



## By-Laws

The Olympic Region Clean Air Agency of the State of Washington, pursuant to the Clean Air Act (Chapter 70A.15, Revised Code of Washington), does hereby adopt the following By-Laws for transaction of its business.

1. Name:

The official name of this organization is "Olympic Region Clean Air Agency" (which may be referred to herein as "ORCAA") and is hereafter referred to as the "Agency."

2. Board of Directors:

The composition and term of the Board of Directors of the Agency shall be in accordance with RCW 70A.15.2000, as amended.

The Board is comprised of one representative, designated by the board of county commissioners, from the counties of Clallam, Grays Harbor, Jefferson, Mason, Pacific and Thurston and appointees, to be appointed by the mayor and city council, from the three (3) largest cities in the region, based upon the Office of Financial Management (OFM) data.

3. Officer – Election:

The elective officers of the Board of Directors are the Chair and Vice Chair.

The Chair and Vice Chair are elected at an annual meeting in April and immediately take office for a term of two years, or until a successor is elected. Nominations are from the floor. Voting is by ayes and nays and election is by plurality of the votes.

In the event the position of Chair is vacated, for any reason, the Vice Chair shall fill the position until a successor is elected. At the next regularly scheduled meeting an election of a replacement for the Chair or Vice Chair shall be held to serve for the unexpired portion of the term.

The Vice Chair will serve when the Chair is not present. If neither are present, an acting Chair may be selected by the members of the Board of Directors present, to serve during the absence of the officers from any meeting.

In no event may an alternate serve as a permanent chair. RCW 70A.15.2030

4. Officer – Duties – Committees:

a) Duties

The Chair is the chief executive of the Board of Directors. This person has all the powers and duties usually incident to such office and is responsible for the appointment of committees and the conduct of Agency business between regular meetings. The Chair may participate as ex-officio or an alternate committee member to ensure a quorum, as needed.

b) Finance Committee

In February, or as soon as possible thereafter, the Chair shall select three Board members to serve on the Finance Committee. One member shall be designated by the Board Chair to serve as Committee Chair. The Executive Director shall meet with the Finance Committee as necessary to prepare a draft budget, which shall be presented to the Board of Directors at the May Board meeting. The Finance Committee will meet once each quarter to review revenue and expenditures.

The Board of Directors shall adopt a final budget for the fiscal year in accordance with RCW 70A.15.1590. The fiscal year shall be July 1 – June 30. The budget must be adopted on or before the fourth Monday in June.

Amendments to the adopted budget may be made when necessary. The Executive Director shall meet with the Finance Committee to prepare an amended budget, which shall be presented to the Board of Directors and the public in accordance with RCW 35A.12.120 (local government RCW).

c) By-Law Committee

Every three years, or as needed, the Chair shall select three Board members to serve on the By-Law Committee. One member shall be designated by the Board Chair to serve as Committee Chair. The Executive Director shall meet with the committee who will review the By-Laws and direct ORCAA staff to draft any suggested changes. The committee will bring the draft before the full Board for finalization.

d) Ad-hoc Committee

Ad-hoc committees may be established as needed. At any time, the Board may determine a need for a committee is necessary to handle a given situation. The Board Chair will select three Board members to serve on the committee. One member shall be designated by the Board Chair to serve as Committee Chair. The Executive Director shall meet with the committee to evaluate and resolve the issue(s) at hand.

The Ad-hoc committee will serve until the issue is resolved.

5. Staff:

The Board shall appoint an Executive Director, who shall be the Agency Control Officer, to serve in a professional capacity as its technical advisor and administrative officer. RCW 70A.15.2030.

The Executive Director shall have the authority to appoint and remove such employees as are necessary to perform the duties assigned to them and to incur necessary expenses within the limitations of the budget.

The Board shall conduct a performance evaluation and review of the Executive Director biennially, or whenever the Board of Directors shall deem necessary. The Board shall review the Executive Director's salary on an annual basis during the budget process.

## 6. Meetings:

The regular meetings of the Board of Directors are held on the second Wednesday of each month at 10 a.m. at the Agency's headquarters. The Chair, with a concurrence of a majority of the Board, may substitute another day, time, or place for the regular meeting of the following month. A regular meeting which falls on a legal holiday is ordinarily held on the next day which is not a holiday (RCW 42.30.070). If the business at a regular meeting cannot be completed, the Board may designate a time for a continued or new meeting or may hold the business over to the next regular meeting. The Board of Directors is to meet at least ten (10) times per year on such date and at such time and place as the Board of Directors shall designate. RCW 70A.15.2030.

The Executive Director or designee is responsible for keeping a public record of all transactions, findings, and determinations of the Board. Responsibilities include meeting agenda preparation and distribution for the approval of the Chair, providing notice of meetings to Board members, arranging proper and legal notice of hearings, attending to the correspondence of the Agency and to such other secretarial/administrative duties.

Special meetings may be called by formal action of the Board at any time by the Chair/Vice Chair, or by a majority of the Board. RCW 42.30.080.

The annual meeting of the Board is the regular meeting in April.

All meetings and hearings shall be open to the public. RCW 70A.15.2030

The Board may retire to executive session by majority vote during a regular or special meeting to discuss any item as allowed under RCW 42.30.110.

Before convening in executive session, the presiding officer shall publicly announce the purpose for excluding the public from the meeting place, the time when the executive session will be concluded, and whether action will be taken. The executive session may be extended to a stated later time by announcement of the presiding officer. RCW 42.30.110.

## 7. Quorum – Alternate - Voting – Attendance – Conflict of Interest

A majority of the entire Board of Directors constitutes a quorum for the conduct of regular business. RCW 70A.15.2030.

Any member of the Board of Directors may designate an alternate to serve on the Board in their place with the same authority as the member when they are unable to attend. RCW 70A.15.2030.

There may be occasions when a member of the Board of Directors needs to attend meetings remotely. Virtual attendance is an accommodation providing all board members the ability to attend board meetings. In person attendance is highly encouraged.

Attending remotely may be accomplished either by video conference or by telephone. Members who wish to attend remotely shall provide notice to the Executive Director in advance of the meeting. It is preferred that Members who wish to attend remotely will use video conferencing

that is compatible with ORCAA systems. Board members who participate via remote access will be responsible for ensuring technical compatibility with ORCAA platforms and any technical support relating to their own equipment.

Voting is by ayes and nays, except where these By-Laws, state law, or the Board may require a ballot or roll call vote. A roll call vote shall be required upon call of any Board member.

A conflict of interest shall include the possibility and not just the actuality of private benefit, direct or indirect, the creation of a material personal gain or private advantage to a relation or to friends or to groups and associations that hold some share of a Board member's loyalty. Further, no member of the Board of Directors shall engage in any transaction in which they have a financial interest, direct or indirect, with the Board unless the transaction is disclosed publicly and determined to be lawful. No member of the Board of Directors shall assist anyone in any action that is adverse to the Agency.

Wherever a member of the Board has a potential conflict of interest in an action before the Board, the member, or any other Board member, shall declare to the Board the nature of the potential conflict prior to participating in the action review. A majority of the Board may, if there is a potential conflict of interest in their judgment preventing the member from a fair and objective review of the case, remove the member from participation in the action.

A member of the Board of Directors experiencing a conflict of interest shall, upon consideration, abstain from voting on the matter, keep out of any deliberations on the matter and leave any chamber in which such deliberations are to take place. The member shall not discuss the matter privately with any fellow officials. The reason for their abstention from voting, for good and sufficient reasons, shall be announced to the Board upon call of any member of the Board of Directors.

8. Parliamentary Procedures:

All meetings and hearings shall be governed by Roberts Rules of Order except as otherwise provided in these By-Laws or by State law.

9. Order of Business:

The regular order of business generally is as follows:

- Call to Order (determination of quorum)
- Approval of Agenda (ask for corrections, additions/omissions)
- Chair's Report
- Public Comment
- Consent Agenda
  - Approval of Minutes
  - Approval of Expenditures and Disbursements
- Presentations
- New Business / Unfinished Business
- Public Hearing on new or unfinished business prior to a vote by the board
- Director's report
- Good of the Order
- Executive Session
- Adjournment

10. Consent Agenda:

The consent agenda is a tool used to streamline Board meeting procedures by collecting routine, non-controversial items into a group whereby all are passed with a single motion and vote. No debate is allowed on the consent agenda or any item included in it. The motion for adoption must receive unanimous approval. Consent items may be read by title only in the body of a single consent agenda resolution. However, any Board member can have an item removed from the consent agenda for separate consideration. In addition, any citizen from the public attending a regular Board meeting may request that an item be removed from the consent agenda, read completely, and voted on independently. The Board can approve or deny such a request. The remainder of the consent agenda can be voted on, omitting the challenged items.

#### 11. Public Comment:

A citizen comment period will be scheduled at each regular public Board meeting. Citizens will have the opportunity to directly address the Board on matters germane to its functions, provided such address does not exceed three (3) minutes, unless otherwise ordered by the Chair with concurrence of the Board. During the address, no dialog between citizens and Board members or staff will occur. Upon conclusions of the address, Board members will be given the opportunity by the Chair to question and respond to the citizen. Staff will only respond to the citizen at the direction of the Chair. The Chair has the discretion to reopen Public Comment at any point.

#### 12. Public Hearings:

All public hearings are to be open to the public and shall meet legal requirements as to publication, posting, timing and number of public notices. A sign-up list shall be provided to document attendance and identify persons wanting to make oral comments during the hearing. The procedure for the public hearing shall be generally as follows:

##### a) Hearings Before the Board:

1. Executive Director or designated staff presents a summary introduction of the factual background of the subject for the information of the Board and others in attendance.
2. Chair instructs the public regarding submission of factual relevant, non-repetitive material and requests each speaker state their name, address, and interest in the subject.
3. Chair opens the hearing and invites attendees, who have signed up to speak, to present their oral or written comments under an allotted time. Board members may pose questions, through the Chair, at the close of each presentation.
4. Public hearing is closed by the Chair with an indication, for the public, of the procedure to be followed by the Board. In no case shall the Board reach a decision before the testimony is completed. The Board will provide direction to the Executive Director to finalize the decision and mail it to interested parties. If, for any reason, a hearing cannot be completed at a single session, the adoption of a motion to continue to another time shall be deemed sufficient legal notice to all parties who may be affected.
5. Written comments will be accepted by the Board until the close of the posted comment period.

b) Other Hearings:

1. Hearing officer, Executive Director, or designated staff presents a summary introduction of the subject for the information for those in attendance.
2. Hearing officer or designated staff instructs the public regarding submission of factual relevant, non-repetitive material and requests each speaker state their name, address, and interest in the subject.
3. Hearing officer or designated staff acts as the moderator and invites attendees, who have signed up to speak, to present oral or written comments under an allotted time.
4. Public hearing is closed by the hearing officer with an indication, for the public, of the procedure to be followed by the hearing officer in making a decision.
5. Staff will compile and address all questions and comments made during the public comment period and hearing. These comments and questions will be taken into consideration by the Hearing Officer or designated staff prior to a final decision being made.
6. The hearing officer shall report to the Board of Directors the following Board meeting of the decision reached.

13. Director's Report

The Director's Report shall include any Agency update, by department. Upon conclusion of each item, Board members will be given the opportunity, by the Chair, to ask questions of staff or the Executive Director.

14. Minutes and Record:

Minutes shall contain a complete record of motions, resolutions, findings of fact and other determinations of the Board, and shall also contain the usual details of time, place, type of meeting, members and officers present, speakers, and their addresses, records of roll call, votes, etc. Minutes shall be signed by the Executive Director when prepared and validated by the signature of the Chair when approved by the Board.

The Executive Director or designee is responsible for sending each member a copy of the minutes in the same mailing with the ensuing agenda.

Actions of the Board requiring written execution, such as formal resolutions, may be drawn up by the Executive Director or designated staff prior to the action being taken. Signatures of the Chair and a minimum of two other Board members shall be sufficient to validate such resolution or documents.

15. Notice – Agenda:

It is the duty of the Executive Director or designee to make available a copy of the agenda to each member of the Board of Directors on or before the Monday preceding the regular meeting day. Notice of the time, place, and agenda for continued or special meetings shall be given as far as possible in advance, although notice by telephone (email or facsimile) shall suffice in the event of an emergency.

16. Public Records:

All public records of the Agency are available for public inspection and copying at its office located at 2940 Limited Lane NW, Olympia, Washington.

Availability of public records is subject to requirements and exemptions of Chapter 42.56 RCW and other statutes that exempt or prohibit disclosure of specific information or records.

17. Amendment:

These By-Laws may be amended by a two-third vote of the full Board at a regular meeting, provided notice of the motion has been made available, to the Board members, prior to the next regular Board meeting.

18. Olympic Region Clean Air Agency Board Member Handbook:

Adopted by reference.

APPROVED BY:

The Board of Directors

and SIGNED this 14<sup>th</sup> day of July 2021