

BYLAWS
of the
Metropolitan Water Pollution Abatement Advisory Committee
Adopted January 22, 2014

Article 1

Name

The Name of this committee shall be “Metropolitan Water Pollution Abatement Advisory Committee”. The acronym “MWPAAC” may also be used for identification purposes, but shall not replace the official name of this committee.

Article II

Purpose

The Metropolitan Water Pollution Abatement Advisory Committee (hereinafter “the Committee”) functions under the authority of RCW 35.58.210. In accordance with said authority, it is an advisory committee to the King County Executive, the King County Council and committees of the council on matters relating to the performance of the water pollution abatement function.

Article III

Membership

Each city which operates a sewer system, any portion of which lies within the metropolitan area or within King County’s wastewater service area, may appoint one person to serve on the Committee.

Each water-sewer district which operates a sewer system, any portion of which lies within King County or within King County’s wastewater service area, may appoint one person to serve on the Committee.

Those appointed as indicated above shall be the voting members. Each city or water/sewer district which appoints a voting member shall provide a resolution of the legislative body, or signed copy of minutes of a public meeting of the legislative body, authorizing such appointment. Each city or water/sewer district may also appoint an alternate who shall be empowered to vote in the absence of a city or district’s voting member. Alternates shall be appointed in the same manner and conform to the same eligibility requirements as voting members.

King County’s Wastewater Treatment Division (KCWTD) maintains a current roster of voting members and alternates with documentation supporting their appointment.

Article IV

Officers

Section 1. Executive Board. The Executive Board (see Article VI) shall be comprised of the following officers and subcommittee chairs:

- 1) Chair
- 2) Vice-Chair of the Committee
- 3) Immediate past Chair of the Committee
- 4) Chair of the Engineering and Comprehensive Planning Subcommittee
- 5) Chair of the Rates and Finance Subcommittee.
- 6) Chair of Advisory Subcommittee on the Sewage Disposal Agreements

No member shall have more than one position on the Executive Board.

Section 2. Election and Term of Office. The following officers and subcommittee chairs for Metropolitan Water Pollution Abatement Advisory Committee shall be elected to office at the first meeting of even numbered years for a term of 24 months. Nominations shall be received from a temporarily appointed nominating committee and from the floor.

- a) Chair of the Committee
- b) Chair of Rates & Finance Subcommittee

The following officers and subcommittee chairs for the Committee shall be elected to office at the first meeting of odd numbered years for a term of 24 months.

- a) Vice Chair of the Committee
- b) Chair of Engineering and Comprehensive Planning Subcommittee
- c) Chair of Advisory Subcommittee on the Sewage Disposal Agreements.

The members of the Committee may provide for additional, temporary subcommittees and officers or subcommittee chairs as it deems necessary for the performance of the business of the Committee.

Section 3. Other Officers and Employees. The Committee shall appoint, or may empower the Chair to appoint with the Executive Board's concurrence, officers other than those elected to positions of the Executive Board. Except as may otherwise be provided in these by-laws, such officers shall hold office for a term of one year. All officers and employees shall have such authority and perform such duties as are set forth in these by-laws, or as the Committee may determine from time to time.

Section 4. Vacancies. A vacancy in any elected office because of death, resignation, removal, disqualification, expiration of term, or any other cause shall be filled in a manner prescribed in the by-laws.

- a) Vacancies shall be filled by appointment of the Chair until the next regular election for that position.
- b) A vacancy in the office of Chair of the Committee shall be filled by Executive Board appointment.

Section 5. Removal and Resignation.

- a) Removal. Any officer or subcommittee chair may be removed, without cause, following a two-thirds vote of a quorum by the Committee at any regular or special meeting thereof. An officer appointed by the Executive Board may be removed, without cause, by a majority vote of the Executive Board, or by an officer upon whom such power of removal may be conferred by the Executive Board.
- b) Resignation. Any officer or subcommittee chair may resign at any time by giving written notice to the Executive Board or to the Chair. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall be necessary to make it effective.

Section 6. Chair of Committee. The Chair shall be the Chair of the Metropolitan Water Pollution Abatement Advisory Committee. The Chair shall preside at all meetings of the Committee and the Executive Board, and have such other powers and duties as may be prescribed by the Committee in conformance with state law, the Committee's charter and the by-laws. The Chair shall work with the MWPAAC Coordinator (see Article IX) to ensure minutes of meetings are recorded, voting is recorded, meeting notices and packets are prepared, and an annual work plan is developed and adopted.

Section 7. Vice-Chair. In the absence or disability of the Chair, the Vice Chair shall perform all duties of the Chair and, when so acting, shall have all the powers of the Chair and be subject to all the restrictions upon the Chair. The Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed by the Committee, its Executive Board, or the by-laws.

Article V
Meetings

The Committee shall meet at such times as prescribed in its annual work plan and at such other times and places as directed by the Chair.

Section 1. Agenda. At the direction of the Chair an agenda shall be prepared and distributed to Committee members at least seven (7) days prior to the date of the meeting. Any member may cause an item to be placed on the agenda, making such a request to the Chair at least twenty-one (21) days prior to the date of such meeting.

Section 2. Notice. Notice of meetings containing an agenda of items to be discussed, along with background papers or documents as necessary to allow members to formulate a position on issues on which a vote is to be taken, and minutes of the last held committee meeting shall be e-mailed, conventionally mailed or otherwise delivered to members not less than seven (7) days prior to the date of such meeting.

Section 3. Waiver of Notice. Provisions of Article V, Section 2 may be waived by affirmative vote of not less than sixty percent (60%) of voting members present at a meeting at which quorum is present.

Section 4. Quorum. Voting members or respective alternates present at a meeting of the Committee, the number of whom is in excess of forty percent (40%) of the total number of voting members, shall constitute a quorum for the conduct of business.

Section 5. Voting. Any voting member present at a meeting of the Committee at which a vote is taken may vote on any issue. At the discretion of the Chair, all matters to come before the Committee may be decided by voting. A record will be made of all votes. If any members abstain, the quorum shall be reduced by the number of those abstaining. Roll call votes shall be required for MWPAAC recommendations and for all other actions except those relating to operations of the meeting, approval of meeting minutes and elections when a candidate is unopposed. Any voting member may call for a weighted vote. Unless a weighted vote is called for, all voting will be one member/one vote of members present. When a weighted vote is called for, passage will require both a majority of voting members and a majority of weighted votes present. Weighted votes shall reflect the number of residential customers and residential customer equivalents served by each agency as reported to King County for billing purposes the previous year. Cities and water-sewer districts not served by King County shall be assigned the same weighting as the city or district with the fewest residential customers and equivalents reported to King County.

Section 6. Proxy. No proxy shall be valid for any reason.

Section 7. Presiding Officer. At any meeting of the Committee, one of the following shall preside, in accordance with these bylaws, in the following order of precedence:

- a) Chair
- b) Vice-Chair
- c) Temporary Chair selected from nominations taken from the floor to serve for that meeting only.

Section 8. Conduct of Meetings. The Chair shall have flexibility in the conduct of meetings and may make decisions or waive irregularities to facilitate open discussion. If dispute over conduct of a meeting should arise and consensus cannot be reached, Article VIII, Section 1, shall prevail.

Section 9. Discipline. The Chair shall be responsible for maintaining order during meetings and shall exercise disciplinary power including, but not limited to, limiting discussion, ruling statements or motions not related to the topic of discussion to be out of order, and causing any person who causes a disturbance to be ejected from the meeting.

Article VI

Executive Board

Section 1. Executive Board. There shall be an Executive Board of the Committee. This Board shall consist of the elected persons as described in Article IV, Section 1. The Executive Board cannot speak for the full Committee.

The Executive Board shall be responsible for establishing the annual work program for the Committee and subcommittees, and for outlining strategies for introducing topics and issues to these committees. Should a topic before the Executive Board require the involvement of a

subject-matter expert, the topic will be assigned to a standing subcommittee or temporary subcommittee.

Section 2. Ex-Officio Member to Executive Board. The immediate past Chair of the Committee shall be an ex-officio member of the Executive Board and shall enjoy the same rights and privileges as any other member of the Executive Board, except that only in the case of a tie vote of the Executive Board may the past Chair of the Committee vote.

Section 3. Subcommittee Vice-Chairs. Each standing subcommittee shall have a Vice-Chair to serve in the event the Chair is absent from a subcommittee meeting. Subcommittee Vice-Chairs may also attend Executive Board meetings and participate in discussions, but may vote only when the Subcommittee Chair is absent from an Executive Board meeting.

The Subcommittee Chair shall solicit interest from MWPAAC members and alternates in serving as a Subcommittee Vice-Chair via an announcement at a MWPAAC general meeting and an email to the committee. The Executive Board shall consider each name submitted for consideration and approve a Subcommittee Vice-Chair by a majority vote of the board.

Subcommittee Vice-Chairs shall serve the same two-year term concurrently with a Subcommittee Chair.

Section 4. Executive Board Meetings.

- a) Time and place held. The Chair or any other board member may call a meeting of the Executive Board. Meetings will otherwise be held at a time and place to be decided by the Board.
- b) Notice. Written notice of each meeting shall be given to each member of the Executive Board by mail, e-mail, or other mean of written communications. Said notice shall include:
 - 1) The place, date and hour of such meeting;
 - 2) Those matters which are intended to be presented for action by the Executive Board; and
 - 3) Such other matters related to the functions of the Committee, its subcommittees or the Executive Board.

Article VII
Subcommittee of the Committee

Section 1. Subcommittees. There shall be standing subcommittees of the Committee. Temporary subcommittees may be created as needed to conduct the business of the Committee.

Section 2. Title and Responsibilities of Subcommittees. The responsibilities of each subcommittee shall be as assigned by the Committee or Executive Board. In general, each subcommittee should be assigned matters related to the functions described in their title. The standing subcommittees of the Committee shall be known as:

- a) Rates and Finance
- b) Engineering and Comprehensive Planning

c) Advisory subcommittee on the Sewage Disposal Agreements

Section 3. Subcommittee Chair and Members. Each subcommittee shall have a Chair. The Chair shall be elected by the Committee. Subcommittee chairs shall be voting members or alternates. Subcommittee members need not be Voting Members, but shall be acting on behalf of and with the knowledge of the voting member from the same city or water/sewer district.

Section 4. Activities of Subcommittee. Each Subcommittee shall report all activities to the Committee. Subcommittees cannot speak for the full Committee.

Article VIII

Parliamentary Authority (Rules of Order)

Section 1. Rules of Procedure for Meetings. When invoked, meetings of the Metropolitan Water Pollution Abatement Advisory Committee, Executive Board and/or subcommittees shall be conducted in accordance with the most current issue of Robert's Rules of Order, except where such are in conflict with state law, the MWPAAC Charter or the by-laws, whereupon the latter three shall govern over said Rules of Order.

Section 2. Inspectors of Election. The Chair of the Committee may, if necessary, appoint inspectors to perform all functions to facilitate timely and orderly elections. Any committee member may call for inspectors.

Article IX

Coordination

Section 1. King County has agreed to provide a Coordinator to the Committee that will provide services which shall include, but not be limited to, meeting facilitation, preparation of agendas and agenda packets, meeting notification, minutes, preparation of annual work plans, and assistance in preparing subcommittee products and Committee recommendations, and documentation of voting. KCWTD will work with the Chair to establish the annual level of effort for these services and evaluate the performance of the Coordinator.

Article X

Amendment of By-Laws

These bylaws may be repealed or amended or new bylaws may be adopted at any meeting of the Committee at which a quorum is present by an affirmative vote of not less than seventy-five percent (75%) of the Voting Members at the meeting, provided that written notice of intent to amend, repeal, or adopt new bylaws shall be e-mailed, conventionally mailed, or otherwise delivered to members not less than fourteen (14) days prior to the date of such meeting. Such notice shall include a copy of the motion to be made, as well as the written alteration, amendment, or substitution proposed.