

BYLAWS
Of
SNO-KING WATER DISTRICT COALITION

ARTICLE I.

Place of Business

Section 1. PRINCIPAL LOCATION. The principal office of the Coalition for the transaction of business shall be at such location as the Board shall determine from time to time.

Section 2. ADDITIONAL OFFICES. Additional business offices may be established at such other places as the Board may from time to time designate.

ARTICLE II.

Board Members

Section 1. INITIAL BOARD MEMBERS. Each member of the Initial Board shall be elected by the Participants at the meeting of the Participants held to form this organization.

Section 2. NUMBER. The number of board members shall equal the number of Participants in the Coalition.

Section 3. TERM. The board members shall be elected to serve for a term of one (1) year; provided that board members shall continue in office until a replacement is elected

Section 4. POWERS AND DUTIES. The Board shall be responsible for the management of the business of the Coalition, and, subject to the restrictions imposed by law, by the Interlocal Agreement forming the Coalition, or by these Bylaws, may exercise all the powers of the Coalition.

Section 5. COMMITTEES. The Board may appoint from among its own members such other committees as the Board may determine, which shall in each case consist of not less than two (2) members, and which shall have such powers and duties as shall from time to time be prescribed by the Board.

Section 6. VACANCY. Any vacancy that occurs in the Board shall be filled by the Participant whose representative is no longer serving.

ARTICLE III.

Board Meetings

Section 1. TIME AND PLACE OF REGULAR MEETINGS OF THE BOARD. The Board shall provide for the time, place and date of regular meetings by a motion or resolution duly adopted at a regular meeting of the Board. Any change to the date, time or place of a regular meeting shall promptly be posted on the Coalition's website.

Section 2. SPECIAL MEETINGS. Special meetings of the Board may be called at any time by the Board President or a majority of the members of the Board by delivering written notice personally, by mail, by fax, or by electronic mail to each member of the Board at least two (2) days prior to the special meeting. Notice of a special meeting shall promptly be posted on the Coalition's website. Board members may waive the two (2) day notice requirement either in writing or by so stating at the beginning of the special meeting.

Section 3. MEETING AGENDA. The notice of any regular or special meeting of the Board will include an agenda and/or a general description of the business to be transacted at the meeting, provided, that a majority of the Board at any such meeting may add, remove or make adjustments to the agenda or list of business to be transacted at such meeting. Such agenda shall be posted on the Coalition's website in advance of the meeting and distributed by electronic mail.

Section 4. OPEN PUBLIC MEETING. All meetings of the Board are subject to the Open Public Meetings Act (RCW 42.30). With the exception of executive sessions, all portions of a regular and special meeting shall be in open session.

Section 5. EXECUTIVE SESSION. Executive session is permitted and governed by RCW 42.30.110. Prior to going into executive session, the President of the Board shall state the purpose of the executive session, specify the time when the executive session will commence and when it will be concluded. There shall be no audio or video recording of any executive session. The Board may not take any action during the executive session, but may act only in open session.

Section 6. QUORUM. A majority of the board shall constitute a quorum for the transaction of business, and the act of a majority of the board present at any meeting at which a quorum is present shall be the act of the Board.

Section 7. PARTICIPATION IN MEETING BY TELEPHONE. Some or all of the Board members participating in any regular or special meeting of the Board, may participate via telephone conference call.

Section 8. VALIDITY OF BOARD ACTION AND WAIVER OF NOTICE. Any transactions of the Board at any meeting thereof, regardless of how or whether call was made or notice given, shall be as valid as though transacted at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the members entitled to vote and not present in person sign a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such

waivers, consents or approvals shall be sent to the Secretary of this Coalition and noted in the minutes of the meeting. Whenever any notice whatsoever is required to be given under the provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the actual giving of such notice.

Section 9. MEETING MINUTES. The Secretary or such other person as the Board may designate shall prepare written minutes of each meeting of the Board. Such minutes shall be submitted to the Board for approval at a subsequent meeting and once approved, shall be posted to the Coalition's website.

ARTICLE IV.

Officers

Section 1. APPOINTMENT AND QUALIFICATIONS. The officers of this Coalition shall consist of a President, and such other officers as may be chosen by the Board.

Section 2. TERMS. The terms of office shall be fixed and determined by the Board and may be altered by the Board from time to time, and at any time at its pleasure. Any officer may be removed at any time by the Board.

ARTICLE V.

Powers and Duties of Officers

Section 1. PRESIDENT. The powers and duties of the President shall be:

- (1) To preside at all meetings of the Board, regular and special.
- (2) Except when otherwise directed by the Board, to affix the signature of the Coalition to all deeds, conveyances, mortgages, bonds, contracts and other instruments in writing and other papers that may require the same, to sign certificates of shares of the Coalition; and in general to supervise and control all of the business affairs of the Coalition. Subject to the direction of the Board of Members, the President shall supervise and control all officers, agents and employees of the Coalition.
- (3) To enforce these Bylaws and perform all of the duties incident to the office and which are required by law.

Section 2. VICE-PRESIDENT. In case of the absence, disability or death of the President, the Vice-President of this Coalition, if the Coalition shall have a Vice President, shall have such powers and perform such duties as may be granted or prescribed by the Board from time to time.

At all times, the Vice-President shall have the power to countersign such instruments, if any, as may by law require execution, acknowledgment, or verification by two officers.

Section 3. SECRETARY. The powers and duties of the Secretary, if the Coalition shall have a Secretary shall be:

- (1) To keep full and complete records of the meetings of the Board of Members and of the shareholders.
- (2) To make service and publication of all notices that may be necessary or proper, without command or direction from anyone.
- (3) Generally to have such powers and perform such duties as pertain to that office and as may be required by the Board.

The Secretary of the Board need not be a member of the Board.

Section 4. ADMINISTRATOR AND TREASURER. The Administrator shall be appointed by the Board in accordance with the Interlocal Agreement forming the Coalition and shall serve for one year or until replaced by the Board. The Administrator shall exercise its authority in the manner specified in the Interlocal Agreement.

The Treasurer shall be the Treasurer of the Administrator and shall receive all moneys belonging to or paid into the Coalition and give receipts therefor; and shall deposit such moneys, as the treasurer shall be directed by the Board, and shall keep full and complete records of the funds received and the disbursement thereof. The treasurer shall render to the Board at any meeting thereof, or from time to time whenever the Board or the President may require, an account of all transactions as Treasurer and of the financial condition of the Coalition, and shall perform such other duties as may from time to time be prescribed by the Board. The treasurer shall exhibit or cause to be exhibited the books of the Coalition to the Board of Members, or to any committee appointed by the Board, or to any member on application during business hours, or to any other person entitled to inspect such books pursuant to the laws of the of the State of Washington.

The Administrator and Treasurer shall have such powers and perform such duties as pertain to the office of the treasurer and as may be required by the Board of Members.

ARTICLE VI.

Books and Records

Section 1. This Coalition shall keep as permanent records minutes of all meetings of the board, a record of all actions taken by board of members without a meeting, and a record of all actions taken by a committee of the board exercising the authority of the board on behalf of the Coalition.

Section 2. This Coalition shall maintain appropriate accounting records.

Section 3. The Treasurer, or such other person as the Board may designate, shall serve as the public records officer of the Coalition.

ARTICLE VII.

Amendments

These Bylaws may be amended or repealed and new and additional Bylaws may be made from time to time at any time by the Board.

HISTORY:

- **January 12, 1994:** Original Bylaws adopted at the formation meeting of the Coalition.
- **December 12, 2016:** Current Version. The original Bylaws were amended by vote of the Board at a regular meeting of the Coalition Board

