

**BYLAWS
OF THE
HOOD CANAL COORDINATING COUNCIL
July 18, 2018
ARTICLE I – OFFICES**

SECTION 1. – PRINCIPAL OFFICE AND MAILING ADDRESS. – The principal office and mailing address of the Corporation, (hereinafter "Council") shall be the location of the executive office as follows:

Hood Canal Coordinating Council
17791 Fjord Drive, NE, Suite 118
Poulsbo, WA 98370-8481

SECTION 2. – REGISTERED OFFICE AND AGENT. – The Council shall continuously maintain within the state of Washington, a Registered Agent and a Registered Office as required under the Washington Non-Profit Corporation Act, RCW 24.03. The name and address of this Registered Office and Agent shall be stated in the Articles of Incorporation. The Board of Directors may change the Registered Agent and Registered Office of the Council subject to the voting requirements of these Bylaws. To be effective, notice of any change in the Registered Agent or Registered Office must be filed with the office of the Secretary of State of the State of Washington.

Article II -- Membership

The Member organizations of the Hood Canal Coordinating Council shall consist of the following local governments and Indian tribes:

- (A) Jefferson County
- (B) Kitsap County
- (C) Mason County
- (D) Port Gamble S'Klallam Tribe
- (E) Skokomish Tribe

ARTICLE III– BOARD OF DIRECTORS

SECTION 1. – GENERAL POWERS. – The Council shall be managed by its Board of Directors, subject to any limitations set forth in the Council's Articles of Incorporation.

SECTION 2. – NUMBER AND MEMBERSHIP. – The Board of Directors of the Council shall consist of the duly-authorized representative or representatives of each Member organization. Each Member organization shall have one vote.

SECTION 3. – REPLACEMENT. – In the event that a person representing one of the governments on the Board of Directors is no longer eligible to serve, that government shall designate a representative to serve as a member of the Board of Directors.

SECTION 4. – COMPENSATION. – Members of the Board of Directors shall not receive compensation for their service, but by resolution of the Board of Directors, may be paid his or her expenses for attendance at each meeting of the Board of Directors or for expenses incurred on behalf of the Council.

SECTION 5. – EX OFFICIO MEMBERS. – The Board of Directors may appoint Ex Officio non-voting members to the Board of Directors.

ARTICLE IV – MEETINGS OF DIRECTORS

SECTION 1. – ANNUAL MEETING. – The annual meeting shall occur each year at such time and place as specified by the Board of Directors.

SECTION 2. – REGULAR MEETINGS. – The Board of Directors shall set the time and place for regular meetings.

SECTION 3. – SPECIAL MEETINGS. – Special meetings of the Board of Directors may be called at the request of the Chair or any Director.

SECTION 4. – EXECUTIVE SESSION. – The Board of Directors may meet in executive session at any annual, regular or special meeting for the purposes identified in the Open Public Meetings Act, Chapter 42.30 RCW.

SECTION 5. – PLACE OF MEETINGS. – Locations of meetings shall be set by the Board of Directors.

SECTION 6. – NOTICE. – Notice of the time and place of each annual and regular meeting shall be given by the Chair or Directors calling the meeting at least ten days before the meeting time. Notice of the time and place of a special meeting shall be given by the Chair or Directors calling the meeting at least 24 hours before the meeting time. Notice of executive session shall be consistent with the Open Public Meetings Act, Chapter 42.30 RCW.

SECTION 7. – QUORUM. – A quorum for the transaction of business at any meeting of the Board of Directors shall consist of the representatives of at least three Member organizations.

SECTION 8. – VOTING PROCEDURES – The Council shall take action through the consideration and passage of motions or resolutions during meetings of the Board of Directors. Passage of a motion or resolution requires the majority vote of the duly-authorized representatives of all Member organizations represented at a meeting of the Board of Directors. Votes may be taken at any meeting where a quorum is present.

SECTION 9. – ATTENDANCE BY TELEPHONE OR VIDEO CONFERENCE. – A meeting of the Board of Directors may be held by means of a conference telephone or audio-visual device that enables all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

SECTION 10. – PRESUMPTION OF ASSENT. – A Director of the Council who is present at a meeting of the Board of Directors at which action is taken, shall be presumed to have assented to the action taken, unless the Director either votes against the action or allows the action to go forward and includes a statement of explanation for the meeting minutes.

SECTION 11. – COMMITTEES. – The Board of Directors may establish such committees as necessary to further the purposes of the Council. Committees shall be chaired by a member of the Board of Directors, and committees that have and exercise the authority of the Board of Directors in the management of the Council shall include at least one other member of the Board of Directors. Committees may include citizens, public agencies with relevant expertise, and affected groups. No such committee shall have the authority to: fill vacancies on the Board of Directors or on any of its committees; adopt, amend, or repeal any Articles of Incorporation or Bylaws; approve a plan of merger; authorize the lease, sale, or exchange of all or substantially all of the property and assets of the Council other than in the ordinary course of business; authorize the voluntary dissolution of the Council or adopt a plan for the distribution of assets of the Council. All committees shall keep regular minutes of the transactions of their meetings and shall keep them in books kept for that purpose in the office of the Council. The designation of any

such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any members thereof, of any responsibility imposed by law.

SECTION 12. – PUBLIC INVOLVEMENT. – The Council shall comply with all applicable provisions of the Washington Open Public Meetings Act, RCW 42.30. The Council shall also take steps to inform the general public, public agencies, and affected groups of the activities of the Council and to provide opportunity for public comment and participation in the actions of the Council.

ARTICLE V - OFFICERS

SECTION 1. – NUMBER AND QUALIFICATIONS – The Officers of the Council shall be those required by the Washington Nonprofit Corporation Act: a President, Vice-President, Secretary, and Treasurer. The offices of President and Secretary shall be held by a single person, titled "Chair," and Vice-President and Treasurer shall be held by a single person, titled "Vice-Chair." The Officers shall be selected by the Board of Directors from among its own members.

SECTION 2. – SELECTION AND TERM OF OFFICE. – The Officers of the Council shall be selected at a meeting of the Board of Directors occurring in January. The term of office shall be two years. The term of office shall begin at the January meeting and last until the next meeting held for electing officers.

SECTION 3. – APPOINTMENT AND REMOVAL. – Each regular member government sitting on the Board of Directors shall be solely responsible for selecting or removing members to represent their respective government on the Board of Directors.

SECTION 4. – VACANCIES. – A vacancy in any office because of death, resignation, removal, disqualification or other cause may be filled by the appropriate government for the unexpired portion of the term.

SECTION 5. – CHAIR. – The Chair shall have general supervision over the affairs of the Council and, unless another officer is so designated by the Board of Directors, shall preside over meetings of the Board of Directors. The Chair shall also perform such other duties as the Bylaws may provide or the Board of Directors may prescribe.

SECTION 6. – VICE CHAIR. – The Vice Chair shall perform all duties incumbent upon the Chair during the absence or disability of the Chair, with all the powers of and subject to the all restrictions upon the Chair, and shall perform such other duties as the Bylaws may provide or the Board of Directors may prescribe.

SECTION 7. – EXECUTIVE DIRECTOR – The general management of the Council shall be conducted by an Executive Director hired and terminated by the Board of Directors. The Executive Director shall report to the Board of Directors. Management authority vested in the Executive Director shall include hiring and termination of employees and outside contractors, day-to-day financial management including accounts receivable and payable, preparation of meeting materials, issuance of recommendations to the Board of Directors, representation of the Council before agencies and the general public, and other duties and powers as determined by the Board of Directors.

ARTICLE VI – CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. – CONTRACTS. – The Board of Directors may authorize any officer, employee, or contractor to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Council, and such authority may be general or confined to specific instances.

SECTION 2. – LOANS. – No loans shall be made by the Council to its directors, officers, employees, or contractors. No loans shall be contracted on behalf of the Council, and no evidences of indebtedness shall be issued in the Council's name, unless authorized by a specific motion or resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. – CHECKS, DRAFTS AND OTHER EVIDENCES OF INDEBTEDNESS. – The Executive Director may disburse or commit funds up to \$50,000 for expenses within the approved annual budget. All checks, drafts, money orders or other evidences of indebtedness issued in the name of the Council over \$50,000 shall require prior approval of the Board of Directors. If the Executive Director is unavailable to authorize disbursement or commit funds for the Council, the Executive Director may designate the Council's staff Accountant, or another person employed by the Council, with the authority to disburse or commit funds up to \$50,000 within the approved annual budget. If the Executive Director delegates authority, the Executive Director shall notify the Board of Directors in writing before the effective date of the delegation to explain the reason for the delegation and the length of time of the delegation. If the Executive Director is unexpectedly unable to perform the duties of Article V, Section 7, the Chair may designate a person employed by the Council, with the authority to disburse or commit funds up to \$50,000 within the approved annual budget.

SECTION 4. – DEPOSITS. – All funds of the Council not otherwise employed shall be deposited from time to time to the credit of the Council in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VII–RECORDS, AND AUDIT

SECTION 1. – RECORDS. – The Council shall keep at its registered office:

- a. Current Articles of Incorporation and Bylaws;
- b. Correct and adequate records of accounts and finances;
- c. A record of officers' and directors' names and addresses; and
- d. Meeting minutes from the Board of Directors and all committees.

SECTION 2. – ANNUAL AUDITS. – The Council shall have an audit conducted each fiscal year in a manner provided by law for the auditing of public funds, and consistent with generally accepted accounting principles for nonprofit corporations.

ARTICLE VIII– CORPORATE YEAR

The fiscal year of the Council shall be July 1 to June 30.

ARTICLE IX - AMENDMENTS

SECTION 1. – BY THE BOARD OF DIRECTORS. – These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors, at any regular or special meeting of the Board of Directors. Such action must follow the voting requirements of Article IV, Section 8 of these Bylaws.

SECTION 2. – CONFORMITY TO STATE LAW. – No amendments or changes may be made to these Bylaws which would conflict with any provisions of the Washington Nonprofit Corporations Act, RCW 24.03, or the Interlocal Cooperation Act, RCW 39.34. In the event of any conflict between these Bylaws (or any amendments to these Bylaws) and the Washington Nonprofit Corporations Act or the Interlocal Cooperation Act, the Washington Nonprofit Corporations Act or the Interlocal Cooperation Act shall control, as appropriate.

These Bylaws of the Hood Canal Coordinating Council, adopted July 18, 2018,
supersede Bylaws adopted April 19, 2017.

HOOD CANAL COORDINATING COUNCIL



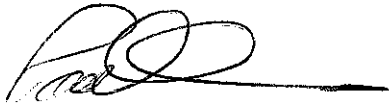
Hon. Kate Dean
Jefferson County Board of Commissioners



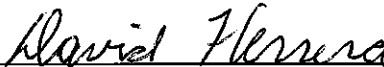
Hon. Robert Gelder
Kitsap County Board of Commissioners



Hon. Kevin Shuty
Mason County Board of Commissioners



Hon. Jeromy Sullivan
Port Gamble S'Klallam Tribe



Mr. David Herrera
Skokomish Tribe