



## **By-laws of The Seattle Children's Major Institutions Master Plan Standing Advisory Committee**

Adopted December 7, 2015

### **Article I PURPOSE**

The Seattle Children's Major Institutions Master Plan (MIMP) Standing Advisory Committee (SAC) (hereinafter the Committee), a representative group of adjacent community members and others who are interested in the orderly and reasonable development of Seattle Children's, will advise Children's and the City of Seattle on matters related to development under the Seattle Children's MIMP.

### **Article II MEMBERSHIP**

#### **Section 1      Composition**

The Committee shall be established in accordance with the procedures set forth in the Major Institutions Code, SMC 23.69. The size and composition of the Committee shall be determined by a Memorandum of Agreement (MOA) adopted by the Seattle City Council in 2007 requiring 15 members from across various neighborhoods and 4 alternates. Alternate members as outlined in the MOA may also participate in meetings as ex-officio members and may vote in the absence of a voting member. The Committee shall contain one non-management Children's employee appointed by Children's. There shall be ex-officio members appointed by the following bodies: Seattle Children's, City of Seattle Department of Transportation (SDOT), City of Seattle Department of Planning and Development (DPD), and City of Seattle Department of Neighborhoods (DON).

#### **Section 2      Committee Member Job Description**

Each Committee member shall perform such duties and prepare such reports as called for in the Major Institutions Code to include:

- A. Participate directly in the formulation of a MIMP that balances the needs of Seattle Children's to expand to meet its needs with the need to minimize the impact of the institution on the surrounding neighborhoods.
- B. Contribute to developing good communication between Seattle Children's and the adjacent communities.
- C. Become familiar with the Seattle Children's MIMP, mission, goals, and objectives.
- D. Maintain interest and a desire for involvement in neighborhood land use issues, particularly as they relate to Seattle Children's and the community need for medical services.
- E. Perform all other such duties and prepare reports as set forth in the Major Institution Code.
- F. Comment on matters listed in the Major Institutions Code including, but not limited to the concept plan and identification and mitigation of the potential impacts of institutional development on the surrounding community consistent with the Code and environmental policy and procedures.

#### **Section 3      Appointment**

Final appointment of members to the Committee is made by the City of Seattle, Director of DON.

## **Article III LEADERSHIP**

### **Section 1      General**

The officers of the Committee shall be Chair and Vice-chair. Officers shall have one vote each.

### **Section 2      Appointment and Term of Office**

The officers shall be elected by the Committee. The term of office shall be a 2-year renewable term. Officers may be removed for non-attendance using the procedure outlined in Article III Section 4 above. The Committee shall fill any vacancy that may occur in officer positions.

### **Section 3      Duties and Authority**

The officers shall be responsible for setting meeting agendas in consultation with Children's and DON. The chair shall conduct each meeting and ensure approval of meeting summaries and all correspondence and reports prepared on behalf of the Committee. The vice-chair shall assume responsibility in the absence of the chair.

## **Article IV PARTICIPATION**

### **Section 1      Term of Membership**

Each member shall serve a minimum of a 2-year renewable term.

### **Section 2      Resignation**

A member may resign from the Seattle Children's Committee by sending a letter to DON ex-officio member stating the effective date and the reason for resigning.

### **Section 3      Replacement**

Upon resignation or removal of a member, replacements will be appointed from the list of alternate members that has been established. In the event that all alternate members have been appointed as regular members or no alternate member wishes to serve as a regular member, appointment will be through a solicitation and selection process administered by jointly by Seattle Children's and DON and appointment will be made by the Director of DON.

### **Section 4      Removal and Rules of Decorum**

In the event of disruptive behavior Rules of Decorum – Robert's Rules of Order Newly Revised shall be invoked and govern decorum at Committee meetings during discussion, debate, deliberations and during the public comment portion of meetings. Members, alternates and others attending meetings may be asked to leave the meeting should inappropriate or unacceptable conduct occur.

A voting member of the Committee may be removed from the Committee either for:

- A. Non-attendance – Members shall make every reasonable effort to attend all regularly scheduled meetings. In the event that a member is unable to attend a meeting the member shall inform the Chair or DON at least 24 hours in advance of the meeting. Such a notification shall be considered as constitution an excused absence. In the event that a member has three unexcused consecutive

absences, the Chair may request that member either attends the next regular meeting or be considered as having resigned from the Committee. Notification of such an action shall be by a formal letter to the member.

- B. Persistent Disruptive Behavior - In the event that a member's actions become disruptive to the process (which shall be defined either as either creating a hostile and/or intimidating atmosphere, or unreasonable delays in decision making processes) and attempts to modify such behavior through invoking the provisions of Rules of Decorum – Robert's Rules of Order Newly Revised have failed to modify such behavior, a member may be removed from the Committee upon the following conditions having been satisfied:
1. The Co-chairs, Seattle Children's ex-officio member and DON ex-officio member shall have met with the member being considered for removal to attempt to address all mutual concerns and mediate any conflicts that have arisen;
  2. A letter outlining the reasons for removal shall have been prepared, reviewed and approved for transmittal by the Committee at a regular meeting of the Committee and sent by registered mail to the member being considered for removal at least two weeks prior to the meeting at which removal will be considered; and
  3. Removal shall have been discussed during a regular meeting of the Committee during which the member being considered for removal shall have had an opportunity to respond to the reasons stated for removal. Removal from the Committee shall be considered accomplished only upon concurrence by the Director of DON.

#### **Section 5 Compensation**

All members of the Committee shall serve without compensation.

#### **Section 6 Member Voting**

Each regular member shall have one vote on all Committee matters.

#### **Section 7 Alternate Voting**

In the absence of any regular member alternates may vote on any Committee action. It shall be the intent of this Section to assure that the alternate voting in the absence of any regular member shall, to the extent possible, be the alternate whose skills and affiliations most closely match that of the absent member. The order of voting shall be determined as follows. The regular member shall designate the alternate to vote in his or her absence whose views he or she has determined to most closely match the member's skills and affiliations and forward that designation to the Committee Chair and DON ex-officio member. Such designation shall be made prior to the Committee meeting.

### **Article V DECISION MAKING**

#### **Section 1 General Conduct of Meeting**

The Committee shall endeavor to operate informally and collegially and to reach consensus on all recommended actions. If consensus is not possible a vote shall be taken by a show of hands and the record of the Committee shall show the number of votes cast for and against the recommendation. The provisions of Article IV Section 6 & 7 shall govern votes. All actions of the Committee shall be consistent with the purposes stated in Article I and the intent of the City of Seattle Major Institutions Code.

**Section 2 Application or Roberts Rules or Order**

Robert's Rule of Order may be invoked at any time by the request of any member and shall then apply to the conduct of the meeting and shall govern voting until either the end of the specific meeting or until the original member making such a request shall agree that such invocation is no longer necessary. In the event that Roberts Rules are invoked, the DON ex-officio member shall act as parliamentarian.

**Section 3 Quorum**

A quorum shall be defined as 51% of all voting members (permanently vacant positions to which an alternate or new member has not been appointed shall not be counted as voting members). Actions taken by the Committee require a quorum present in person at the time of the vote and a majority vote of those present and eligible to vote.

**Article VI  
MEETINGS**

**Section 1 Frequency**

The Committee shall meet as needed but no less than once per year. Meetings will be established based on the agenda developed by the officers, Children's, and DON.

**Section 2 Notice to Members**

A written notice of each meeting shall be sent to the Committee at least one week prior to the established meeting date. The notice shall include the meeting time and location, agenda, minutes from the previous meeting, and any new materials that may require action at the meeting.

**Section 3 Notice to Public**

Except for the first Committee meeting, which shall be considered an orientation meeting and will be advertised only to members and key staff, all Committee meetings are open to the public and opportunity for public comment shall be provided on each meeting's agenda. Notices of each meeting will be sent to:

1. Interested parties, which shall include any person who has attended one of more committee meetings; and
2. Presidents of local community groups (list established by the City of Seattle, Children's, and Committee leaders).

**Section 4 Location**

Children's shall arrange a suitable location for Committee meetings.

**Article VII  
REPORTING**

**Section 1 Meeting Notices and Agendas**

Children's and the DON shall be responsible for working with the officers to prepare and to send the meeting notice and agenda.

**Section 2 Meeting Summary**

DON shall be responsible for taking notes at each Committee meeting, preparing a minutes for each meeting and e-mailing it to all Committee members, alternates and ex-officio members within 30 days of

the meeting. The summary shall be subject to review, amendment and approval at the subsequent Committee meeting. The summary shall include a list of Committee members, alternates, ex officio members, and guests present at the meeting. Summaries of all meetings are available on-line for public review.

**Section 3 Correspondence**

DON shall provide clerical assistance to produce the correspondence of the Committee. Copies of all Committee correspondence shall be sent to all voting and ex-officio Committee members and to individuals, community groups and others that have requested to receive this information.

**Section 4. Committee Reports**

With the assistance of the Department of Neighborhoods, the Committee shall comment on the preliminary draft MIMP and draft environmental impact statement and prepare written draft and final reports of its findings and recommendations on the final MIMP. The Committee comments and reports shall include, in addition to its recommendations, the public comments it received. The documents may incorporate minority reports. Copies of all Committee comments and reports shall be provided to all voting and ex-officio Committee members and to individuals, community groups and others that have requested to receive this information.

**Section 5. Reports from Other Departments.**

The Department of Neighborhoods shall provide copies of all draft and final reports from DPD and other City departments to voting, ex officio committee members and to individuals, community groups and others who that have requested to receive this information.

**Article VIII  
AMENDMENTS**

The by-laws may be amended by a majority vote so long as written notice of the proposed bylaw changes has been provided prior to a regularly scheduled meeting.

**Article IX  
CODE TO GOVERN**

In the event of a conflict between these by-laws and the provisions of the City of Seattle's Major Institutions Code SMC 23.69 – Major Institutions Overlay District – the Code shall govern.