

RESOLUTION NO. 72

A RESOLUTION RATIFYING THE METHOD AND SUBSEQUENT APPOINTMENTS TO THE SUBURBAN CITIES ASSOCIATION REGIONAL COMMITTEES, AND RATIFYING THE SUBURBAN CITIES ASSOCIATION BYLAWS.

WHEREAS, the City of Woodinville (the "City") is a member of the Suburban Cities Association ("SCA"), and has fully paid dues owing thereto for the year 1994; and

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

WHEREAS, all the cities and towns within King County, excluding Seattle and the newly incorporated city known as "Newport Hills" are currently members of SCA; and

WHEREAS, one of the primary goals of the SCA, as set forth in the bylaws of the SCA, is to assist suburban cities by coordinating their activities in King County, including making appointments to intergovernmental committees on behalf of the SCA members; and

WHEREAS, the Metropolitan King County Charter calls for the creation of three "regional committees," on which shall sit representatives of the suburban cities, the City of Seattle and the King County Council; and

WHEREAS, these three regional committees are an integral part of the new regional government formed by the merger of King County and the Municipality of Metropolitan Seattle; and

WHEREAS, representatives of the suburban cities, designated by the SCA, worked for over one year to negotiate the form of the new regional government that was ultimately submitted to, and approved by, the voters of King County; and

WHEREAS, Section 270.20 of the Metropolitan King County Charter states that the membership on these three regional committees from suburban cities "shall be appointed in a manner agreed to by and among those cities and towns representing a majority of the population of such cities and towns;" and

WHEREAS, the SCA Board, in a manner described by, and consistent with the bylaws of the SCA, has heretofore appointed the suburban cities representatives to sit on the regional policy committees; and

~~WHEREAS, the City is committed to the success of a truly regional government following the merger of King County and METRO, and~~

WHEREAS, it is in the best interests of the City that the regional committees meet to address the policy issues before Metropolitan King County as envisioned by the voters of King County, that the SCA appointees to the regional committees be accepted without question, and that further delay in conducting the business of the regional committees be avoided; NOW, THEREFORE,

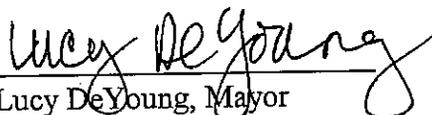
THE CITY COUNCIL OF THE CITY OF WOODINVILLE RESOLVES AS FOLLOWS:

Section 1. Ratification of Appointments to Regional Committees. The City hereby ratifies and affirms the appointments to the regional committees set forth in Attachment "A" hereto and incorporated herein by reference.

Section 2. Ratification of Appointment Method. The City hereby ratifies and affirms the manner by which these appointments were previously made, specifically, by nomination of the SCA Board President and confirmation of the SCA Board, as prescribed in ARTICLE VII, Section 4 of the SCA Bylaws, all as confirmed by the correspondence from SCA set forth as Attachment B hereto and incorporated herein by reference. By this resolution, the City means and intends to agree to the manner of appointment of the suburban city representatives to the regional committees. The City further agrees that the representatives can be later changed by the SCA Board in a manner consistent with the Bylaws, as they may be amended. The City does not by this ratification suggest that any SCA appointments need be ratified by individual city resolution.

Section 3. Ratification of SCA Bylaws. The City hereby ratifies and affirms the SCA Bylaws, previously approved by a vote of the general membership of the SCA, a copy of which Bylaws are attached to this resolution as Attachment C and incorporated herein by reference.

ADOPTED BY THE CITY COUNCIL OF THE CITY OF WOODINVILLE THIS 17th
DAY OF APRIL, 1994.


Lucy DeYoung, Mayor

ATTEST:



James K. Katica
City Clerk/Treasurer

ATTACHMENT A

SCA Appointments to the Metropolitan King County
Regional Committees

Regional Transit Committee

Margot Blacker (Bellevue)
Nona Ganz (Kirkland)
Mary Gates (Federal Way)
Rowan Hinds (Issaquah)
Arun Jhaveri (Burien)
Wally Rants (Tukwila)
Clair Drosdick (Alternate, Normandy Park)
Jon Johnson (Alternate, Kent)

Regional Water Quality Committee

Lucy DeYoung (Woodinville)
Elliot Newman (Mercer Island)
Tim Schlitzer (Renton)
Shirley Thompson (SeaTac)
Bob Davis (Alternate, Bothell)
Georgia Zumdieck (Alternate, Bellevue)

Regional Policy Committee

Betty Aman (Algona)
Pat Burns (Auburn)
Chris Heaton (Bellevue)
Rosemarie Ives (Redmond)
Fred Jarrett (Mercer Island)
Bob Stead (Federal Way)
Earl Clymer (Alternate, Renton)
Alan Kiest (Alternate, Lake Forest Park)

ATTACHMENT B

MEMORANDUM

TO: All Mayors, Suburban Cities Association

FM: Lynda Ring, Executive Director

RE: SCA Board Approval of Regional Committee Appointments

DATE: March 25, 1994

Attached to this memorandum is a true and correct copy of the approved minutes of the November 17, 1993 SCA Board Meeting at which SCA Board President Judy Woods moved approval of the slate of appointees to represent the suburban cities on the three Metropolitan King County Regional Committees. This appointment and approval was made in the manner described by the SCA Bylaws, Article VII, Section 4. The Bylaws were approved at a meeting of the general membership of the SCA held September 11, 1991. The Bylaws, in the form attached hereto, are on file with the Secretary of State, as required by state law.

ATTACHMENT C

SUBURBAN CITIES ASSOCIATION
BYLAWS

The SUBURBAN CITIES ASSOCIATION OF KING COUNTY, as constituted by its articles of incorporation and by-laws, exists for the benefit of all member cities and towns. Accordingly, the Association will endeavor to achieve its organizational goals, as outlined in Section II of its bylaws, by undertaking the following actions. The Association will:

- * work to achieve its goals through consensus building
- * emphasize the sharing of research and information between member cities and towns to improve the quality of decision-making for its elected officials
- * encourage broader participation in the development of Association issues, solutions, and implementation
- * ensure that the Association's decision-making authority is vested with the organization as a whole
- * provide that the Association's Board of Directors is representative of the different-sized cities and towns which comprise Association membership
- * provide that the Association's Board of Directors be comprised of both mayors and councilmembers
- * provide that the Board of Director's composition reflect a geographical balance for its member cities and towns and, to the extent possible, limit the representation from a single city or town to one Director.

It is anticipated that all member cities and towns will receive notification of Association meetings; however, only cities and towns which have paid their Association dues will be allowed to vote. Only officials from member cities and towns which have paid their Association dues will be appointed to serve as Suburban Cities Association representatives to quasi-governmental and inter-government committees.

ARTICLE I - NAME

The name of the organization shall be the SUBURBAN CITIES ASSOCIATION OF KING COUNTY. The registered office of the Association shall be the address of the individual who annually is elected President of the Association or, if the Association proves the staff proposal, the registered office of the Association shall be the staff office.

ARTICLE II - PURPOSE

Section 1. The purpose of the SUBURBAN CITIES ASSOCIATION OF KING COUNTY shall be: to discuss common problems and concerns among member cities and towns and related jurisdictions; to obtain greater understanding and coordination of efforts among cities and towns; to increase the knowledge of municipal, county, and state governmental services and programs among cities and towns; to assist the Association of Washington Cities and its programs and activities; and, with the concurrence of a majority of the member cities and towns, act as spokesman for the Suburban Cities Association in regional affairs and policy discussions with King County and/or other affected regional agencies.

Section 2. The Suburban Cities Association shall be constituted as a non-profit corporation in accordance with Chapter 24.03 RCW (Washington Non-Profit Corporation Act).

ARTICLE III - MEMBERSHIP

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

Section 2 - Other Participants. Officials from other governments or agencies may be invited to attend meetings, but these governmental agencies shall not be qualified for membership and shall not have a vote.

ARTICLE IV - DUES

The annual dues of the Suburban Cities Association shall be determined by the Board of Directors with approval of the entire membership. The dues will be based on the official population figure for each city and town as provided by the State Office of Financial Management (OFM). For purposes of the dues, the population figure will be updated annually.

ARTICLE V - MEETINGS

Section 1 - Regular Meetings. The SUBURBAN CITIES ASSOCIATION OF KING COUNTY shall meet monthly at a time and location within King County as designated by the President of the Association.

Section 2 - Special Meetings. Special meetings of the Association may be held on the call of the President, or by requests from three (3) member cities. Written notice of a special meeting shall be provided to member cities at least three (3) days prior to any such meeting. However, in an extraordinary or emergency situation, the President shall have the option of notifying cities of a special meeting by telephone and/or facsimile transmission.

Section 3 - Rules of Order. Robert's Rules of Order shall apply at any meeting of the Association where parliamentary rules or procedures are involved.

ARTICLE VI - VOTING/QUORUM

Section 1 - Voting. Only elected officials from member cities or towns whose dues and assessments have been paid may vote on issues. Any City or elected official representing a qualified member city or town may request a roll call of weighted votes.

In this instance, each qualified city or town will have a weighted vote based upon its population, one vote per 1,000 population. Qualified member cities or towns with less than 1,000 population will each have one vote. All votes from a member city or town must be cast on the same side of an issue.

Section 2 - Quorum. To constitute a quorum for the transaction of business at a special or regular meeting of the Association, it shall be necessary to have a vote cast by elected representatives from at least forty (40) percent of the Association's qualified member cities and towns.

ARTICLE VII - OFFICERS AND TERMS

Section 1 - Officers and Elections. The officers of the Suburban Cities Association shall consist of the President, Vice-President and Secretary/Treasurer. Terms of office shall be for one (1) year. The officers shall be elected at the May meeting of the Association and will commence

servicing their terms of office effective June 1. Only elected officials of qualified member cities and towns of the Association shall be eligible to hold office, and there shall be not more than one officer from any one city or town.

Section 2 - Nominations for Office. Not less than one month prior to the May meeting, the President shall appoint a Nominating Committee of three (3) past presidents from member cities or towns. The Nominating Committee shall present and place in nomination at the May meeting, a slate of candidates for office for the ensuing year. Additional nominations may be made from the floor at the May meeting.

Section 3 - Vacancies. Vacancies in the positions of officers of the Association may be filled by a vote of the Board of Directors. A confirmation vote will be required at the following Suburban Cities Association meeting.

Section 4 - Duties of Officers. The respective duties of the officers of the Association shall be:

President - The President, along with the Board of Directors, will ensure the implementation of policies adopted by the Suburban Cities Association; will preside at regular and special meetings of the Association and the Board of Directors; will determine the location and agenda for each meeting; will create special committees as necessary; will appoint representatives to standing, quasi-governmental and intergovernmental committees and special committees, with approval of the Board of Directors; will approve and sign resolutions passed by the Association; will take such actions on behalf of the Association as may be directed by a vote of the membership at regular or special meetings.

In the event of a tie, the President may cast the deciding vote. Upon completion of his or her term of office, the President will automatically serve a second year on the Board of Directors as Past-President. In the event of the President's resignation, the Vice-President will fill the balance of the President's term.

Vice-President - The Vice-President will act in the absence of the President, performing the duties of that office, and will serve as the chair of the Legislative Committee.

Secretary/Treasurer - The Secretary/Treasurer will ensure that the minutes of regular and special meetings are kept, and that notices of meetings are mailed in a timely manner to members, and that reservations for such meetings are received; will oversee arrangements with the host city for such meetings; will oversee annual billing for dues and any special assessments to the members of the Association; will be responsible for the deposit of monies into a checking account established for the Suburban Cities Association; will oversee disbursements for Association expenditures; and will make an annual report as to the status of the treasury of the Association at the May meeting. The financial duties of the Secretary/Treasurer shall be subject to audit annually by the Executive Committee whose audit shall be attached to the Secretary/Treasurer's annual report to the Association.

Section 5 - Compensation. Officers of the Association shall serve without compensation.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1 - Membership. The Board of Directors shall be comprised of the following thirteen representatives:

1. Three Officers: President, Vice-President, Secretary/Treasurer
2. Immediate Past-President
3. Three Presidential appointees selected for one-year terms
4. Three representative (s) from a small city and town, selected by caucus of the small cities and towns for a one-year term
5. Four representatives from medium cities selected by caucus from the medium-cities for one-year terms
6. Three representatives from large cities selected by caucus from the large cities for one-year term

The officers including the Past President of SUBURBAN CITIES ASSOCIATION OF KING COUNTY will be counted in the population category for their city and before the caucus selects its remaining representatives. The three Association's presidential appointees shall not be counted in their population category.

A small city or town shall be a city or town with a population under 20,000 citizens. A medium city shall be a city with a population of 20,000 to 49,999 citizens. A large city shall be a city with a population of 50,000 or more citizens. Population figures for each city and town will be derived annually from State Office of Financial Management (OFM) census data.

Section 2 - Caucus Appointments. Small, medium, and large cities shall select their own representatives to the Board of Directors. Such selections shall be completed by, and become effective, June 1. Each Board membership shall be for a one-year term. Vacancies which occur during a Board member's term of office shall be filled by the caucus from which the Board member was originally selected. The three Officers and the immediate Past-President shall be included in their respective population category. The President's appointees are not in the population categories.

Section 3 - Compensation. Members of the Board of Directors of the Association shall serve without compensation.

ARTICLE IX - MEETINGS OF THE BOARD OF DIRECTORS

Section 1 - Responsibilities and Conduct of Business. The Board of Directors, along with the President, will ensure the implementation of policies adopted by the Suburban Cities Association. The Board of Directors will confirm all appointments recommended by the President. The three Presidential appointees shall be confirmed by the balance of the Board of Directors. To the extent possible, all matters of business to be considered by the Association shall first be brought to the Board of Directors for discussion and recommendation to the Association. Board of Director's meetings will be held on a monthly or as-needed basis.

Section 2 - Voting. Each member of the Board of Directors shall have one vote. The President shall vote only in case of a tie. All final actions taken by the Board of Directors which due to time constraints cannot be brought before the Association for confirmation shall be by a majority of the Board.

Section 3 - Quorum. In order for the Board of Directors to take action on an issue, it shall be necessary to have a quorum of the Board of Directors. A quorum of the Board of Directors shall be a majority of the total Board membership.

ARTICLE X - EXECUTIVE COMMITTEE

~~The Executive Committee shall consist of the current Suburban City Association officers and will be empowered, in the event of an emergency, to take action without the approval of the Board of Directors~~

or the full membership. An emergency action is defined as an instance where, because of time constraints, the Board of Directors cannot be convened. The Board of Directors and the Association shall be notified as soon as possible of the emergency action.

ARTICLE XI - APPROVAL AND AMENDMENT OF BY-LAWS

The By-laws of the SUBURBAN CITIES ASSOCIATION OF KING COUNTY may be amended upon a majority vote of the member cities and towns whose annual dues and special 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. In the instance of a dispute, a member city or town, or an elected official from a member city or town, may call for a weighted vote as outlined in Article VI, Section 1 of the By-laws.

ARTICLE XII - DISSOLUTION

The SUBURBAN CITIES ASSOCIATION OF KING COUNTY may dissolve and conclude its affairs in the following manner:

In a regular or special meeting, the Board of Directors shall adopt 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. Advance written notice of such a meeting shall be provided for all member cities and towns. A resolution to dissolve the Association shall be adopted upon receiving at least two-thirds of the voting member cities and towns.

Should dissolution occur, the assets of the Association shall be distributed to member cities and towns in a distribution formula identical to that in which Association dues are assessed.

PASSED AND APPROVED this _____ day of _____ 1991.

SUBURBAN CITIES ASSOCIATION OF KING COUNTY

President

Secretary/Treasurer