing the Northeast and South Caucuses shall each select one of their number to serve as Co-chair of this group. For purposes of this section elected officials serving on this Board, who are members of the Snoqualmie Valley Caucus shall be included in the Northeast Caucus.

Section 2 – Duties. The Intercity Cooperation Policy Board members shall be responsible for the following:

- (1) prioritizing issues that come before regional forums on which they serve, advising the Management Board of any staffing needs or resources required for effective action on those issues;
- (2) creating and amending documents describing policy positions which may be adopted by member cities or by the Regional Caucuses;
- (3) recommending appointments to regional forums to the Regional Caucuses or to the joint Co-chairs, as described in Article IX, Sec 3; and
- (4) coordinating actions and positions taken by elected officials serving in disparate forums to promote consistency and continuity of message.

Section 3 - Voting/Quorum. Each member of the Policy Board shall have one (1) equal vote. All Association cities may attend and participate in Policy Board meetings, but voting on all matters shall be limited to members of the Policy Board. In order for the Policy Board to take any action on an issue, it shall be necessary to have a quorum in attendance at the meeting at which such action is taken; a quorum is defined as a majority of the total Board membership. All action of the Policy Board requires a majority vote of the Board.

Section 4. Compensation. Members of the Intercity Cooperation Policy Board shall serve without compensation from the Association.

ARTICLE VI – MANAGEMENT BOARD

Section 1 - Membership. The Management Board of Directors shall be comprised of the following fifteen (15) voting members and up to fifteen (15) nonvoting members:

- (a) **Regional Elected Officials - Voting Members.** A total of fifteen (15) elected officials consisting of one (1) member from the Snoqualmie Regional Caucus and the remaining fourteen (14) members from the Northeast Caucus and the South Caucus to be apportioned based on the population of each caucus. Two (2) elected officials shall serve as Co-chairs of the Board, comprised of one (1) Co-chair from each of the Northeast Caucus and the South Caucus, as provided in Article IV, Sec. 5.
- (b) **City Managers and Administrators - Non-voting Members.** A total of fifteen (15) city managers or city administrators, or designated senior policy staff, associated with the cities represented by elected officials on the Management Board, shall serve as nonvoting members of this Board. In the event, any elected official is unable to attend any Management Board meeting, the elected official may delegate his or her voting powers to any such manager, administrator or senior policy staff.

Section 2 - Voting/Quorum. Each member of the Management Board, as defined above in Section 1 (a) shall have one (1) equal vote. All Association cities may attend and participate in Management Board meetings, but voting on all matters shall be limited to members of the Management Board or senior staff acting pursuant to Section 1(b), above. In order for the Management Board to take any action on an issue, it shall be necessary to have a quorum in attendance at the meeting at which such action is taken; a quorum is defined as a majority of the total Board membership. All action of the Management Board requires a majority vote of the total Board.

Section 3 - Duties of Management Board Management Board members shall have the responsibility of

- (1) communicating and consulting with the cities within their respective Regional Caucus on matters coming before the Management Board, including the city managers and city administrators within the Regional Caucus; and
- (2) communicating and consulting with the Intercity Cooperation Policy Board and any elected officials who may represent the group of cities at regional forums, on policy and staffing resource issues; and
- (3) implementing Intercity Cooperation Policies adopted by the Regional Caucuses and otherwise promoting the purposes of the Association, as described in Article II; and
- (4) coordinate the Association's business with the activities undertaken collectively by the city managers and city administrators group, the planning directors' group, or any other staff group, particularly as those activities may concern regional issues and affairs;
- (5) providing the corporate governance for the Association, including the approval of an annual budget and any special assessments;
- (6) creating and appointing ad hoc committees to address emerging issues, which committee is advisory in nature and may consist of any combination of elected officials and/or staff,

- (7) providing, through the Co-chairs, supervision and direction of Executive Director through consultation and performance review.

Section 4 – Compensation. Members of the Management Board shall serve without compensation from the Association.

ARTICLE VII – DUES AND ASSESSMENTS

The dues of the Association shall be assessed annually as determined by the Management Board's adoption of the Association's budget. Assessments for special activities or expenses may be determined by action of the Management Board with approval of a majority of the membership. All dues and assessments will be based on the most recent official population figure for each city and town as provided by the State Office of Financial Management (OFM).

ARTICLE VIII – MEETINGS

Section 1 – Quarterly Association Membership Meeting. The membership of the entire Association shall meet at least quarterly for the purpose of networking, training and education. The last quarterly membership meeting of each year shall be the annual meeting.

Section 2 – Annual Regional Caucus Meetings. The Regional Caucuses shall meet annually for the purposes described in Article IV, Section 4. During the month of January of each year, the mayor of the largest member city of a Regional Caucus shall convene a meeting of all cities and towns within the Regional Caucus at a time and place determined by the mayor. The agenda of the meeting shall be published to all cities within the Regional Caucus at least two (2) weeks prior to the meeting.

Section 3 – Intercity Cooperation Policy Board. The Intercity Cooperation Policy Board shall meet at least quarterly at a time and place to be determined by the Co-chairs of this board, for the purposes described in Article V, Section 2. The Intercity Cooperation Policy Board may establish its own notice provisions by majority vote of its members.

Section 4 – Management Board Meetings. The Management Board of Directors shall meet at least quarterly at a time and place determined by the Co-chairs. The Management Board may establish its own notice provisions by majority vote of its members.

Section 5 – Special Meetings. Special meetings of the Association may be held on the call of the mayors of a majority of the quorum of the membership. Written notice of a special meeting shall be provided to member cities and towns at least three (3) days prior to any such meeting. However, in an extraordinary or emergency situation, the Co-Chairs shall have the option to notify cities and towns of a special meeting by telephone, electronic mail and/or facsimile transmission.

Section 6 – Rules of Order. Robert's Rules of Order shall apply at any meeting of the Association where parliamentary rules or procedures are involved.

ARTICLE IX – OFFICERS

Section 1 - Co-Chairs and Secretary/Treasurer. The officers of the Association shall consist of two Co-chairs described in Article VI, Section 1 (a) and a Secretary/Treasurer. For purposes of compliance with Chapter 24.03 RCW and filing of the Association's Annual Report, the Co-chairs shall be considered the President and Vice President of the Association. This title will be alternated annually between the Northeast Caucus and the South Caucus. The Executive Director of the Association shall serve as Secretary/Treasurer for the Association. The terms of office shall be for one (1) year. Vacancies in the position of officers will be filled by a vote of the Management Board.

Section 2 - Duties. The officers shall be responsible for the day-to-day business of the Association, including the financial and personnel affairs. The financial duties of the Secretary/Treasurer are subject to an audit or review by the Management Board, at its discretion.

Section 3 - Other and Interim appointments. The Co-chairs of the Management Board and of the Intercity Cooperation Policy Board, acting together, shall provide for the method of appointing representatives or making recommendations for appointments to other boards and committees as may be requested throughout the year, after the Regional Caucuses have met.

ARTICLE X - SPOKESPERSONS AND REPRESENTATIVES OF THE ASSOCIATION

Any elected official or other person who represents the member cities and towns or this Association shall undertake to represent the interests of the group of cities as a whole or of the Association, and not the interests of their individual city. Representatives named by any Regional Caucus for appointment to regional forums and spokespersons identified by the Management Board, the Intercity Cooperation Board or any committees shall represent the interests of the entire class of cities which they are charged with representing.

ARTICLE XI - APPROVAL AND AMENDMENT OF BYLAWS

The Bylaws of the Association may be amended upon a majority-weighted vote of the member cities and towns whose annual dues and assessments have been paid to the Association. Any proposed amendment shall be mailed to the member cities and towns at least twenty (20) days prior to the meeting at which the vote on such proposed amendment(s) is to be taken.

ARTICLE XII - DISSOLUTION

The Association may dissolve and conclude its affairs by the Management Board of Directors adopting a resolution in accordance with Chapter 24.03 RCW (Washington Non-profit Corporation Act) recommending that the Association be dissolved and directing that the question of dissolution be put to a vote of the entire voting membership. A resolution recommending dissolution shall be mailed to the member cities and towns at least twenty (20) days prior to the meeting at which the vote on dissolution is to be taken. A resolution recommending dissolution must be approved by a weighted vote of at least sixty (60%) per cent of the member cities and towns qualified to vote. If dissolution occurs, the assets of the Association shall be disposed of and the proceeds distributed to member cities

and towns in a formula identical to that in which Association dues and assessments are assessed.

PASSED AND APPROVED by a weighted majority of the Association's membership this __ day of April, 2002.

Suburban Cities Association

Northeast Regional Caucus Co-Chair

Larry Springer, Mayor of City of Kirkland

South Regional Caucus Co-Chair

Executive Director

Steve Mullet, Mayor of City of Tukwila

Deborah H. Eddy

Appendix 1

The initial caucuses, for the year 2002, shall be comprised as follows:

Northeast Caucus

City of Bellevue
City of Shoreline
City of Redmond
City of Kirkland
City of Sammamish
City of Mercer Island
City of Kenmore
City of Bothell
City of Lake Forest park
City of Issaquah
City of Woodinville
City of Newcastle
City of Medina
City of Clyde Hill
City of Yarrow Point
City of Hunts Point
Village of Beaux Arts

South Caucus

City of Federal Way
City of Kent
City of Renton
City of Auburn
City of Burien
City of Des Moines
City of SeaTac
City of Tukwila
City of Maple Valley
City of Covington
City of Enumclaw
City of Normandy Park
City of pacific
City of Black Diamond
City of Algona
City of Milton

Snoqualmie Valley Caucus

City of North Bend
City of Duvall
City of Snoqualmie

City of Carnation
City of Skykomish