

April 1997

**By-laws
of
The Virginia Mason Medical Center Major Institution
Master Plan Standing Advisory Committee**

**Article I.
Purpose**

The Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee (the Committee), a representative group of adjacent community members and others who are interested in Virginia Mason and the future of Medical Services and the First Hill Area, will advise the Virginia Mason Medical Center and the City of Seattle on matters related to Virginia Mason's Major Institutions Master Plan in order to achieve a balance of public benefits of the growth and change of Virginia Mason with the need to maintain and enhance the livability and vitality of the adjacent neighborhoods. This will be accomplished by periodically reviewing the status of the Virginia Mason Medical Center's Major Institutions Master Plan and any amendments and renewals of the plan.

**Article II.
Membership**

Section 1. Composition: The Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee shall be established jointly by the City and the Medical Center composed of up to twelve people 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: Virginia Mason Medical Center, City of Seattle Department of Neighborhoods, and City of Seattle Department of Construction and Land Use.

Section 2 Committee Member Job Description: Each Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee member will:

1. Contribute to developing good communication between Virginia Mason Medical Center and the adjacent community.
2. Become familiar with the Virginia Mason Medical Center Major Institutions Master Plan and with the Medical Center's mission, goals and objectives.

3. Serve for a term of 2 years, meeting a minimum of once annually or as required to meet the schedule and agenda developed by the City and the Medical Center.
4. Maintain interest and a desire for involvement in neighborhood and land use issues, particularly as they relate to Virginia Mason and the community needs for medical services.

Section 3. Appointment: Final appointment of members to the Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee will be made by the Seattle City Council upon recommendations and nomination by the Department of Neighborhoods.

Article III **Participation**

Section 1. Term of Membership: Each member shall serve renewable two year terms. Terms are renewed upon agreement of Virginia Mason Medical Center and the City of Seattle.

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

Section 3. Replacement: Upon the resignation of a member or the completion of a term, a nomination for a replacement will be prepared the Virginia Mason Medical Center and the Department of Neighborhoods and appointment will be made by the Director of the Department of Neighborhoods.

Section 4. Attendance: Members who have two consecutive unexcused absences can be replaced according to the process in Section 3 above. An excused absence occurs when a member has informed the Department of Neighborhood at least two day prior to the meeting that they will be unable to attend the meeting.

Section 5. Compensation: All members of the Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee shall serve without compensation.

Section 6. Orientation: The Medical Center and the Department of Neighborhoods will provide appropriate and necessary orientation to all new members of the Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee.

Article IV **Leadership**

Section 1. General: The officers of the Virginia Mason Medical Center 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 Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee membership. the term of office shall be one year. Officers are eligible to be re-elected for a second one year term.

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

Article V **Decision Making**

The Virginia Mason Medical Center 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 records of the Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee shall show the number of votes cast for and against the recommendation. All actions of the Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee shall be consistent with the purpose stated in Article I. Each major decision to be made by the Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee shall have a timeline which will be established by the Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee. Deviations, if any, from this timeline shall be approved in advance by the Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee will require a super majority vote of the committee.

Article VI **Meetings**

Section 1. Frequency: The Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee shall meet at least 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 regular meeting shall be sent to each Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee member two weeks 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 the Public: All meetings of the Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee are open to the public and opportunity for public input should be provided on each meeting's agenda. Notices of each meeting will be sent to: 1) interested parties; 2) presidents of local community groups; and 3) local newspapers.

Section 4. Location: Virginia Mason Medical Center shall arrange a suitable location for the Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee meetings.

Section 5. General: Robert's Rule of Order shall apply to the conduct of each meeting. A quorum shall be defined as a simple majority or 51% of all voting members (vacant positions shall not be counted as members). Actions taken by the Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee require a quorum present in person or by written proxy at the time of the 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 Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee Meeting, preparing a summary of each meeting's activities and mailing to all members within 30 days of the meeting. The summary shall be subject to review, amendment and approval at the subsequent Standing Committee meeting. The summary shall include a list of Standing 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 and technical assistance to produce the correspondence of the Standing Committee. Copies of all Standing Committee correspondence shall be sent to all voting and ex-officio committee members.

Section 4. Reporting Responsibilities: The Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee shall respond to all requests for comments by the City and the Medical Center in a timely manner. The City and Medical Center shall respond to all requests for information by the Standing Committee in a timely manner.

Section 5. Annual Report: The Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee shall prepare, with assistance from the Department of Neighborhoods, an annual report to the City and the Medical Center, outlining its activities during each calendar year. This

report shall include: 1) All meeting notices, agenda's and summaries; 2) Copies of all correspondence received by the Committee; and 3) a written summary of the concerns and observations of the Committee. Copies of the annual report shall available for review in the offices of the Department of Neighborhoods.

Article VIII.
Miscellaneous

Section I Amendment: The Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee members have the ability to propose, amend or repeal the existing By-laws at any regular meeting. Changes to the by-laws shall require a two-thirds vote of the membership and discussion at one Standing Committee meeting prior to the vote.

The above by-laws are approved and adopted by the Virginia Mason Medical Center Major Institutions Master Plan Standing Advisory Committee on the 13th day of May, 1997.

Patrick Hewes
Chair

John Dolan
Vice Chair