

By-laws of The Swedish Medical Center First Hill Campus Major Institution Master Plan Standing Advisory Committee

Article I.

Purpose

The Swedish Medical Center First Hill Campus Major Institution Master Plan Standing Advisory Committee, a representative group of adjacent community members and others who are interested in Swedish Medical Center, will advise the Medical Center and the City of Seattle on matters related development under the revised master plan for Swedish Medical Center.

Article II

Membership

Section 1. Composition: The Swedish Medical Center First Hill Campus Major Institution Master Plan Standing Advisory Committee shall be established jointly by the City and the Medical Center composed of twelve members who are interested in performing advisory work consistent with the committee member job description (section 2). The committee shall contain one Non-management Medical Center employee appointed by the Medical Center. There shall be ex-officio members appointed by the following bodies: Swedish Medical Center, City of Seattle Department of Transportation (SEATRANS), 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 will:

1. Contribute to developing good communication between Swedish Medical Center and the adjacent community.
2. Become familiar with the proposed Swedish Medical Center master plan and with the Medical Center's mission, goals and objectives.
3. Serve on the committee during the review of projects that are proposed under the adopted Swedish Medical Center First Hill Campus Major Institutions Master Plan
4. Maintain interest and a desire for involvement in neighborhood land use issues, particularly as they relate to Swedish Medical Center and the community needs for higher education.

Section 3. Appointment: Final appointment of members to the Advisory Committee is made by the Seattle of Seattle, Director of the Department of Neighborhoods.

Article III.

Participation

Section 1. Term of Membership: Each member shall serve a minimum of two year terms. Initial terms for 50% of members shall be set at three years to assure continuity at the time members are replaced.

Section 2. Resignation: A member may resign from the Swedish Medical Center First Hill Campus Major Institution Master Plan Standing Advisory Committee by sending a letter to the Department of Neighborhoods stating the effective date and the reason for resigning.

Section 3. Replacement: Upon resignation or removal of a member, replacements will be appointed from any list of alternative members that may have been established. In the event

that all alternative 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 jointly by the Swedish Medical Center and the Department of Neighborhoods and appointment will be made by the Director of the Department of Neighborhoods.

Section 4. Removal of Members. A voting member of the committee may be removed from the committee either for 1) non-attendance; or 2) disruptive or violent behavior.

- A) Removal for Non-attendance – Members shall make every reasonable effort to attend all regularly shelled meeting. 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) Removal for 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) a member may be removed from the committee upon the following conditions having been satisfied: 1) the Chair, Medical Center 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 Advisory 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 Swedish Medical Center First Hill Campus Major Institutions Master Plan Standing Advisory Committee shall serve without compensation.

Article IV.

Leadership

Section 1. General: The officers of the Swedish Medical Center First Hill Campus Major Institutions Master Plan Standing Advisory Committee shall be chair and vice-chair. Members and officers shall have one vote each.

Section 2. Appointment and Term of Office: The officers shall be elected by the Swedish Medical Center First Hill Campus Major Institutions Master Plan Standing Advisory Committee Membership. The term of office shall be a two years. Officers may be removed and replaced using the procedure outlined in Article III section 4 above.

Section 3. Duties and Authority: The officers shall be responsible for setting meeting agendas in consultation with the Medical Center and Department of Neighborhoods. The chair shall conduct each meeting and arrange for approval of all correspondence prepared on behalf of the Advisory Committee. The vice-chair shall assume responsibility in the absence of the chair.

Article V.

Decision Making

The Swedish Medical Center First Hill Campus Major Institutions Master Plan Standing Advisory Committee shall endeavor to reach consensus on all recommended actions. If consensus is not possible a vote shall be taken by the 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 VI Section 5 below shall govern votes. All actions of the Advisory Committee shall be constant with the purposes stated in Article I and the intent of the City of Seattle Major Institutions Code.

Article VI.

Meetings

Section 1. Frequency: The Swedish Medical Center First Hill Campus Major Institution Master Plan Standing Advisory Committee shall meet as needed but no less than once per year. Meetings will be established based on the agenda developed by the officers, the Medical Center and the Department of Neighborhoods.

Section 2. Notice to Members: A written notice of each meeting shall be sent to each Advisory Committee member at least one week prior to the established meeting date. The notice shall include the agenda of the meeting, the meeting time and location, the summary of the previous meeting and any new materials that may require action at the meeting.

Section 3. Notice to Public: Except for the first meeting of the Committee which shall be considered an orientation meeting and will be advertised only to members and key staff, all meetings of the Swedish Medical Center First Hill Campus Major Institution Master Plan Standing Advisory Committee 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, the Medical Center and committee leaders

Section 4. Location: Swedish Medical Center shall arrange a suitable location for the Swedish Medical Center First Hill Campus Major Institution Master Plan Standing Advisory Committee meetings.

Section 5. General: Robert's Rule of Order apply to the conduct of each meeting and shall govern voting when necessary. 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 Swedish Medical Center First Hill Campus Major Institution Master Plan Standing Advisory Committee require a quorum present in person or by written proxy at the time of the vote and a majority vote of those present and eligible to vote.

Article VII.

Reporting

Section 1. Meeting Notices and Agendas: The Medical Center and the Department of Neighborhoods shall be responsible for working with the officers to prepare and to send the meeting notices and agenda.

Section 2. Meeting Summary: The City Department of Neighborhoods shall be responsible for taking notes at each Advisory Committee meeting, preparing a summary of each meeting's activity and mailing it to all members within 30 days of the meeting. The summary shall be subject to review, amendment and approval at the subsequent Advisory Committee meeting. The summary shall include a list of Advisory Committee members and guests present at the meeting. Summaries of all meetings are available at the office of the Department of Neighborhoods for public review.

Section 3. Correspondence: The Department of Neighborhoods shall provide clerical assistance to produce the correspondence of the Advisory Committee. Copies of all Advisory Committee correspondence shall be sent to all voting and ex-officio committee members.