



November 2010

## **Proposed Amendments to the HECB Bylaws**

Board bylaws allow current bylaws to be amended at any meeting of the Board if board members are notified of the proposed amendments at the meeting preceding the one at which a vote is taken.

A summary of proposed amendments to be offered at the next regularly scheduled meeting is included below, and draft amended bylaws also are attached for board information and review.

### Summary of Proposed Changes to Board Bylaws

- Eliminates the position of board secretary and adds the duties of secretary to the vice chair.
- For quorum purposes, limits the membership of the executive committee to the board chair, vice chair, and the chairs of three standing committees.
- Deletes specific listing of the names of standing committees.
- Specifies that the board chair, in consultation with the executive committee, can change, eliminate or establish up to three standing committees.
- Changes the requirement for adoption of the following year's calendar from December to "the last regularly scheduled meeting of the current year."

## **BOARD BYLAWS**

### **1. DESIGNATION OF BOARD OFFICERS**

The board shall elect from among its members a chair and a vice chair.

### **2. TERMS OF OFFICE**

The chair and vice chair shall each serve one-year terms, which shall terminate on December 31 of each year, and until successors are elected. Officers shall be elected to terms of one year, and no more than two consecutive one-year terms.

### **3. DUTIES OF OFFICERS**

**Chair:** Shall preside at all meetings, shall appoint all committee chairs, and may act as an alternate member of all standing committees with an equal right to vote. Shall attest to resolutions approved by the board, and shall perform such other duties as deemed proper by the chair.

**Vice Chair:** Shall attest to resolutions approved by the board, shall perform the duties of the chair when the chair is absent, and shall perform such other duties as directed by the chair.

### **4. COMMITTEE STRUCTURE**

There shall be an executive committee comprised of the chair, the vice chair, and the chairs of each standing committee.

- Each standing committee shall have a minimum of four members, including the committee chair. Committee membership shall be determined by the board chair and committee chair and approved by the full board. The board chair may act as an alternate member of all standing committees, with an equal right to vote.
- A simple majority of committee members present shall be sufficient for the transaction of committee business. Committees shall report to the board any action taken during committee meetings, regardless of whether a motion was passed. Reports of such action shall be recorded in the minutes of the board meeting.
- The board chair, in consultation with the executive committee, may change, eliminate, or establish up to three standing committees as deemed necessary.

## **5. VOTING PROCEDURES**

Voting procedures shall be as follows:

**Quorum:** Six members of the board shall constitute a quorum for the transaction of board business and, if only a quorum is present, a majority of the quorum shall be sufficient to transact business. If more than a quorum is present, all matters shall be decided by a majority of those board members present.

**Vacancies:** When vacancies occur on the board, the majority of the existing members shall constitute a quorum for the purposes of holding a meeting. When the existing membership is seven or less, four affirmative votes shall be required for final action.

**Roll Call Vote:** A roll call vote shall be taken at the request of any member of the board.

**Voting:** All members of the board shall have the right to vote on any matter coming before the board. Members may abstain from voting upon giving their reasons for so doing. There shall be no proxy voting.

## **6. BOARD MEETINGS**

State law requires the board to meet at least four times each calendar year. The board shall adopt a meeting calendar for the succeeding year no later than its last regularly scheduled meeting for the current year. The board may meet at other times as determined by the executive committee.

## **7. ATTENDANCE OF MEMBERS**

Board members are expected to consistently attend board meetings, and the chair may ask the Governor to remove any member who misses more than two meetings in any calendar year without cause.

## **8. EXECUTIVE SESSIONS**

An executive session may be held at the request of the chair, or at the request of any member with the concurrence of the chair, for any purpose that executive sessions may be held under state law.

## **9. AGENDA FOR MEETINGS**

An agenda for each meeting shall be approved by the executive committee and sent to each board member as early as possible prior to the next scheduled meeting.

- The agenda and materials for regularly scheduled meetings shall be sent to members at least seven days before each meeting.
- The agenda and materials for special meetings shall be sent to members at least twenty-four hours before the meeting.
- At regularly scheduled meetings, the agenda may be revised or changed by a vote of the members. At special meetings, only matters on the agenda may be considered.

## **10. RULES OF ORDER**

*Robert's Rules of Order, Newly-Revised* shall serve as parliamentary authority for procedures not covered by these rules.

## **11. PUBLIC ATTENDANCE AND PARTICIPATION**

All meetings of the board, other than executive sessions, shall be open to the public. Any group or member of the public wishing to make a presentation or comment to the board may do so upon request to, and approval by, the board or at the discretion of the chair.

## **12. COMPENSATION OF BOARD MEMBERS**

Board members may be compensated at the rate stipulated in RCW 43.03.050, .060, and .240 for each meeting attended or for performing duties approved by the chair. Any individual member may waive this compensation. Board members holding full-time employment with any agency of the federal, state, or local government are ineligible for compensation unless no compensation is received for working that day. Per diem and mileage shall be received in accordance with RCW 43.03.050 and .060.

## **13. EXECUTIVE DIRECTOR**

The executive director shall be appointed by the board and serve at its pleasure. The executive director shall be responsible for the agency's day-to-day operations, management, and implementation of all administrative programs. The executive director's authority shall include expenditure of board funds unless limited by board policy or action of the chair. The executive director shall submit an agency budget report to the board twice per fiscal year. In accordance with state and general practices, the executive director shall employ the necessary staff and any necessary consultants or service agencies.

The executive director shall serve as a non-voting, *ex officio* member of the board.

## **14. MINUTES OF MEETINGS**

The executive director shall maintain records of proceedings of all meetings and be responsible for the distribution of minutes and other official actions of the board. Minutes of all regular and special meetings of the board shall be open to public inspection in the office of the executive director, and will be posted to the agency's Web site.

## **15. AMENDMENT AND SUSPENSION OF THE BYLAWS**

These bylaws may be amended at any meeting of the board upon notification to all members of the proposed amendment at any meeting preceding the meeting in which the bylaws are to be amended. These bylaws may be suspended at any meeting by a two-thirds affirmative vote of the board.